

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

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**Accenture plc**

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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



3) Filing Party:

4) Date Filed:

**Table of Contents**

William D. Green                      Pierre Nanterme  
Executive Chairman                      Chief Executive Officer

December 1, 2011

Dear Fellow Shareholder:

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

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

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

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

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

Thank you for your continued support.

WILLIAM D. GREEN                      PIERRE NANTERME  
Executive Chairman                      Chief Executive Officer

---

**Table of Contents**

**NOTICE OF THE 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

To our Shareholders:

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

1. to accept, in a non-binding vote, the financial statements for the twelve month period ended August 31, 2011 as presented;
2. to re-appoint Dina Dublon, William D. Green, Nobuyuki Idei and Marjorie Magner as Class II directors, each for a term expiring at our annual general meeting of shareholders in 2015;
3. to ratify, in a non-binding vote, the appointment of KPMG as independent auditors of Accenture plc for a term expiring at our annual general meeting of shareholders in 2013 and to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine KPMG's remuneration;
4. to approve, in a non-binding vote, the compensation of the named executive officers;
5. to approve amendments to our articles of association to provide for the phased-in declassification of the Board, beginning in 2013;
6. to authorize holding the 2013 annual general meeting of shareholders of Accenture plc at a location outside of Ireland;
7. to authorize Accenture to make open-market purchases of Accenture plc Class A ordinary shares; and
8. to determine the price range at which Accenture plc can re-issue shares that it acquires as treasury stock.

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

The Board of Directors has set December 12, 2011 as the record date for the meeting. This means that only those persons who were registered holders of Accenture plc's Class A ordinary shares or Class X ordinary shares at the close of business on that date will be entitled to receive notice of the meeting and to attend and vote at the meeting. This proxy statement contains additional information on how to attend the meeting and vote your shares in person. To vote your shares, you will need the number included in the box on the proxy card accompanying this proxy statement. Any registered shareholder entitled to attend and vote at the Annual Meeting may appoint one or more proxies, who need not be a registered shareholder(s) of the Company.

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

By order of the Board of Directors,

JULIE S. SWEET

General Counsel, Secretary &

Chief Compliance Officer

December 1, 2011

**PLEASE SUBMIT YOUR PROXY BY TELEPHONE OR THE INTERNET,  
OR BY MARKING, SIGNING, DATING AND RETURNING A PROXY CARD.**

**Table of Contents****TABLE OF CONTENTS**

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

Table of Contents

**PROXY STATEMENT**

**GENERAL INFORMATION**

The Board of Directors (the Board) of Accenture plc is soliciting your proxy for use at the 2012 annual general meeting of shareholders (the Annual Meeting) to be held on Thursday, February 9, 2012. These proxy materials are first being sent to shareholders beginning on or about December 1, 2011.

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

Accenture plc is organized under the laws of Ireland and maintains its principal executive office in Ireland at 1 Grand Canal Square, Grand Canal Harbour, Dublin 2, Ireland. Our telephone number in Ireland is +(353) (1) 646-2000. You may contact our Investor Relations Group by telephone in the United States and Puerto Rico at +1 877-ACN-5659 (+1 877-226-5659) and outside the United States and Puerto Rico at +(353) (1) 407-8203; by e-mail at [investor.relations@accenture.com](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 other reports filed with or furnished to the SEC under the Exchange Act through our website, including our proxy statements and reports filed by officers and directors under Section 16(a) of the Exchange Act, as well as our Code of Business Ethics, our Corporate Governance Guidelines and the charters of each of the Board's committees.

**You may request any of these materials and information in print free of charge by contacting our Investor Relations Group at Accenture, Investor Relations, 1345 Avenue of the Americas, New York, New York 10105, USA. We do not intend for information contained on our website to be part of this proxy statement.**

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

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



**Table of Contents**

**ABOUT THE ANNUAL MEETING**

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

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

**Who Can Vote; Votes Per Share**

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

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

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

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

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

## **Table of Contents**

For registered shareholders and current and former Accenture employees who received, through our employee share plans, shares that are held by Morgan Stanley Smith Barney LLC ( Smith Barney ) or UBS Financial Services ( UBS ), you may submit your proxy either by mail, by telephone (at the number set forth in the accompanying proxy materials) or via the Internet ([www.cesvote.com](http://www.cesvote.com)). Please let us know whether you plan to attend the Annual Meeting by marking the appropriate box on your proxy card or by following the instructions provided when you submit your proxy by telephone or via the Internet. In order for your proxy to be validly submitted and for your shares to be voted in accordance with your proxy, we must *receive* your mailed proxy by 5:00 p.m., Eastern Standard Time, on February 8, 2012 (8:00 a.m., Eastern Standard Time, on February 6, 2012 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS). If you submit your proxy by telephone or via the Internet, then you may submit your voting instructions until 6:00 a.m., Eastern Standard Time, on February 9, 2012 (8:00 a.m., Eastern Standard Time, on February 6, 2012 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS). If your shares are not registered in your name but in the street name of a bank, broker or other holder of record (a nominee ), then your name will not appear in Accenture plc s register of shareholders. Those shares are held in your nominee s name, on your behalf, and your nominee will be entitled to vote your shares. If you hold your shares in street name, please refer to the information from your bank, broker or nominee on how to submit voting instructions.

Your proxy is revocable. After you have submitted your proxy, you may revoke it by mail before the Annual Meeting by sending a written notice to our General Counsel, Secretary & Chief Compliance Officer, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA. Your notice must be received no later than one hour prior to the beginning of the Annual Meeting. If you wish to revoke your submitted proxy card and submit new voting instructions by mail, then you must sign, date and mail a new proxy card with your new voting instructions, which we must receive by 5:00 p.m., Eastern Standard Time, on February 8, 2012 (8:00 a.m., Eastern Standard Time, on February 6, 2012 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS). If you submitted your proxy by telephone or via the Internet, you may revoke your submitted proxy and/or submit new voting instructions by that same method, which must be received by 6:00 a.m., Eastern Standard Time, on February 9, 2012 (8:00 a.m., Eastern Standard Time, on February 6, 2012 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS). If you are a registered shareholder, you also may revoke your proxy in person by attending and voting your shares at the Annual Meeting. Attending the Annual Meeting without taking one of the actions above will not revoke your proxy. If you hold your shares in street name, please refer to the information from your bank, broker or nominee on how to revoke your proxy.

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

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

## **Table of Contents**

### **Quorum and Voting Requirements**

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

For each of the proposals being considered at the Annual Meeting, approval of the proposal requires the affirmative vote of a simple majority of the votes cast, except for proposal no. 5 (vote on the amendments to the Company's articles of association to provide for the phased-in declassification of the Board, beginning in 2013) and proposal no. 8 (determination of the price range at which Accenture plc can re-issue shares that it acquires as treasury stock), both of which require the affirmative vote of at least 75% of the votes cast. The votes on proposals no. 1 and 4 (consideration of the financial statements and vote on executive compensation, respectively) and the ratification of the appointment of our independent auditors in proposal no. 3 are advisory in nature and are non-binding. There is no cumulative voting in the appointment of directors. The appointment of each director nominee will be considered and voted upon as a separate proposal. Abstentions and broker non-votes will not affect the voting results. If the proposal for the appointment of a director nominee does not receive the required majority of the votes cast, then the director will not be appointed and the position on the Board that would have been filled by the director nominee will become vacant. The Board has the ability to fill the vacancy upon the recommendation of its Nominating & Governance Committee, in accordance with Accenture plc's articles of association, subject to re-appointment by Accenture plc's shareholders at the next annual general meeting of shareholders.

### **Proxy Solicitation**

Accenture plc will bear the costs of soliciting proxies from the holders of our Class A ordinary shares and Class X ordinary shares. We are initially soliciting these proxies by mail and e-mail, but solicitation may be made by our directors, officers and selected other Accenture employees telephonically, electronically or by other means of communication, and by Innisfree M&A Incorporated, whom we have hired to assist in the solicitation and distribution of proxies. Directors, officers and employees who help us in the solicitation will not be specially compensated for those services, but they may be reimbursed for their out-of-pocket expenses incurred in connection with the solicitation. Innisfree M&A Incorporated will receive a fee of \$12,500, plus reasonable out-of-pocket costs and expenses, for its services. Brokerage houses, nominees, fiduciaries and other custodians will be requested to forward soliciting materials to beneficial owners and will be reimbursed for their reasonable out-of-pocket expenses incurred in sending proxy materials to beneficial owners. Corporate Election Services will act as our Inspector of Election at the Annual Meeting and assist us in tabulating the votes.

