

Accenture plc  
Form DEF 14A  
December 21, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |                                     |   |                          |  |
|-------------------------------------|---|--------------------------|--|
| <input type="checkbox"/>            | Preliminary Proxy Statement                 | <input type="checkbox"/> | <b>Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))</b> |
| <input checked="" type="checkbox"/> | Definitive Proxy Statement                  |                          |  |
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| <input type="checkbox"/>            | Soliciting Material Pursuant to §240.14a-12 |                          |  |

**Accenture plc**

(Name of Registrant As Specified In Its Charter)

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Payment of Filing Fee (Check the appropriate box):

No fee required.

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1) Amount Previously Paid:

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2) Form, Schedule or Registration Statement No.:

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3) Filing Party:

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4) Date Filed:

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William D. Green

Chairman & CEO

December 21, 2009

Dear Fellow Shareholder:

You are cordially invited to attend the 2010 annual general meeting of shareholders of Accenture plc (the "Annual Meeting"), which will be held at 11:30 a.m., local time, on Thursday, February 4, 2010, at Accenture's New York office, located at 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA.

At this year's meeting, you are being asked to vote to (i) re-appoint the three directors listed in this proxy statement; (ii) re-appoint KPMG as our independent auditors; (iii) approve the Accenture plc 2010 Share Incentive Plan; (iv) approve the Accenture plc 2010 Employee Share Purchase Plan; (v) authorize holding the 2011 annual general meeting of shareholders of Accenture plc at a location outside of Ireland; (vi) authorize Accenture to make open-market purchases of Accenture plc Class A ordinary shares; and (vii) determine the price range at which Accenture plc can re-issue shares that it acquires as treasury stock.

The Board of Directors (the "Board") recommends that you vote for each of the three director nominees nominated by our Board and that you vote for all of the proposals to be put forward at the meeting.

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

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

Thank you for your continued support.

WILLIAM D. GREEN

Chairman & CEO

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**NOTICE OF THE 2010 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

To our Shareholders:

You are hereby notified that the 2010 annual general meeting of shareholders of Accenture plc will be held at 11:30 a.m., local time, on Thursday, February 4, 2010, at our New York office, located at 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA, to vote upon the following proposals, which have been proposed by the Board:

1. to re-appoint William L. Kimsey, Robert I. Lipp and Wulf von Schimmelmann as Class III directors, each for a term expiring at our annual general meeting of shareholders in 2013;
2. to re-appoint KPMG as independent auditors of Accenture plc for a term expiring at our annual general meeting of shareholders in 2011;
3. to approve the Accenture plc 2010 Share Incentive Plan;
4. to approve the Accenture plc 2010 Employee Share Purchase Plan;
5. to authorize holding the 2011 annual general meeting of shareholders of Accenture plc at a location outside of Ireland;
6. to authorize Accenture to make open-market purchases of Accenture plc Class A ordinary shares;
7. to determine the price range at which Accenture plc can re-issue shares that it acquires as treasury stock; and
8. to transact any other business that may properly come before the meeting and any adjournment or postponement of the meeting.

The Board of Directors recommends that you vote for each of the director nominees listed above and for each of these proposals. The full text of these proposals is set out on pages 5 to 41 of this proxy statement.

The Board of Directors has set December 14, 2009 as the record date for the meeting. This means that only those persons who were registered holders of Accenture plc's Class A ordinary shares or Class X ordinary shares at the close of business on that date will be entitled to receive notice of the meeting and to attend and vote at the meeting. This proxy statement contains additional information on how to attend the meeting and vote your shares in person. To vote your shares, you will need the control number included on the proxy card accompanying this proxy statement. Any registered shareholder entitled to attend and vote at the Annual Meeting may appoint one or more proxies, who need not be a registered shareholder(s) of the Company.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 4, 2010: This proxy statement, along with our Annual Report on Form 10-K for the fiscal year ended August 31, 2009 and the 2009 Letter from Our Chairman & CEO, are available free of charge on the Investor Relations section of our website (<http://investor.accenture.com>).**