**Table of Contents**

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

We refer to our financial statements for the twelve month period ended August 31, 2011 prepared in accordance with Irish law as our Irish Financial Statements. The Irish Financial Statements and related reports, which are attached as Annex A to this proxy statement, are being presented to the shareholders at the Annual Meeting. In accordance with our obligations under Irish law, we will provide the shareholders at the Annual Meeting an opportunity to accept, in a non-binding vote, the Irish Financial Statements and the reports of the directors and auditors thereon as presented and ask any relevant and appropriate questions of the representative of our independent auditor in attendance at the Annual Meeting.

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

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

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

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

To accept the financial statements for the twelve month period ended August 31, 2011 and the reports of the directors and auditors thereon as presented.

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

**Table of Contents**

**PROPOSAL NO. 2 RE-APPOINTMENT OF DIRECTORS**

Our articles of association currently provide for a classified Board divided into three classes based upon the cycle of the respective terms in office. At each annual general meeting of shareholders, the appointment of the directors constituting one class of Board membership expires, and the shareholders vote at that meeting to appoint the directors nominated for these Board positions, each to hold office for a three-year term. The shareholders are being asked to vote to re-appoint Dina Dublon, William D. Green, Nobuyuki Idei and Marjorie Magner, the Class II directors whose terms will expire at the Annual Meeting.

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

The Board may appoint additional directors, in accordance with our articles of association, upon the recommendation of the Nominating & Governance Committee and subject to re-appointment by Accenture's shareholders at the next annual general meeting of shareholders.

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

**Class II Directors**

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

Dina Dublon

William D. Green

Nobuyuki Idei

Marjorie Magner

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

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

(a) Dina Dublon;

(b) William D. Green;

(c) Nobuyuki Idei; and

(d) Marjorie Magner.

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

If you submit your proxy designating William D. Green, Pierre Nanterme, Pamela J. Craig and Julie S. Sweet as your proxies but do not indicate how your shares should be voted, then your shares will be voted in favor of the re-appointment of all the nominees listed above. If any nominee is unwilling or



**Table of Contents**

unable to serve as a director, then the Board may propose another person in place of that original nominee, and the individuals designated as your proxies will vote to appoint that proposed person, unless the Board decides to reduce the number of directors constituting the full Board. If any nominee is unwilling or unable to serve as a director, and you appoint as a proxy any person other than those specified on your proxy card, then your proxy must vote or abstain from voting in accordance with your instructions and in the absence of your instructions, as the proxy thinks fit. All of the nominees have indicated that they will be willing and able to serve as directors.

**Table of Contents**

**BOARD AND CORPORATE GOVERNANCE MATTERS**

**Director Biographies**

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

**Class II Director Nominees**

**Dina Dublon**

58 years old

Class II Director Nominee

Member, Finance Committee

Dina Dublon has been a director since October 2001. Ms. Dublon joined the faculty of the Harvard Business School in July 2011. From December 1998 until December 2004, she was chief financial officer of JPMorgan Chase & Co. and its predecessor companies. Prior to being named chief financial officer, she held numerous positions at JPMorgan Chase & Co. and its predecessor companies, including corporate treasurer, managing director of the Financial Institutions Division and head of asset liability management. She is a director of Microsoft Corporation and PepsiCo, Inc.

**William D. Green**

58 years old

Class II Director Nominee

William D. Green became chairman of the Board on August 31, 2006, and has been a director since June 2001. Mr. Green served as our chief executive officer from September 2004 to January 1, 2011. Prior to assuming the role of chief executive officer, Mr. Green held leadership roles throughout the Company, including serving as our chief operating officer Client Services and various leadership roles across our operating groups and in the United States. Mr. Green has been with Accenture for 34 years. Mr. Green was appointed a director of The McGraw-Hill Companies in 2011.

**Nobuyuki Idei**

74 years old

Class II Director Nominee

Member, Nominating & Governance Committee

Nobuyuki Idei has been a director since February 2006. Mr. Idei is the chief executive officer of Quantum Leaps Corporation, a firm he founded in April 2006 that advises Japanese and Asian businesses. Since June 2005, Mr. Idei has been chairman of the advisory board of Sony Corporation. Prior to that, he held several leadership positions with Sony Corporation: from April 2003 until June 2005, Mr. Idei was chairman and Group CEO; from June 2000 to March 2003, he was chairman and chief executive officer; and from June 1999 to June 2000, he was president and chief executive officer. Mr. Idei is a director of Baidu.com, a Chinese Internet company; FreeBit Co., Ltd, a Japanese Internet company; and Lenovo Group.

**Marjorie Magner**

62 years old

Class II Director Nominee

Chair, Compensation Committee

Member, Finance Committee

Marjorie Magner has been a director since February 2006. Ms. Magner is currently a partner with Brysam Global Partners, LLC, a private equity firm she co-founded that invests in financial services. She was the chairman and chief executive officer, Global Consumer Group, of Citigroup Inc. from 2003 to October 2005. Ms. Magner previously held various other positions within Citigroup Inc., including chief



**Table of Contents**

operating officer, Global Consumer Group, from April 2002 to August 2003, and chief administrative officer and senior executive vice president from January 2000 to April 2002. She is chairman of the board of Gannett Co., Inc. and a director of Ally Financial Inc. She previously served as a director of The Charles Schwab Corporation in the past five years.

**Other Current Directors Class I**

**Charles H. Giancarlo**

54 years old

Class I Director

Chair, Finance Committee

Member, Nominating & Governance Committee

Charles H. Giancarlo has been a director since December 2008. Mr. Giancarlo has been a managing director of the private investment firm Silver Lake since 2007 and serves as head of its Value Creation Team. He has also served as the chairman of the board of directors of Avaya Inc. since January 2009. Previously, Mr. Giancarlo held a variety of roles at Cisco Systems, Inc., where he worked for almost 15 years. His last position at Cisco was as executive vice president and chief development officer, a position he held starting in July 2005. In this position, he was responsible for all Cisco business units and divisions and more than 30,000 employees. Mr. Giancarlo was also president of Cisco-Linksys, LLC starting in June 2004. Mr. Giancarlo is currently a director of Netflix, Inc. and previously served as a director of Skype Limited in the past five years. Mr. Giancarlo's current term as director expires at our annual general meeting of shareholders in 2014.

**Dennis F. Hightower**

70 years old

Class I Director

Chair, Nominating & Governance Committee

Member, Compensation Committee

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

**Blythe J. McGarvie**

55 years old

Class I Director

Member, Audit Committee

Blythe J. McGarvie has been a director since October 2001. Since January 2003, she has served as chief executive officer of Leadership for International Finance, LLC, a firm that focuses on improving clients' financial positions and providing leadership seminars for corporate and academic groups. From July 1999 to December 2002, she was executive vice president and chief financial officer of BIC Group. She is currently a director of Viacom Inc. and

**Table of Contents**

<p><b>Sir Mark Moody-Stuart</b></p> <p>71 years old</p> <p>Class I Director</p> <p>Lead Director</p> <p>Member, Compensation Committee</p>	<p>previously served as a director of The Pepsi Bottling Group, Inc. and The Travelers Companies, Inc. in the past five years. Ms. McGarvie's current term as director expires at our annual general meeting of shareholders in 2014.</p> <p>Mark Moody-Stuart has been a director since October 2001 and our lead director since November 2002. Sir Mark was previously managing director of Shell Transport and a managing director of Royal Dutch Shell plc. Sir Mark is a director of Saudi Aramco and has been chairman of Hermes Equity Ownership Services since 2009. Sir Mark previously served as non-executive chairman of Anglo American plc and he is the former chairman of The Shell Transport and Trading Company, p.l.c. and former chairman of the Committee of Managing Directors of Royal Dutch Shell plc. Sir Mark also previously served as a director of HSBC Holdings plc in the past five years. Sir Mark's current term as director expires at our annual general meeting of shareholders in 2014.</p>
--	---

**Other Current Directors - Class III**

<p><b>William L. Kimsey</b></p> <p>69 years old</p> <p>Class III Director</p> <p>Chair, Audit Committee</p> <p>Member, Compensation Committee</p>	<p><b>Robert I. Lipp</b></p> <p>73 years old</p> <p>Class III Director</p> <p>Member, Audit Committee</p> <p>Member, Finance Committee</p>	<p>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 &amp; Young Global Limited. He is a director of Western Digital Corporation and Royal Caribbean Cruises Ltd. He previously served as a director of NAVTEQ Corporation in the past five years. Mr. Kimsey's current term as director expires at our annual general meeting of shareholders in 2013.</p> <p>Robert I. Lipp has been a director since October 2001. In September 2009, he joined Stone Point Capital LLC, a private equity firm that invests in the global financial services industry, as a senior advisor and executive chairman of StoneRiver Holdings. From October 2008 through August 2009, Mr. Lipp was with Brysam Global Partners, LLC, a private equity firm that invests in financial services, as a senior partner. He was formerly a senior advisor at, and was a director of, JPMorgan Chase &amp; Co. from September 2005 to September 2008. From April 2004 to September 2005, he was executive chairman of The Travelers Companies, Inc. From December 2001 to April 2004, Mr. Lipp was chairman and chief executive officer of its predecessor company, Travelers Property Casualty Corp. Mr. Lipp also served as chairman of the board of Travelers Insurance Group Holdings Inc. from 1996 to 2000 and from January 2001 to October 2001. During 2000, he was a vice-chairman and member of the office of the chairman of Citigroup Inc.</p>
---	--	--

---

**Table of Contents**

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

**Pierre Nanterme**

52 years old

Class III Director

In connection with his appointment on October 20, 2010 as our chief executive officer, effective January 1, 2011, Pierre Nanterme was appointed to our Board to serve as a Class III director. Mr. Nanterme currently serves as our chief executive officer. Prior to assuming this role, Mr. Nanterme held various leadership roles throughout the Company, including serving as group chief executive of our Financial Services operating group from September 2007 to November 2010, our chief leadership officer from May 2006 through September 2007, and our country managing director for France from November 2005 to September 2007. Mr. Nanterme has been with Accenture for 28 years. Mr. Nanterme's current term as director expires at our annual general meeting of shareholders in 2013.

**Wulf von Schimmelmann**

64 years old

Class III Director

Wulf von Schimmelmann has been a director since October 2001. He was the chief executive officer of Deutsche Postbank AG, then Germany's largest independent retail bank, from 1999 until his retirement in June 2007. He is also the chairman of the supervisory board of Deutsche Post DHL, a member of the board of directors of The Western Union Company and of Thomson Reuters Corporation. Mr. von Schimmelmann's current term as director expires at our annual general meeting of shareholders in 2013.

Member, Nominating & Governance Committee  
**Communicating with the Board**

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

**Leadership Structure**

As noted in Accenture's Corporate Governance Guidelines, the Board maintains the freedom to choose whether the roles of chairman and chief executive officer should be combined or separated, based on what it believes is best for the Company and its shareholders at a given point in time. The Company's Board has elected to currently separate the roles of chairman and chief executive officer. Our executive

## **Table of Contents**

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

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

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

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

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

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

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

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

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

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

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

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

## Edgar Filing: Accenture plc - Form PRE 14A

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

## Table of Contents

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

acting as a liaison between the chief executive officer and the executive chairman; and

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

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

The Board believes that one of the key elements of effective, independent oversight is that the independent directors meet in executive session on a regular basis without the presence of management. Accordingly, in fiscal 2011, the independent directors met regularly in executive session with the lead director presiding. All of Accenture's non-management Board members are independent and each of the Audit, Compensation, Finance and Nominating & Governance Committees is composed solely of independent directors.

On March 1, 2011, in connection with the transition of the role of chief executive officer, we replaced our former executive leadership team with the global management committee. The global management committee is the Company's primary management and leadership team and consists of approximately 20 of our most senior leaders. As used in this proxy statement, when we refer to compensation decisions or information for the global management committee, with respect to periods prior to March 1, 2011, such references are to the executive leadership team.

### **Risk Oversight**

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

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

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

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

*Audit Committee:* The Audit Committee reviews our guidelines and policies with respect to risk assessment and management and our major financial risk exposures along with the monitoring

---

**Table of Contents**

and control of these exposures. The committee's review includes at least an annual review with the chief performance officer of our enterprise risk management program and a quarterly review of the risks believed to be most important. The Audit Committee also at least annually discusses with the chairs of the Finance and Compensation Committees the risk assessment process for the risks overseen by those committees.

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

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

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

**Board Meetings and Committees**

The Board expects that its members will rigorously prepare for, attend and participate in all Board and applicable committee meetings and each annual general meeting of shareholders. Directors are also expected to become familiar with Accenture's organization, management team and operations in connection with discharging their oversight responsibilities. During fiscal 2011, the Board held eight meetings, four of which were held in person. Each of our directors who served on the Board in fiscal 2011 attended (in person or by teleconference) at least 75% of the aggregate of Board meetings and meetings of any Board committee on which he or she served during fiscal 2011. All of our Board members who served on the Board at the time of our 2011 annual general meeting of shareholders attended that meeting.

Our outside directors meet separately at each regularly scheduled in-person Board meeting. These directors held four meetings during fiscal 2011, each led by Mark Moody-Stuart, the lead director.

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

**Director Independence**

The Board has adopted categorical standards designed to assist the Board in assessing director independence (the Independence Standards). The Independence Standards are included in our Corporate Governance Guidelines, which can be found in the Corporate Governance section of our website, accessible through our Investor Relations page at <http://investor.accenture.com>. The Corporate

## **Table of Contents**

Governance Guidelines and the Independence Standards have been designed to comply with the standards required by the New York Stock Exchange (the NYSE). Our Corporate Governance Guidelines state that the Board shall perform an annual review of the independence of all directors and nominees, and the Board shall affirmatively determine that to be considered independent, a director must not have any direct or indirect material relationship with Accenture.

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

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

## **Audit Committee**

The Audit Committee consists of three independent directors: William L. Kimsey (who serves as chair); Robert I. Lipp; and Blythe J. McGarvie (who served as chair until February 4, 2011). The Audit Committee was established by the Board for the purpose of, among other things, overseeing Accenture's accounting and financial reporting processes and audits of our financial statements in accordance with Section 10A(m) of the Exchange Act. The Board has determined that each member of the Audit Committee meets the financial literacy and independence requirements of the SEC and NYSE for audit committee members, and that Mr. Kimsey and Ms. McGarvie each qualifies as an audit committee financial expert for purposes of the rules and regulations of the SEC. The Board does not limit the number of audit committees on which its Audit Committee members may serve but monitors and assesses the audit committee memberships (and other responsibilities) of its Audit Committee members on a regular basis to confirm their ability to serve Accenture effectively. No member of the Audit Committee currently serves on the audit committees of more than three public companies, including Accenture.



**Table of Contents**

The Audit Committee held nine meetings in fiscal 2011, four of which were held in person. The Audit Committee's primary duties and responsibilities are to:

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

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

review the integrity of our internal and external reporting processes and controls; review the effect of any regulatory and accounting initiatives and the effects of these initiatives and any off-balance sheet structures (if any) on our financial statements; establish regular systems of reporting to the committee by each of management, the independent auditors and the internal auditors regarding any significant judgments made in the preparation of the financial statements or any significant difficulties encountered during the course of a review or audit; review any significant disagreement between management and the independent or internal auditors with respect to the preparation of the financial statements; review and discuss with the independent auditors the responsibilities, budget and staffing of the Company's internal audit function; and from time to time, hold separate meetings with management, independent auditors, the general counsel and the director of the internal audit department on any matters that the committee or these groups believe should be discussed privately;

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

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

---

## **Table of Contents**

### **Compensation Committee**

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

The Compensation Committee consists of four independent directors: Marjorie Wagner (who serves as chair); Dennis F. Hightower; William L. Kimsey; and Mark Moody-Stuart (who served as chair until February 4, 2011). The Compensation Committee acts on behalf of the Board to establish the compensation of executive officers of the Company and provides oversight of the Company's global compensation philosophy. The Compensation Committee also acts as the oversight committee with respect to the Company's equity compensation plans. In overseeing those plans, the Compensation Committee has delegated authority for day-to-day administration, implementation and interpretation of the Company's equity compensation programs to the Company's executive officers.

The Compensation Committee held eight meetings in fiscal 2011, five of which were held in person. The Compensation Committee's primary duties and responsibilities are to:

determine the annual compensation of our executive chairman and our chief executive officer, in each case taking into consideration feedback provided by the Nominating & Governance Committee and the lead director (who is a member of the Compensation Committee) based on their review of their individual performance and additional input on their respective performance provided by our chief human resources officer after consultation with members of our global management committee; determine the annual compensation of our executive officers, taking into consideration the executive chairman's and the chief executive officer's input; approve the material terms of any employment agreements, severance arrangements, change-in-control arrangements or similar agreements or arrangements and any material amendments thereto with our other executive officers (including our executive chairman and our chief executive officer); review and make recommendations to the Board on a biennial basis, or as circumstances warrant, with regard to the appropriateness of compensation of Board members; and review and discuss with management, on at least an annual basis, management's assessment of whether the risks arising from our compensation policies and practices for employees are reasonably likely to have a material, adverse effect on the Company;

establish and maintain our equity compensation policies and practices; review and make recommendations to the Board with respect to our incentive-compensation, equity-based and pension plans; oversee the administration of our equity-based compensation plans; review and approve all equity compensation plans that are not otherwise subject to shareholder approval; and retain compensation and benefits consultants and other outside consultants, as needed, to provide advice about our compensation structure; and

review and discuss the Compensation Discussion and Analysis with management and make a recommendation to the Board with respect to inclusion of the Compensation Discussion and Analysis in our proxy statement; provide the committee's report to be included in our proxy statement; and provide other regular reports to the Board and maintain minutes or records of its meetings and activities.