By order of the Board of Directors,

DOUGLAS G. SCRIVNER

General Counsel and Secretary

December 21, 2009

**PLEASE SUBMIT YOUR PROXY BY TELEPHONE OR THE INTERNET,**

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

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**PROXY STATEMENT**

**GENERAL INFORMATION**

The Board of Directors (the Board) of Accenture plc is soliciting your proxy for use at the 2010 annual general meeting of shareholders (the Annual Meeting) to be held on Thursday, February 4, 2010. These proxy materials are first being sent to shareholders beginning on or about December 21, 2009.

Accenture is one of the world's leading management consulting, technology services and outsourcing organizations. As of August 31, 2009, we had approximately 177,000 employees based in 52 countries and revenues before reimbursements of approximately \$21.58 billion for fiscal 2009. We operate globally with one common brand and business model designed to enable us to provide clients around the world with the same high level of service.

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

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

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

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

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**ABOUT THE ANNUAL MEETING**

**Date, Time and Place of the Annual Meeting**

We will hold the Annual Meeting at 11:30 a.m., local time, on Thursday, February 4, 2010, at our New York office, located at 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA, subject to any adjournments or postponements. For directions to the meeting, you may contact our Secretary, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA.

**Who Can Vote; Votes Per Share**

The Board has set December 14, 2009 as the record date for the Annual Meeting. All persons who were registered holders of Accenture plc's Class A ordinary shares or Class X ordinary shares at the close of business on that date are shareholders of record for the purposes of the Annual Meeting and will be entitled to attend and vote at the Annual Meeting. As of the close of business on that date, there were 632,423,581 Class A ordinary shares outstanding (which does not include 50,965,518 shares held by Accenture) and 81,413,071 Class X ordinary shares outstanding. Class A ordinary shares held by Accenture may not be voted and, accordingly, will have no impact on the outcome of any vote of the shareholders of Accenture plc.

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

**How to Vote; Submitting Your Proxy; Revoking Your Proxy**

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

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

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You may submit your proxy either by mail, by telephone (at the number set forth in the accompanying proxy materials) or via the Internet (www.cesvote.com). Please let us know whether you plan to attend the Annual Meeting by marking the appropriate box on your proxy card or by following the instructions provided when you submit your proxy by telephone or via the Internet. In order for your proxy to be validly submitted and for your shares to be voted in accordance with your proxy, we must *receive* your mailed proxy by 5:00 p.m., Eastern Standard Time, on February 3, 2010 (January 31, 2010 for Accenture employees and former employees who are submitting proxies for shares received through our employee plans and held by Morgan Stanley Smith Barney LLC ( Smith Barney )). If you submit your proxy by telephone or via the Internet, then you may submit your voting instructions until 6:00 a.m., Eastern Standard Time, on February 4, 2010 (February 1, 2010 for Accenture employees and former employees who are submitting proxies for shares received through our employee plans and held by Smith Barney).

Your proxy is revocable. After you have submitted your proxy, you may revoke it by mail before the Annual Meeting by sending a written notice to our General Counsel and Secretary, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA. Your notice must be received no later than one hour prior to the beginning of the Annual Meeting. If you wish to revoke your submitted proxy card and submit new voting instructions by mail, then you must sign, date and mail a new proxy card with your new voting instructions, which we must receive by 5:00 p.m., Eastern Standard Time, on February 3, 2010 (January 31, 2010 for Accenture employees and former employees who are submitting proxies for shares received through our employee plans and held by Smith Barney). If you submitted your proxy by telephone or via the Internet, you may revoke your submitted proxy and/or submit new voting instructions by that same method, which must be received by 6:00 a.m., Eastern Standard Time, on February 4, 2010 (February 1, 2010 for Accenture employees and former employees who are submitting proxies for shares received through our employee plans and held by Smith Barney). If you are a registered shareholder, you also may revoke your proxy in person by attending and voting your shares at the Annual Meeting. Attending the Annual Meeting without taking one of the actions above will not revoke your proxy.