#### ***Roles in Determining Executive Compensation***

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

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

**Table of Contents**

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

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

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

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

*Compensation Consultant.* The Compensation Committee has engaged Pay Governance LLC ( "Pay Governance" ) to serve as the Compensation Committee's compensation consultant. Pay Governance and its affiliates do not provide any services to the Company or any of the Company's affiliates other than advising the Compensation Committee on director and executive officer compensation. As requested by the committee, Pay Governance advises the Compensation Committee on general marketplace trends in executive compensation, makes proposals for executive compensation programs, recommends peer companies for inclusion in competitive market analyses of compensation and responds to other requests from the Compensation Committee for advice or resources regarding the compensation of our executive chairman, our chief executive officer and our other executive officers. Pay Governance also provides input for the Compensation Committee to consider regarding the final compensation packages of our executive chairman and our chief executive officer, as discussed under Compensation Discussion and Analysis Process for Determining Executive Compensation Executive Chairman and Process for Determining Executive Compensation Chief Executive Officer. Management separately receives benchmarking information from Towers Watson Delaware Inc. (which is based on a benchmarking approach jointly developed with Pay Governance) with respect to executive officer compensation, and the executive chairman and the chief executive officer use that information in making recommendations to the Compensation Committee with respect to the compensation of the other executive officers.

## **Table of Contents**

### **Nominating & Governance Committee**

The Nominating & Governance Committee consists of four independent directors: Dennis F. Hightower (who serves as chair); Charles H. Giancarlo; Nobuyuki Idei; and Wulf von Schimmelmann (who served as chair until February 4, 2011). The Nominating & Governance Committee held five meetings in fiscal 2011, four of which were held in person. The Nominating & Governance Committee's primary duties and responsibilities are to:

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

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

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

oversee the development and implementation of an orientation program for new Board members; oversee the evaluation of our executive chairman and chief executive officer; together with the lead director, conduct an annual review of our chief executive officer and our executive chairman; and ensure that an effective chief executive officer succession plan is in place; and

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

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

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

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

the ability to exercise judgment and courage in fulfilling his or her oversight responsibilities; and

the ability to embrace Accenture's values and culture, and the possession of the highest levels of integrity.

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

## **Table of Contents**

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

To identify and recruit qualified candidates for the Board, the Board has previously utilized the services of professional search firms. In some cases, nominees have been individuals known to Board members through business or other relationships. Potential candidates are interviewed by members of the Nominating & Governance Committee and, as appropriate, by other Board members and/or members of our management team. Final consideration of the nominee is then conducted by the entire Board.

Consistent with its duties and responsibilities, the Nominating & Governance Committee conducts a confidential survey of the Board, which is designed to evaluate the operation and performance of the Board and each of its committees. Each Board member also completes a self-assessment survey designed to enhance each member's participation and role as a member of the Board.

### ***Director Qualifications***

In considering the nomination of the directors named in this proxy statement, the Board and the Nominating & Governance Committee evaluated each director's background, qualifications, attributes and skills to serve as a director. The Board and the Nominating & Governance Committee considered the nomination criteria discussed above, as well as the years of experience many directors have had working together on the Board and the deep knowledge of the Company they have developed as a result of such service. The Board and the Nominating & Governance Committee also evaluated each of the director's contributions to the Board and role in the operation of the Board as a whole.

Each director and nominee has served in senior roles with significant responsibility and has gained expertise in areas relevant to the Company and its business. Each of our non-management directors has also gained skills and expertise by serving as a director of one or more public companies. In addition to the background and experience of each director and nominee outlined in the biographies on pages 8 to 11 of this proxy statement, the Board and the Nominating & Governance Committee considered, in particular, the following:

Ms. Dublon brings to the Board significant experience and expertise in financial, strategic and banking activities gained during her tenure as chief financial officer of JPMorgan Chase & Co. and its predecessor companies. Ms. Dublon also brings an important perspective gained from her significant experience while working with non-profit organizations focusing on women's issues and initiatives and as a result of joining the faculty of the Harvard Business School.

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

Mr. Green brings to the Board a deep knowledge of Accenture and its operations from 34 years of experience with the Company, including as our executive chairman and chief executive officer as well as group chief executive of two of our operating groups. In addition, he brings to the Board a cross-industry perspective from his involvement in the Business Roundtable and The Business Forum, Inc., and particular expertise in workforce education and training.

**Table of Contents**

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

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

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

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

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

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

Sir Mark brings to the Board many years of experience leading global organizations and experience as chair or managing director of companies including Anglo American plc and Royal Dutch Shell plc. Sir Mark has experience and expertise in international business and governance and has worked in a number of countries during his career, largely outside of Europe, as well as significant experience with several philanthropic organizations.

Mr. Nanterme brings to the Board a deep knowledge of Accenture and its operations from 28 years of experience with the Company, including as chief executive officer and group chief executive of Accenture's Financial Services operating group and as our chief leadership officer. He brings to the Board experience in human capital strategy and an understanding of the global marketplace and competitive landscape.

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

---

## **Table of Contents**

### ***Process for Shareholders to Recommend Director Nominees***

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

### **Finance Committee**

The Finance Committee consists of four independent directors: Charles H. Giancarlo (who serves as chair), Dina Dublon (who served as chair until February 4, 2011), Robert I. Lipp and Marjorie Magner. The Finance Committee held eight meetings in fiscal 2011, five of which were held in person. The Finance Committee's primary duties and responsibilities are to:

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

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

review and make recommendations with respect to major investments, acquisitions, divestitures, joint ventures or similar transactions that Accenture may decide to undertake;

review, evaluate and make decisions with respect to the management of our pension, 401(k) and benefit plans;

oversee our insurance programs and structures and other activities to manage financial risks in our business;

have the chair of the committee review annually with the Audit Committee the risk assessment process undertaken by the committee with respect to the risks overseen by the committee; and

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

### **Certain Relationships and Related Person Transactions**

#### ***Review and Approval of Related Person Transactions***

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





## **Table of Contents**

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

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

the sale or purchase of products or services in the ordinary course of business and on an arm's-length basis;

the employment of adult children by the Company where the compensation and other terms of employment are determined on a basis consistent with the Company's human resource policies; and

any grants or contributions made by the Company under one of its grant programs in accordance with the Company's corporate contribution programs.

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

### ***Senior Executive Tax Costs***

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

**Table of Contents**

**REPORTS OF THE COMMITTEES OF THE BOARD**

**Audit Committee Report**

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

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

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

Reviewed and discussed the Company's annual audited financial statements and quarterly financial statements with management and with Accenture's independent auditors. The committee also reviewed related issues and disclosure items, including the Company's earnings news releases, and performed its regular review of critical accounting policies and the processes by which the Company's chief executive officer and chief financial officer certify the information contained in its quarterly and annual filings.

Discussed with KPMG LLP (together with its affiliates, KPMG) the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1 AU section 380), as adopted by the Public Company Accounting Oversight Board. The committee also received the written disclosures and letter from KPMG required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the committee concerning independence and discussed with KPMG their independence and related matters. Discussions with KPMG also included staffing and litigation matters.

In addition, in reliance upon its reviews and discussions as outlined above, the Audit Committee recommended, and the Board of Directors approved, the inclusion of the Company's audited financial statements in its Annual Report on Form 10-K for the fiscal year ended August 31, 2011 for filing with the SEC and presentation to the Company's shareholders. The Audit Committee also recommended during fiscal 2012 that KPMG be re-appointed as the Company's independent auditors to serve until the Company's annual general meeting of shareholders in 2013 and that the Board submit this appointment to the Company's shareholders for ratification at the Annual Meeting.

**THE AUDIT COMMITTEE**

William L. Kimsey, Chair

Robert I. Lipp

Blythe J. McGarvie

**Table of Contents**

**Compensation Committee Report**

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

THE COMPENSATION COMMITTEE

Marjorie Magner, Chair

Dennis F. Hightower

William L. Kimsey

Mark Moody-Stuart

**Table of Contents**

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

Shareholders are being asked to vote to ratify, in a non-binding vote, the appointment of our independent auditors, KPMG LLP, and also to vote to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine the auditors' remuneration. Upon the Audit Committee's recommendation, the Board has recommended the re-appointment of KPMG as the independent auditors to audit our consolidated financial statements for the fiscal year ending August 31, 2012. The Board is asking our shareholders to ratify, in a non-binding vote, the appointment of KPMG as our independent auditors to hold office until our annual general meeting of shareholders in 2013 and to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine the auditors' remuneration. Although ratification is not required by our memorandum and articles of association or otherwise, the Board is submitting the selection of KPMG to our shareholders for ratification because we value our shareholders' views on the Company's independent registered public accounting firm. If our shareholders fail to ratify the selection, it will be considered as notice to the Board and the Audit Committee to consider the selection of a different firm. Even if the selection is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

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

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

To ratify, in a non-binding vote, the appointment of KPMG as the auditors of the Company until the next annual general meeting of the Company in 2013 and to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine their remuneration.

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

**Table of Contents****INDEPENDENT AUDITORS FEES****Independent Auditors Fees**

The following table describes fees for professional audit services rendered by KPMG, Accenture's principal accountant, for the audits of our annual financial statements for the years ended August 31, 2011 and August 31, 2010 and our internal control over financial reporting as of August 31, 2011 and August 31, 2010, and fees billed for other services rendered by KPMG during these periods.

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

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

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

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

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

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

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

---

**Table of Contents**

**PROPOSAL NO. 4 NON-BINDING VOTE ON EXECUTIVE COMPENSATION**

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

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

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

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

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

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

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

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

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

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

**Table of Contents**

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

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

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

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

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

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

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

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

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

**Table of Contents**

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

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

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

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

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



---

**Table of Contents**

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

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

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

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

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

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

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

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

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

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

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

**Table of Contents**

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

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

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

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

---

**Table of Contents**

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

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

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

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

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

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

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

- (a) The maximum price at which a treasury Class A ordinary share may be re-issued shall not be more than 120% of the closing price on the New York Stock Exchange for shares of that class on the day preceding the day on which the relevant share is re-issued by Accenture plc.
- (b) The minimum price at which a treasury Class A ordinary share may be re-issued shall be the nominal value of the share where such a share is required to satisfy an obligation under an employee share scheme or any option schemes operated by Accenture plc or, in all other cases, not less than 95% of the closing price on the New York Stock Exchange for shares of that class on the day preceding the day on which the relevant share is re-issued by Accenture plc.
- (c) The re-issue price range as determined by paragraph (a) and (b) shall expire 18 months from the date of the passing of this resolution, unless previously varied, revoked or renewed in accordance with the provisions of section 209 of the Companies Act 1990.

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

**Table of Contents**

**COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS**

**Compensation Discussion and Analysis**

**Fiscal 2011 Compensation Overview**

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

***Fiscal 2011 Performance***

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

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

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

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

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

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

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

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

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

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

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

## Edgar Filing: Accenture plc - Form PRE 14A

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

## **Table of Contents**

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

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

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

### ***Pay for Performance***

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

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

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

---

## **Table of Contents**

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

### ***Say-on-Pay and Say-on-Frequency Results***

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

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

### **Objectives of the Compensation Program**

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

attract, retain and motivate the best executives;

align rewards with Accenture's principle of meritocracy by rewarding high performance;

ensure that rewards are affordable to Accenture by aligning them to Accenture's annual operating plan; and

offer a compelling reward structure that provides executives with an incentive to continue to expand their contributions to Accenture.

### **Process for Determining Executive Compensation**

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

---

**Table of Contents**

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

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

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

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

***Executive Chairman***

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



---

**Table of Contents**

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

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

base compensation of \$1,250,000 for the compensation year beginning on December 1, 2011, consistent with his base compensation for the 2011 compensation year;

fiscal 2011 cash bonuses totaling \$2,725,000, a decrease of 10% compared with fiscal 2010; and

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

***Chief Executive Officer***

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

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

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

base compensation of 865,476, to be paid in Euros (then equivalent to approximately \$1,200,000) for the compensation year beginning on December 1, 2011, consistent with his base compensation established upon assuming the role of chief executive officer as of January 1, 2011;

fiscal 2011 cash bonuses totaling 2,554,524, to be paid in Euros (then equivalent to approximately \$3,404,262); and

equity awards with a target grant date fair value of approximately \$7,580,000 to be made in January 2012 as discussed below under Fiscal 2012 Compensation. These equity awards represent an increase of 45% compared with the grant date fair value of the equity awards made to Mr. Nanterme in January 2011, reflecting his changing role. Of that amount, the Key Executive Performance Share Program target grant date fair value of \$6,830,000 will vest, if at all, based on the three-year Company performance following the completion of fiscal 2014, and the remainder will vest on a time-based schedule under the Senior Officer Performance Equity Award Program, each as described below under Long-Term Equity Compensation.

## **Table of Contents**

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

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

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

### **Cash Compensation**

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

### ***Base Compensation***

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

**Table of Contents**

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

***Annual Bonus***

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

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

***Individual Performance Bonus***

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

**Table of Contents**

Ms. Craig and Messrs. Campbell and Frerichs, this percentage ranged from zero to 160% and for Mr. van t Noordende, it ranged from zero to 115%. Other than with respect to the executive chairman and the chief executive officer, these ranges have been constant for each level of responsibility since the individual performance bonus program was first implemented in fiscal 2008. The individual performance bonus program year aligns with Accenture's fiscal year. Payment is determined based on the individual's annual performance rating. See Performance Objectives Used in Evaluations below.

***Fiscal 2011 Cash Compensation Determinations***

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

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

**Table of Contents****Long-Term Equity Compensation**

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

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

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

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

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

**Table of Contents**

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

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

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

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

***Key Executive Performance Share Program***

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

## **Table of Contents**

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

### ***Senior Officer Performance Equity Award Program***

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

### ***Performance Equity Award Program***

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

### ***Voluntary Equity Investment Program***

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

## **Table of Contents**

### ***2011 Long-Term Equity Compensation Awards***

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

### **Fiscal 2011 Other Compensation**

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

### **Role of Benchmarking**

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

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

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

Automatic Data Processing, Inc.

Cisco Systems, Inc.

Computer Sciences Corporation

EMC Corporation

Hewlett-Packard Company

International Business Machines Corporation

Lockheed Martin Corporation

Marsh & McLennan Companies, Inc.



Microsoft Corporation

Oracle Corporation

SAIC, Inc.

Xerox Corporation

## **Table of Contents**

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

Bed Bath & Beyond Inc.

CBS Corporation

Costco Wholesale Corporation

The Éstee Lauder Companies Inc.

Ford Motor Company

Freeport McMoRan

Loews Corporation

Stanley Black & Decker, Inc.

Viacom Inc.

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

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

### ***Determination of Total Compensation Opportunity***

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

## Edgar Filing: Accenture plc - Form PRE 14A

Compensation and Performance Objectives Used in Evaluations.

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

**Table of Contents**

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

***Comparison of Realizable Total Direct Compensation***

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

**Performance Objectives Used in Evaluations**

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

## Table of Contents

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

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

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

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

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

## **Table of Contents**

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

### **Equity Ownership and Holding Requirements**

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

### **Employment Agreements**

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

### **Post-Termination Compensation**

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

## **Table of Contents**

### **No Change of Control Arrangements**

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

### **Recoupment Policy**

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

### **Compensation Risk Assessment and Management**

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

compensation programs operate within a strong governance and review structure that serves and supports risk mitigation;

the Compensation Committee approves performance awards for executive officers after reviewing corporate and individual performance;

a balance of annual and long-term incentive opportunities and of fixed and variable features;

vesting of performance-based equity awards, the most significant element of our named executive officers compensation opportunity over time, is determined based on achievement of two metrics, measured on a cumulative basis, over a three-year period (operating income relative to plan and total shareholder return relative to Accenture's peer group);

focus on a variety of performance objectives, thereby diversifying the risk associated with any single indicator of performance; and

senior executives are subject to our equity ownership requirements, which require all of our senior executives to hold ownership stakes in the Company to further align their interests with the Company's shareholders (see Equity Ownership and Holding Requirements above).