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

If your shares are not registered in your name but in the street name of a bank, broker or other holder of record (a nominee), then your name will not appear in Accenture plc's register of shareholders. Those shares are held in your nominee's name, on your behalf, and your nominee will be entitled to vote your shares. This applies to our employees who received, through our employee plans, shares that are held by Smith Barney and/or UBS Financial Services Inc. In order for you to attend the Annual Meeting, you must bring a letter or account statement showing that you beneficially own as of the record date the shares held by the nominee. Note that even if you attend the Annual Meeting, you cannot vote the shares that are held by your nominee. Rather, you should submit voting directions to your nominee, which will instruct your nominee how to vote those shares on your behalf.

## **Quorum and Voting Requirements**

In order to establish a quorum at the Annual Meeting, there must be at least three shareholders represented at the meeting, either in person or by proxy, who have the right to attend and vote at the meeting, and who together hold shares representing more than 50 percent of the votes that may be cast by all shareholders of record. For purposes of determining a quorum, abstentions and broker non-votes present in person or by proxy are counted as represented. A non-vote occurs when a nominee (such as a broker) holding shares for a beneficial owner abstains from voting on a particular proposal because the

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nominee does not have discretionary voting power for that proposal and has not received instructions from the beneficial owner on how to vote those shares.

For each of the proposals being considered at the Annual Meeting, approval of the proposal requires the affirmative vote of a simple majority of the votes cast, except for proposal no. 7 (determination of the price range at which Accenture plc can re-issue shares that it acquires as treasury stock), which requires the affirmative vote of at least 75% of the votes cast. There is no cumulative voting in the appointment of directors. The appointment of each director nominee will be considered and voted upon as a separate proposal. Abstentions and broker non-votes will not affect the voting results. If the proposal for the appointment of a director nominee does not receive the required majority of the votes cast, then the director will not be appointed and the position on the Board that would have been filled by the director nominee will become vacant. The Board has the ability to fill the vacancy upon the recommendation of its Nominating & Governance Committee, in accordance with Accenture plc's articles of association, subject to re-appointment by Accenture plc's shareholders at the next annual general meeting of shareholders.

## **Proxy Solicitation**

Accenture plc will bear the costs of soliciting proxies from the holders of our Class A ordinary shares and Class X ordinary shares. We are initially soliciting these proxies by mail and e-mail, but solicitation may be made by our directors, officers and selected other Accenture employees telephonically, electronically or by other means of communication, and by Innisfree M&A Incorporated, whom we have hired to assist in the solicitation and distribution of proxies. Directors, officers and employees who help us in the solicitation will not be specially compensated for those services, but they may be reimbursed for their out-of-pocket expenses incurred in connection with the solicitation. Innisfree M&A Incorporated will receive a fee of \$10,000, plus reasonable expenses, for its services. Brokerage houses, nominees, fiduciaries and other custodians will be requested to forward soliciting materials to beneficial owners and will be reimbursed for their reasonable out-of-pocket expenses incurred in sending proxy materials to beneficial owners. Corporate Election Services will act as our Inspector of Election at the Annual Meeting and assist us in tabulating the votes.

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**PROPOSAL NO. 1 RE-APPOINTMENT OF DIRECTORS**

The Board currently has 10 members, who are divided into three classes based upon the cycle of their respective terms in office. At each annual general meeting of shareholders, the appointment of the directors constituting one class of Board membership expires, and the shareholders vote at that meeting to appoint the directors nominated for these Board positions, each to hold office for a three-year term.

The terms of our three Class III directors will expire in 2010. The Board may appoint additional directors, in accordance with Accenture's articles of association, upon the recommendation of the Nominating & Governance Committee and subject to re-appointment by Accenture plc's shareholders at the next annual general meeting of shareholders. The shareholders of Accenture plc have the authority under the articles of association to increase or reduce the minimum or maximum number of directors on the Board (currently no fewer than eight or more than 15).