**Table of Contents****Fiscal 2012 Compensation**

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

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

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

**Executive Chairman**

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

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

**Chief Executive Officer**

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

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



**Table of Contents**

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

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

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

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

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

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

**Table of Contents****Summary Compensation Table**

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

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

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

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

Edgar Filing: Accenture plc - Form PRE 14A

Mr. van t Noordende

2011

\$ 1,249,960

\$

1,874,958

53

**Table of Contents**

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

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

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

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

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

- (4) Mr. Green served as both our chief executive officer and chairman until January 1, 2011. He continues to serve as our executive chairman.
- (5) Mr. Nanterme served as our group chief executive Financial Services until January 1, 2011 when he became our chief executive officer. Mr. Nanterme, who is based in France, is compensated in Euros. We have converted his cash compensation to U.S. dollars based on average monthly translation rates over the fiscal year, except with respect to the Non-Equity Incentive Plan Compensation amounts, which were converted based on the monthly translation rates for the month in which the applicable payments were made.
- (6) Mr. Campbell served as our group chief executive Outsourcing until August 31, 2009, when he became our group chief executive Technology.
- (7) For each year, includes \$22,500 that is not paid in cash but is used to fund a portion of Mr. Campbell's 2005 Senior Executive Bonus Share Program award pursuant to the terms of that RSU award program. For a description of the 2005 Senior Executive Bonus Share Program award, see footnote 2 to the Outstanding Equity Awards at August 31, 2011 table below.
- (8) Mr. Frerichs served as our group chief executive North America until August 31, 2011, when he became an international chairman. Mr. Frerichs will retire from Accenture effective February 29, 2012.
- (9) Mr. van t Noordende served as our group chief executive Resources until March 1, 2011, when he became our group chief executive Management Consulting. Mr. van t Noordende, who was based in the Netherlands prior to his relocation to the United States in December 2010, was compensated in Euros through the first four months of fiscal 2011. We have converted his cash compensation for that period to U.S. dollars based on average monthly translation rates over the applicable period, except with respect to the accrued vacation payment he received in connection with his relocation to the United States, which is included in the Salary column of this table and was converted based on the monthly translation rate for the month in which the applicable payment was made, and the Non-Equity Incentive Plan Compensation amounts, which will be paid in U.S. dollars.



**Table of Contents**

**Grants of Plan-Based Awards for Fiscal 2011**

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

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

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

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

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

## Edgar Filing: Accenture plc - Form PRE 14A

- (4) Represents cash award opportunity made pursuant to the annual bonus plan, the terms of which are summarized under Compensation Discussion and Analysis Cash Compensation and Compensation Discussion and Analysis Performance Objectives Used in Evaluations above. For the actual amounts paid out to each named executive officer, see the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table above and applicable footnote.
- (5) Represents cash award opportunity made pursuant to the individual performance bonus program, the terms of which are summarized under Compensation Discussion and Analysis Cash Compensation and Compensation Discussion and Analysis Performance Objectives Used in Evaluations. For the actual amounts paid out to each named executive officer, see the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table above and applicable footnote.
- (6) Represents RSU grant made pursuant to the 2011 Performance Equity Award Program, the terms of which are summarized in the narrative below and under Compensation Discussion and Analysis Long-Term Equity Compensation Performance Equity Award Program above.
- (7) Represents matching RSU grant made pursuant to the Voluntary Equity Investment Program, the terms of which are summarized in the narrative below and under Compensation Discussion and Analysis Long-Term Equity Compensation Voluntary Equity Investment Program above.

**Table of Contents****Narrative to Grants of Plan-Based Awards Table*****Annual Bonus Plan and Individual Performance Bonus***

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

***Key Executive Performance Share Program***

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

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

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

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

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



**Table of Contents**

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

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

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

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

Automatic Data Processing, Inc.

Cap Gemini S.A.

Cisco Systems

Computer Sciences Corporation

EMC Corporation

Hewlett-Packard Company

International Business Machines Corporation

Lockheed Martin Corporation

Microsoft Corporation

Oracle Corporation

SAIC, Inc.

Sapient Corporation

Xerox Corporation

S&P 500 Index

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

## Edgar Filing: Accenture plc - Form PRE 14A

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

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

---

**Table of Contents**

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

***Senior Officer Performance Equity Award Program***

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

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

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

***Performance Equity Award Program***

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

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

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

**Table of Contents**

***Voluntary Equity Investment Program***

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

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

***Recoupment Policy***

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

**Table of Contents****Outstanding Equity Awards at August 31, 2011**

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

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

**Table of Contents**

(2) Consists of the following outstanding RSUs:

	<b>Award</b>	<b>Grant Date</b>	<b>Number</b>	<b>Vesting</b>
Mr. Green	2009 Chief Executive Officer Equity Award(a)	January 1, 2009	193,062	In full on January 1, 2012
Mr. Nanterme	2009 Senior Officer Qualified Performance Equity Award Program(c)	January 1, 2009	16,089	In full on January 1, 2012
	2009 Key Executive Qualified Performance Share Program(b), (c)	January 1, 2009	42,661	In full on October 19, 2011
	2010 Senior Officer Qualified Performance Equity Award Program(c)	January 1, 2010	12,341	In two installments, 4,111 on January 1, 2012 and, 8,230 on January 1, 2013
	2011 Senior Officer Performance Equity Award Program	January 1, 2011	41,738	In two installments: 13,913 on January 1, 2012 and 27,825 on January 1, 2014
	2011 Performance Equity Award Program	January 1, 2011	1,566	In full on July 19, 2012
Ms. Craig	2009 Senior Officer Performance Equity Award Program	January 1, 2009	21,452	In full on January 1, 2012
	2009 Key Executive Performance Share Program(b)	January 1, 2009	19,909	In full on October 19, 2011
	2010 Senior Officer Performance Equity Award Program	January 1, 2010	24,683	In two installments, 12,341 on January 1, 2012 and 12,342 on January 1, 2013
	2011 Senior Officer Performance Equity Award Program	January 1, 2011	20,870	In two installments, 10,435 on January 1, 2012 and 10,435 on January 1, 2014
	2009 Voluntary Equity Investment Program	January 5, 2010	1,991	In full on January 5, 2012
	2010 Voluntary Equity Investment Program	January 5, 2011	1,761	In full on January 5, 2013
Mr. Campbell	2005 Senior Executive Bonus Share Program(d)	March 21, 2005	5,533	In four equal annual installments from March 21, 2012 through March 21, 2015
	2009 Senior Officer Performance Equity Award Program	January 1, 2009	32,177	In full on January 1, 2012
	2009 Key Executive Performance Share Program(b)	January 1, 2009	59,726	In full on October 19, 2011
	2010 Senior Officer Performance Equity Award Program	January 1, 2010	37,022	In full on January 1, 2013
	2011 Senior Officer Performance Equity Award Program	January 1, 2011	31,304	In two installments, 10,433 on January 1, 2013 and 20,871 on January 1, 2014
	2010 Performance Equity Award Program	January 1, 2010	1,649	In full on July 19, 2012
	2011 Performance Equity Award Program	January 1, 2011	4,175	In full on July 19, 2012
Mr. van t Noordende	2009 Senior Officer Performance Equity Award Program	January 1, 2009	16,089	In full on January 1, 2012
	2009 Key Executive Performance Share Program(b)	January 1, 2009	42,661	In full on October 19, 2011
	2010 Senior Officer Performance Equity Award Program	January 1, 2010	12,341	In full on January 1, 2013
	2011 Senior Officer Performance Equity Award Program	January 1, 2011	10,434	In full on January 1, 2014
	2010 Performance Equity Award Program	January 1, 2010	618	In full on July 19, 2012
	2011 Performance Equity Award Program	January 1, 2011	4,175	In two installments, 2,087 on July 19, 2012 and 2,088 on July 19, 2013

(a) As reported in the proxy statement for the Company's 2010 annual general meeting of shareholders, in addition to the regular annual equity award programs described above in Compensation Discussion and Analysis Long-Term Equity Compensation and Narrative to Grants of Plan-Based Awards Table, in fiscal 2009, the Compensation Committee approved a one-time Chief Executive Officer Award of RSUs to Mr. Green. The award was made both in recognition of Mr. Green's leadership and to encourage his continued service with the Company. The grant was made on January 1, 2009 (following the evaluation period for fiscal 2008) and had a grant date fair value of \$6,000,000. The grant will vest in full on January 1, 2012, contingent upon Mr. Green's continued service as the Company's chairman until that date.