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

**Class III Directors**

All three Class III directorships expire at the Annual Meeting. The Nominating & Governance Committee reviewed the performance and qualifications of the current Class III directors and recommended to the Board that each be re-appointed to serve for an additional three-year term. The Board is nominating these three individuals for re-appointment as Class III directors, each for a three-year term expiring at the 2013 annual general meeting of shareholders. All of the director nominees are current Board members:

William L. Kimsey

Robert I. Lipp

Wulf von Schimmelmann.

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

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

(a) William L. Kimsey;

(b) Robert I. Lipp; and

(c) Wulf von Schimmelmann.

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

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

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**BOARD AND CORPORATE GOVERNANCE MATTERS**

**Director Biographies**

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

**Class III Director Nominees**

**William L. Kimsey**

67 years old

Class III Director Nominee Member, Audit Committee  
Member, Compensation Committee

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

**Robert I. Lipp**

71 years old

Class III Director Nominee Member, Audit Committee  
Member, Finance Committee

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

**Wulf von Schimmelmann**

62 years old

Class III Director Nominee Chair, Nominating &  
Governance Committee

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

**Other Current Directors - Class I**

**Charles H. Giancarlo**

52 years old

Class I Director Member, Finance Committee Member,  
Nominating & Governance Committee

Charles H. Giancarlo has been a director since December 2008. Mr. Giancarlo is currently the chairman of the board of directors of Avaya, Inc. and previously served as its interim president and chief executive officer. He has also been a managing director of the private investment firm Silver Lake since 2007. Previously, Mr. Giancarlo had a variety of roles at Cisco Systems, Inc. Most recently, he was Cisco's executive vice president and chief development officer, a

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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. From July 2004 to July 2005, he was chief technology officer. From July 2001 to July 2004, Mr. Giancarlo was senior vice president and general manager of product development. He is a director of NetFlix, Inc. Mr. Giancarlo's current term as director expires at our annual general meeting of shareholders in 2011.

**Blythe J. McGarvie**

53 years old

Class I Director Chair, Audit Committee

Blythe J. McGarvie has been a director since October 2001. Since January 2003, she has served as chief executive officer of Leadership for International Finance, LLC, a firm that focuses on improving clients' financial positions and providing leadership seminars for corporate and academic groups. From July 1999 to December 2002, she was executive vice president and chief financial officer of BIC Group. She is a director of The Pepsi Bottling Group, Inc., The Travelers Companies, Inc. and Viacom Inc. Ms. McGarvie's current term as director expires at our annual general meeting of shareholders in 2011.

**Sir Mark Moody-Stuart**

69 years old

Class I Director Lead Director Chair, Compensation Committee

Sir Mark Moody-Stuart has been a director since October 2001 and our lead director since November 2002. He served as non-executive chairman of Anglo American plc from 2002 until his retirement in July 2009, and he is the former chairman of The Shell Transport and Trading Company and former chairman of the Committee of Managing Directors of the Royal Dutch/Shell Group of Companies. From July 1991 to June 2001, he was managing director of Shell Transport and a managing director of Royal Dutch/ Shell Group. Sir Mark is a director of HSBC Holdings PLC. Sir Mark's current term as director expires at our annual general meeting of shareholders in 2011.

**Other Current Directors - Class II**

**Dina Dublon**

56 years old

Class II Director Chair, Finance Committee

Dina Dublon has been a director since October 2001. From December 1998 to December 2004, she was chief financial officer of JPMorgan Chase & Co. and its predecessor company. Prior to being named chief financial officer, she held numerous other positions, including corporate treasurer, managing director of the Financial Institutions Division and head of asset liability management. She is a director of Microsoft Corp. and PepsiCo, Inc. Ms. Dublon's current term as director expires at our annual general meeting of shareholders in 2012.

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**William D. Green**

56 years old

Class II Director

William D. Green became chairman of the Board on August 31, 2006, and has been our chief executive officer since September 2004 and a director since June 2001. From March 2003 to August 2004 he was our chief operating officer Client Services, and from August 2000 to August 2004 he was our country managing director, United States. Mr. Green has been with Accenture for 32 years. Mr. Green's current term as director expires at our annual general meeting of shareholders in 2012.

**Nobuyuki Idei**

72 years old

Class II Director Member, Nominating & Governance Committee

Nobuyuki Idei has been a director since February 2006. Mr. Idei is the chief executive officer of Quantum Leaps Corporation, an advisory firm to Japanese and Asian businesses he founded in April 2006. Since June 2005, Mr. Idei has been chairman of the advisory board of Sony Corporation. Prior to that, he held several leadership positions with Sony Corporation: From April 2003 until June 2005, Mr. Idei was chairman and Group CEO, from June 2000 to March 2003, he was chairman and chief executive officer, and from June 1999 to June 2000, he was president and chief executive officer. Mr. Idei is a director of Baidu.com, a Chinese Internet company, and of FreeBit Co., Ltd, a Japanese Internet company. Mr. Idei's current term as director expires at our annual general meeting of shareholders in 2012.

**Marjorie Magner**

60 years old

Class II Director Member, Finance

Committee Member, Compensation

Committee

Marjorie Magner has been a director since February 2006. Ms. Magner is currently a partner with Brysam Global Partners, LLC, a private equity firm she co-founded that invests in financial services. She was the chairman and chief executive officer, Global Consumer Group, of Citigroup, Inc. from 2003 to October 2005. Ms. Magner previously held various other positions within Citigroup, including chief operating officer, Global Consumer Group, from April 2002 to August 2003, and chief administrative officer and senior executive vice president from January 2000 to April 2002. She is a director of Gannett Co., Inc. Ms. Magner's current term as director expires at our annual general meeting of shareholders in 2012.

**Communicating with the Board**

The Board welcomes questions and comments. Any interested parties, including shareholders, who would like to communicate directly with the Board, our non-management directors as a group or Sir Mark Moody-Stuart, our lead director, may submit their communication to our General Counsel and Secretary, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA. Communications and concerns will be forwarded to the Board, our non-management directors as a group or our lead director, as determined by our General Counsel and Secretary. We also have established mechanisms for communicating concerns or questions to our compliance office. You may direct any such concerns by e-mail to [compliance.program@accenture.com](mailto:compliance.program@accenture.com) or by calling the Accenture Ethics Line at +1 312-737-8262. Our

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Code of Business Ethics and underlying policies prohibit any retaliation or other adverse action against anyone for raising a concern. If you wish to raise your concern in an anonymous manner, then you may do so.

### **Board Meetings and Committees**

The Board expects that its members will rigorously prepare for, attend and participate in all Board and applicable committee meetings and each annual general meeting of shareholders. Directors are also expected to become familiar with Accenture's management team and operations as a basis for discharging their oversight responsibilities. During fiscal 2009, the Board held six meetings, four of which were held in person. Each of our then-current directors attended at least 75% of the aggregate of Board meetings and meetings of any Board committee on which he or she served during fiscal 2009. All of our then-current Board members attended our annual general meeting of shareholders in 2009.

Our non-management directors who are not employees of the Company meet separately at each regularly scheduled Board meeting. These non-management directors held four meetings during fiscal 2009, each led by Sir Mark Moody-Stuart, the lead director.

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

### **Director Independence**

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

1. A director will not be independent if, within the prior three years, he or she:

Was employed by Accenture (including any affiliate);

Was employed by, a partner in or otherwise affiliated with Accenture's independent auditors or any law firm retained by Accenture;

Was an officer or senior employee of a company on whose board of directors an Accenture executive officer serves;

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Has been employed as an executive officer of another company where any of Accenture's executive officers at the same time serves or served on that company's compensation committee; or

Personally provided professional services to Accenture or its affiliates or any executive officer, or otherwise received direct compensation from Accenture, if the amount of payments has exceeded \$100,000 during any twelve-month period within the last three years.