(b) Pursuant to the 2009 Key Executive Performance Share Program, 106% of the target award of RSUs vested on October 19, 2011, after the end of fiscal 2011, based on the Company's achievement of specified performance criteria over the period beginning September 1, 2008 and ended August 31, 2011, as determined by the Compensation Committee on the stated vesting date. Awards made to Messrs. Nanterme, Campbell and van t Noordende remained fully subject to service criteria, and one-third of the award made to Ms. Craig remained subject to service criteria until the stated vesting date following completion of the fiscal year. Those awards (or portions thereof) are reflected in the table above as equity incentive plan awards that have been earned but remain unvested as of August 31, 2011. Pursuant to the age-based vesting conditions of their awards, Messrs. Green and Frerichs had each fully satisfied the service criteria for vesting as of August 31, 2011, and Ms. Craig had



**Table of Contents**

satisfied the service criteria for vesting as of August 31, 2011 of two-thirds of the award. The awards to Messrs. Green and Frerichs are thus treated as having fully vested for the RSUs earned and the award to Ms. Craig is treated as having vested with respect to two-thirds of the RSUs earned, in each case as of August 31, 2011, as shown on the Option Exercises and Stock Vested in Fiscal 2011 table below.

- (c) The identified awards to Mr. Nanterme prior to fiscal 2011 were granted under our French Qualified Sub-plan to our Share Incentive Plan (the French Qualified Sub-plan). Although those awards have generally the same terms and conditions as the corresponding awards granted to executives in other countries, these awards contain additional sales restrictions and provisions that allow the awards to qualify for favorable tax treatment in France. This delayed release arrangement is described in the Nonqualified Deferred Compensation for Fiscal 2011 table below.
- (d) On March 21, 2005, in connection with his hiring as a senior executive, Mr. Campbell was awarded the 2005 Senior Executive Bonus Share Program award. The award vests in one-tenth installments annually on the anniversary of the grant date through March 21, 2015. Pursuant to the terms of this award, a portion of Mr. Campbell's cash award from the annual bonus program (\$22,500 annually) is used to fund a portion of the 2005 Senior Executive Bonus Share Program award.

(3) Value determined based on August 31, 2011 closing market price of \$53.59.

(4) Consists of the following outstanding RSUs:

Plan Year: Award Date: Based on Plan Achievement Level:	Key Executive Performance Share Program	
	2010 January 1, 2010 Maximum	2011 January 1, 2011 Maximum
Mr. Green	222,128	207,389
Mr. Nanterme	46,278(a)	93,912
Ms. Craig	64,788	54,782
Mr. Campbell	64,788	54,782
Mr. Frerichs	37,022	31,304
Mr. van't Noordende	46,278	39,130

RSUs granted pursuant to the 2010 Key Executive Performance Share Program will vest, if at all, based on the Company's achievement of the specified performance criteria with respect to the period beginning September 1, 2009 and ending August 31, 2012, as determined by the Compensation Committee following the end of fiscal 2012. RSUs granted pursuant to the fiscal 2011 Key Executive Performance Share Program will vest, if at all, based on the Company's achievement of the specified performance criteria for the period beginning September 1, 2010 and ending August 31, 2013, as determined by the Compensation Committee following the end of fiscal 2013. The terms of the 2011 Key Executive Performance Share Program are summarized above in Compensation Discussion and Analysis Long-Term Equity Compensation Key Executive Performance Share Program and Narrative to Grants of Plan-Based Awards Table above.

Results for the 2010 and 2011 Key Executive Performance Share Program cannot be determined at this time. As results to date indicate achievement between the maximum and target levels, the amounts reflected in this column with respect to those programs are the maximum amounts.

- (a) Granted under our French Qualified Sub-plan.



**Table of Contents****Option Exercises and Stock Vested in Fiscal 2011**

The table below sets forth the number of shares of stock acquired in fiscal 2011 upon the exercise of stock options awarded to our named executive officers and as a result of the vesting of RSUs awarded to our named executive officers, under our compensatory equity programs.

Name	Option Awards		Stock Awards(1)	
	Number of Shares Acquired On Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized On Vesting (\$)(2)
William D. Green			318,642	\$ 16,961,985
Pierre Nanterme			42,355	\$ 2,076,198
Pamela J. Craig			129,147	\$ 6,427,915
Kevin Campbell			71,036	\$ 3,383,940
Robert N. Frerichs			64,399	\$ 3,430,372
Alexander M. van t Noordende	10,715	\$ 217,373	40,614	\$ 1,971,427

(1) Reflects vesting of RSUs, as further described below. The terms of our current programs under which we award RSUs to our named executive officers are summarized under Compensation Discussion and Analysis Long-Term Equity Compensation above and under Narrative to Grants of Plan-Based Awards Table above.

Name	Program	Number of Shares Acquired on Vesting	Date of Acquisition
Mr. Green	2009 Key Executive Performance Share Program(a)	204,771	8/31/2011
	2011 Senior Officer Performance Equity Award Program	113,871	2/1/2011
Mr. Nanterme	2008 Key Executive Qualified Performance Share Program(b)	20,011	10/19/2010
	2008 Key Executive Qualified Performance Share Program(b)	205	11/15/2010
	2008 Senior Officer Qualified Performance Equity Award Program(b)	14,476	1/1/2011
	2009 Performance Qualified Equity Award Program(b)	14,476	11/15/2010
	2009 Performance Qualified Equity Award Program(b)	65	
	2009 Performance Qualified Equity Award Program(b)	3,220	7/19/2011
	2010 Performance Qualified Equity Award Program(b)	6	11/15/2010
	2010 Performance Qualified Equity Award Program(b)	4	5/13/2011
Ms. Craig	2010 Performance Qualified Equity Award Program(b)	1,238	7/19/2011
	2011 Performance Equity Award Program	3,130	7/19/2011
	2008 Key Executive Performance Share Program	47,171	10/19/2010
	2009 Key Executive Performance Share Program(a)	39,817	8/31/2011
	2008 Senior Officer Performance Equity Award Program	19,303	1/1/2011
	2008 Voluntary Equity Investment Program	4,612	1/5/2011
	2011 Senior Officer Performance Equity Award Program	10,351	2/1/2011

## Edgar Filing: Accenture plc - Form PRE 14A

	2011 Performance Equity Award Program	2,070	2/1/2011
	2010 Performance Equity Award Program	1,648	7/19/2011
	2011 Performance Equity Award Program	4,175	7/19/1011
Mr. Campbell	2005 Senior Executive Bonus Share Program(c)	1,366	3/21/2011
	2008 Key Executive Performance Share Program	47,171	10/19/2010
	2008 Senior Officer Performance Equity Award Program	14,476	1/1/2011
	2009 Performance Equity Award Program	4,293	7/19/2011
	2010 Performance Equity Award Program	1,644	7/19/2011
	2011 Performance Equity Award Program	2,086	7/19/2011
Mr. Frerichs	2009 Key Executive Performance Share Program(a)	42,661	8/31/2011
	2011 Senior Officer Performance Equity Award Program	15,527 6,211	2/1/2011
	2011 Performance Equity Award Program		2/1/2011
Mr. van t Noordende	2008 Key Executive Performance Share Program	20,216	10/19/2010
	2008 Senior Officer Performance Equity Award Program	14,476	1/1/2011
	2009 Performance Equity Award Program	3,219	7/19/2011
	2010 Performance Equity Award Program	617	7/19/2011
	2011 Performance Equity Award Program	2,086	7/19/2011

(a) Vesting of the 2009 Key Executive Performance Share Program awards, based on the Company's achievement of specified performance criteria over the period beginning September 1, 2008 and ended August 31, 2011, was determined

**Table of Contents**

by the Compensation Committee on October 19, 2011, the stated vesting date. Because as of August 31, 2011, pursuant to the age-based vesting provisions of their awards, Messrs. Green and Frerichs had each fully satisfied the service criteria for vesting and Ms. Craig had satisfied the service criteria for two-thirds vesting, 100% of the earned awards granted to Messrs. Green and Frerichs and two-thirds of the earned awards granted to Ms. Craig are being treated as having vested in full as of that date. Because, subsequent to August 31, 2011, the earned awards made under this program to Messrs. Nanterme, Campbell and van t Noordende remained fully subject to service conditions and one-third of the earned awards granted to Ms. Craig remained subject to service conditions, those awards (or portions thereof) are reflected in the Outstanding Equity Awards at August 31, 2011 table above. None of the awards under this program actually vested and the shares were not acquired until October 19, 2011.

(b) The identified awards to Mr. Nanterme granted prior to fiscal 2011 were granted under our French Qualified Sub-plan. Although those awards have generally the same terms and conditions as the corresponding awards granted to executives in other countries, these awards contain additional sales restrictions and provisions that allow the awards to qualify for favorable tax treatment in France. This delayed release arrangement is set forth in the Nonqualified Deferred Compensation for Fiscal 2011 table below.