Note: Such a position by an immediate family member of the director shall have the same effect on the director's independence, except that the Board has concluded that employment by Accenture of adult children in non-executive officer roles shall not preclude a determination of independence of a director.

2. Relationships of the following types will not be considered to be material relationships that would impair a director's independence:

The director is a current employee or an immediate family member is a current executive officer of another company that has made payments to, or received payments from, Accenture in an amount which, during any of the company's prior three fiscal years, did not exceed the greater of 2 percent of the consolidated gross revenues of the other company or \$1 million.

The director is an officer, director, trustee (or equivalent) of a charitable or non-profit organization and, during the company's prior three fiscal years, the amount of charitable contributions directed by Accenture or its executive officers (not including those matching contributions by employees) to that organization did not exceed the greater of 2 percent of the organization's consolidated gross revenues or \$1 million.

3. Any director with a relationship that exceeds the financial guidelines of section 2 above for the periods noted will not be deemed independent.

4. In addition to the above, the Board will broadly consider all relevant facts and circumstances when assessing director independence.

5. The company will explain in its annual proxy statement its assessment of the independence of each of its outside directors. Each year, our directors complete a questionnaire that, among other things, elicits information to assist the Nominating & Governance Committee in assessing whether the director meets the Company's Independence Standards. Utilizing these responses and other information, the Nominating & Governance Committee evaluates, with regard to each director, whether the director currently has or had any (i) employment or professional relationship that, in and of itself, would, pursuant to the Company's independence standards, require a conclusion that the director is not independent and/or (ii) employment or professional relationship with any organization with which Accenture has or had a relationship, where the organization made or received payments from Accenture. If a director has or had a relationship with an organization which made or received payments from Accenture, information regarding the amount of such payments is provided to the Nominating & Governance Committee. The Nominating & Governance Committee then determines whether the amount of any such payments requires, pursuant to the Independence Standards or otherwise, a conclusion that the director is not independent. Furthermore, the Nominating & Governance Committee discusses any other relevant facts and circumstances regarding the

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nature of these relationships to determine whether other factors, regardless of the Independence Standards, might impede a director's independence.

Based on its analysis, the Nominating & Governance Committee has determined that each individual who served as a director during the past fiscal year and is not an employee of the Company has satisfied the Independence Standards, as well as the independence requirements of the NYSE. The Board concurred in these independence determinations. The following 10 of 11 individuals who served as our directors during the past fiscal year were independent: Sir Mark Moody-Stuart (lead director), Dina Dublon, Charles H. Giancarlo, Dennis F. Hightower (who served as a member of the Board until his resignation on July 28, 2009), Nobuyuki Idei, William L. Kimsey, Robert I. Lipp, Marjorie Magner, Blythe J. McGarvie and Wulf von Schimmelmann. In reaching its determinations, the Nominating & Governance Committee and the Board considered the charitable contributions by Accenture to non-profit organizations where Ms. Dublon, Mr. Giancarlo and Ms. McGarvie serve as a director, trustee or in a similar capacity. Payments to these non-profit organizations did not exceed \$100,000 and were below the thresholds set forth in our Independence Standards. The committee and the Board also considered that Ms. Magner, McGarvie and Dublon and Messrs. Giancarlo, Hightower, Idei, Kimsey, Lipp, Moody-Stuart and von Schimmelmann all served as a director (or, in the case of Mr. Idei, a member of the advisory board) of a company that does business with Accenture. In no instances did the amount received exceed the greater of \$1 million or 1% of either Accenture's or such other company's consolidated gross revenues.

### **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, in accordance with Section 10A(m) of the Exchange Act. The Audit Committee members are Blythe J. McGarvie (who serves as chair), William L. Kimsey and Robert I. Lipp. The Board has determined that each of these members meets the financial literacy and independence requirements of the SEC and NYSE, and that Ms. McGarvie and Mr. Kimsey each qualifies as an audit committee financial expert for purposes of the rules and regulations of the SEC. The Board does not limit the number of audit committees on which its Audit Committee members may serve but monitors and assesses the audit committee memberships (and other responsibilities) of its Audit Committee members on a regular basis to confirm their ability to serve Accenture effectively.

The Audit Committee held nine meetings in fiscal 2009, four of which were held in person. The Audit Committee's primary duties and responsibilities are to:

- review and discuss with management and the independent auditors our annual audited financial statements and quarterly financial statements, Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Form 10-K and Form 10-Q filings, as well as the Company's earnings news releases and information related thereto;

- retain and terminate, subject to shareholder approval, independent auditors and approve all audit engagement fees and terms for the Company and its subsidiaries; approve any audit and any permissible non-audit engagement or relationship with our independent auditors; review at least annually the qualifications, performance and independence of our independent auditors; review with our independent auditors any audit problems or difficulties and management's response; and set hiring policies related to employees or former employees of our independent auditors to ensure independence;

- review and monitor the Company's processes in order to assess the integrity of our internal and external reporting processes and controls; review the effect of any regulatory and accounting initiatives and the effects of these initiatives and any off-balance sheet structures on our financial

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statements; establish regular systems of reporting to the committee regarding any significant judgments made in the preparation of the financial statements or any significant difficulties encountered during the course of a review or audit; review any significant disagreement between management and the independent or internal auditors with respect to the preparation of the financial statements; and from time to time, hold separate meetings with management, independent auditors and internal auditors on these matters;

review with our counsel any legal matter that could significantly affect our financial statements or operations; discuss with management and our independent auditors our risk-assessment and risk-management guidelines and policies as well as our major financial risk exposures and the steps taken to monitor and control those exposures; oversee our compliance program and adherence to our Code of Business Ethics; establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and oversee the maintenance of an internal audit function; and

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

### **Compensation Committee**

#### ***Scope, Authority and Membership***

The Compensation Committee consists of three independent directors: Sir Mark Moody-Stuart (who serves as chair), William L. Kimsey and Marjorie Magner. Mr. Kimsey joined the committee as of July 28, 2009, replacing Dennis F. Hightower, who resigned as a director on that date. The Compensation Committee acts on behalf of the Board to establish the compensation of executive officers of the Company and provides oversight of the Company's global compensation philosophy. The Compensation Committee also acts as the oversight committee with respect to the Company's equity compensation plans. In overseeing those plans, the Compensation Committee has delegated authority for day-to-day administration, implementation and interpretation of the Company's equity compensation programs to the Company's executive officers.

The Compensation Committee held eight meetings in fiscal 2009, five of which were held in person. The Compensation Committee's primary duties and responsibilities are to:

determine our chief executive officer's annual compensation, taking into consideration feedback provided by the Nominating & Governance Committee based on its review of the chief executive officer's performance and additional input on his performance provided by our chief human resources officer after consultation with members of our executive leadership team; review and approve salaries and other matters relating to the compensation of our executive officers, based in part on the chief executive officer's recommendation; approve the material terms of any employment agreements, severance arrangements, change-in-control arrangements or similar agreements or arrangements with our executive officers; and review and determine on a biannual basis the appropriateness of compensation of Board members;

establish and maintain our equity compensation policies and practices; review and make recommendations to the Board with respect to our incentive-compensation and equity-based plans; oversee the administration of our equity compensation plans; review and approve all equity compensation plans; and retain outside compensation and benefits consultants to gather independent advice about our compensation structure; and

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review and make a recommendation with respect to inclusion of the Compensation Discussion and Analysis in the proxy statement; provide a description of the processes and procedures for determining executive and director compensation and prepare a report to be included in our proxy statement; provide other regular reports to the Board; and maintain minutes or records of its meetings and activities.

### ***Process of Determining Executive Compensation***

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

*Compensation Committee.* Our Compensation Committee makes the final determination regarding the annual compensation of Mr. Green, our chief executive officer, taking into consideration an evaluation of Mr. Green's performance. Our Compensation Committee also reviews Mr. Green's recommendations regarding the compensation of our other named executive officers and approves their compensation.

*Nominating and Governance Committee.* The Nominating & Governance Committee reviews Mr. Green's performance with the Compensation Committee.

*Chief Executive Officer.* Mr. Green provides the Compensation Committee with an evaluation of the performance of the other named executive officers, which includes an assessment of each individual's performance against his or her annual objectives and a recommendation regarding his or her compensation.

*Chief Human Resources Officer.* Our chief human resources officer solicits input from members of our executive leadership team (other than Mr. Green) and other senior leaders in the Company regarding the performance of our chief executive officer to aid in the review of Mr. Green's performance. Our executive leadership team is comprised of 29 of our highest-level senior executives, including all of our named executive officers.

*Compensation Consultant.* Our Compensation Committee uses Watson Wyatt Worldwide (Watson Wyatt) as its compensation consultant. As requested by the committee, Watson Wyatt advises the Compensation Committee on general marketplace trends in executive compensation, makes proposals for executive compensation programs, recommends peer companies for inclusion in competitive market analyses of compensation, and responds to other requests from the Compensation Committee for advice or resources regarding the compensation of our chief executive officer and our other named executive officers. Watson Wyatt also provides input for the Compensation Committee to consider regarding the final compensation package of our chief executive officer, as discussed under Compensation Discussion and Analysis Cash Compensation Mr. Green.

### **Nominating & Governance Committee**

The Nominating & Governance Committee consists of three independent directors: Wulf von Schimmelmann (who serves as chair), Charles H. Giancarlo and Nobuyuki Idei. Dennis F. Hightower ceased being a member of this committee as of July 28, 2009 upon his resignation as a director. The Nominating & Governance Committee held six meetings in fiscal 2009, four of which were held in person. The Nominating & Governance Committee's primary duties and responsibilities are to:

oversee Board selection, composition and evaluation, including the making of recommendations regarding the size and composition of the Board, the identification of qualified candidates for Board membership and the annual evaluation of overall Board effectiveness;

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manage the committee selection and composition process, including the making of recommendations to the Board for chairs of these committees and the establishment, monitoring and making of recommendations for the purpose, structure and operations of these committees and the creation or elimination of additional committees;

monitor and oversee corporate governance matters, including reviews and recommendations regarding our constituent documents and Corporate Governance Guidelines and monitoring of new developments in the area of corporate governance;

conduct an annual review of our chief executive officer and develop an effective chief executive officer succession plan; and

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

In evaluating candidates for Board membership, the Nominating & Governance Committee considers whether the candidate will complement the Board's geographic, age, gender and ethnic diversity and assesses the contribution that the candidate's skills and expertise will make with respect to guiding and overseeing Accenture's strategy and operations. The Nominating & Governance Committee seeks candidates who, at a minimum, have the following characteristics:

the time, energy and judgment to effectively carry out his or her responsibilities as a member of the Board;

a professional background that would enable the candidate to develop a deep understanding of our business;

a range of skills and expertise sufficient to provide guidance and oversight with respect to the Company's operations;

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.

The majority of the Board's current non-management directors have been identified and recruited with the assistance of a professional search firm specializing in the identification and recruitment of director candidates. Others have been individuals known to Board members through business or other relationships. Potential candidates are interviewed by members of the Nominating & Governance Committee (and, in some instances, other Board members) and, as appropriate, by members of our management team. Final consideration of the nominee is then conducted by the entire Board.

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

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**Finance Committee**

The Finance Committee consists of four independent directors: Dina Dublon (who serves as chair), Charles H. Giancarlo, Robert I. Lipp and Marjorie Magner. Mr. Lipp joined the committee as of February 12, 2009, replacing Sir Mark Moody-Stuart. The Finance Committee held six meetings in fiscal 2009, five of which were held in person. The Finance Committee's primary duties and responsibilities are to:

oversee our capital structure and corporate finance strategy and activities;

oversee our treasury function and advise with respect to our investment activities;

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