(c) The terms of the Senior Executive Bonus Share Program are set forth in footnote 2 to the Outstanding Equity Awards at August 31, 2011 table above.

(2) Reflects the aggregate fair market value of shares vested on the applicable date(s) of vesting.

**Nonqualified Deferred Compensation for Fiscal 2011**

Prior to fiscal 2011, some of Mr. Nanterme's equity awards were granted under our French Qualified Sub-plan. Although these awards have generally the same terms and conditions as the corresponding awards granted to executives in other countries, these awards contain additional sales restrictions and provisions that allow the awards to qualify for favorable tax treatment in France. Under such sales restrictions and provisions, Accenture plc Class A ordinary shares underlying vested RSUs are not delivered to participants for at least two years. The following table sets forth information with respect to RSUs awarded to Mr. Nanterme that have vested, but for which the underlying Accenture plc Class A ordinary shares were not immediately delivered to him.

Name	Executive Contributions in Last Fiscal Year (\$)	Registrant Contributions in Last Fiscal Year (\$)(1)	Aggregate Earnings in Last Fiscal Year (\$)(2)	Aggregate Withdrawals/ Distributions (\$)(3)	Aggregate Balance at Last Fiscal Year End (\$)(4)
William D. Green					
Pierre Nanterme		\$ 73,117	\$ 12,354	\$ 317,837	\$ 195,121
Pamela J. Craig					
Kevin M. Campbell					
Robert N. Frerichs					
Alexander M. van t Noordende					

(1) Represents the aggregate fair market value on the applicable date(s) of vesting of the Accenture plc Class A ordinary shares underlying RSUs that vested during fiscal 2011, but for which the underlying shares were not immediately delivered to the named executive officer. Such value is included in the Option Exercises and Stock Vested in Fiscal 2011 table above. The grant date fair values of such RSUs were not reflected in the Summary Compensation Table for the fiscal years in which the RSUs were granted as Mr. Nanterme was not a named executive officer for the years in which such grants were made.

(2) Represents earnings on undelivered Accenture plc Class A ordinary shares underlying RSUs that have vested, but for which the underlying shares were not immediately delivered to the named executive officer, including adjustments to such awards to reflect Accenture's payments of dividends on its Accenture plc Class A ordinary shares during fiscal 2011 pursuant to the anti-dilution provisions of those awards. No such earnings are considered above-market or preferential and, accordingly, are not included in the Summary Compensation Table above.

---

**Table of Contents**

(3) Represents the aggregate fair market value on the applicable date of delivery during fiscal 2011 of the Accenture plc Class A ordinary shares underlying RSUs.

(4) Represents the aggregate fair market value at August 31, 2011 of the Accenture plc Class A ordinary shares underlying RSUs that have vested, but for which the underlying shares had not yet been delivered to the named executive officer as of that date. The value is determined based on the August 31, 2011 closing market price of \$53.59. The grant date fair values of such RSUs were not reflected in the Summary Compensation Table for the fiscal years in which the RSUs were granted as Mr. Nanterme was not a named executive officer for the years in which such grants were made.

**Potential Payments Upon Termination**

The terms of our equity grant agreements for programs other than the Key Executive Performance Share Program provide for the immediate acceleration of vesting in the event of the termination of the award recipient's employment due to death or disability. The equity grant agreements for our Key Executive Performance Share Programs provide for provisional vesting of the awards in the event of the termination of the recipient's employment due to death or disability. In other words, while the timing of vesting of the Key Executive Performance Share Program awards is not accelerated due to death or disability, vesting continues to occur as if the recipient's employment had not terminated under those circumstances. With respect to each of our named executive officers, the number of RSUs that would have vested under these circumstances and the aggregate market value of such RSUs as of the last business day of fiscal 2011 (based on the closing price per share on August 31, 2011) is equal to the value and amount of shares set forth in the Stock Awards columns of the Outstanding Equity Awards at August 31, 2011 table above. Although vesting cannot yet be determined for the 2010 and 2011 Key Executive Performance Share Program awards, as results to date indicate achievement between the maximum and target levels, maximum levels are included.

**Director Compensation for Fiscal 2011**

The Compensation Committee reviews and makes recommendations to the full Board with respect to the compensation of our directors at least every two years. The full Board reviews these recommendations and makes a final determination on the compensation of our directors. The Compensation Committee has reviewed the compensation practices of the boards of directors of our peer companies (as described under Compensation Discussion and Analysis Role of Benchmarking above) and the general market and has generally targeted positioning our non-management director compensation at the 75th percentile of our peer group. The Compensation Committee's last complete review of director compensation occurred in fiscal 2010, when it recommended increases to director compensation that were approved by the Board. The Compensation Committee and the Board determined not to make any changes to director compensation for fiscal 2011.

**Elements of Director Compensation**

*Cash Compensation.* In fiscal 2011, each non-management director except our lead director was entitled to an annual retainer of \$80,000. Our lead director was entitled to an annual retainer of \$135,000. The chair of the Audit Committee was entitled to additional annual compensation of \$20,000, and the chair of each other committee of the Board was entitled to additional annual compensation of \$10,000. Each member of the Audit Committee was also entitled to additional compensation of \$5,000, and each member of each of the other committees of the Board was also entitled to additional compensation of \$2,500. Each of our non-management directors could elect to receive his or her annual retainer and other compensation for Board committee service entirely in the form of cash, entirely in the form of RSUs or one-half in cash and one-half in RSUs.

**Table of Contents**

*Equity Compensation.* In fiscal 2011, each non-management director was entitled to an annual grant of RSUs having, at the time of grant, a fair market value of \$165,000. Any non-management director newly appointed to the Board was also entitled to an initial grant of RSUs having, at the time of grant, a fair market value of \$165,000. Grants of RSUs to our directors are fully vested on the date of grant and future delivery of Accenture plc Class A ordinary shares underlying RSUs is not dependent on a director's continued service as a Board member. Directors are entitled to receive a proportional number of additional RSUs on outstanding awards if we pay a dividend on Accenture plc Class A ordinary shares. The Accenture plc Class A ordinary shares underlying RSUs are delivered one year after the grant date. Directors may not further defer the issuance of these Class A ordinary shares.

*Other Compensation.* Our 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.

**Stock Ownership Requirement**

Each non-management director must, within three years of his or her appointment and for the duration of the director's service, retain ownership of Accenture equity having a fair market value equal to three times the value of the annual retainer equity grants being made to directors at the time at which the ownership requirement is assessed. In fiscal 2011, each of our non-management directors who had been a director for three or more years complied with this requirement.

The following table provides information on the compensation of our non-management directors in fiscal 2011.

**Director Compensation for Fiscal 2011**

Name	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)(3)	Option Awards (\$)(4)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)(5)	Total (\$)
Dina Dublon	82,500	164,969					247,469
Charles H. Giancarlo	92,500	164,949					257,449
Dennis F. Hightower	92,500	164,969					257,469
Nobuyuki Idei	82,500	164,954				36,853	284,307
William L. Kimsey	102,500	164,996					267,496
Robert I. Lipp	87,500	164,969					252,469
Marjorie Magner	92,500	164,969					257,469
Blythe J. McGarvie	85,000	164,969					249,969
Mark Moody-Stuart	135,000	164,954					299,954
Wulf von Schimmelmann	82,500	164,969					247,469

**Table of Contents**

(1) The annual retainers and additional retainers for Board committee service earned by our non-management directors were as follows:

<b>Name</b>	<b>Annual Retainer (\$)</b>	<b>Committee Chair Fees (\$)</b>	<b>Committee Member Fees (\$)</b>	<b>Total (\$)</b>
Dina Dublon	80,000		2,500	82,500
Charles H. Giancarlo	80,000	10,000	2,500	92,500
Dennis F. Hightower	80,000	10,000	2,500	92,500
Nobuyuki Idei	80,000		2,500	82,500
William L. Kimsey	80,000	20,000	2,500	102,500
Robert I. Lipp	80,000		7,500	87,500
Marjorie Magner	80,000	10,000	2,500	92,500
Blythe J. McGarvie	80,000		5,000	85,000
Mark Moody-Stuart	135,000			135,000
Wulf von Schimmelmann	80,000		2,500	82,500

Mark Moody-Stuart chose to waive receipt of the additional \$2,500 compensation he was entitled to as a member of the Compensation Committee.

Charles H. Giancarlo, Nobuyuki Idei, William L. Kimsey and Mark Moody-Stuart 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 earned in cash above.

(2) Represents aggregate grant date fair value computed in accordance with Topic 718, without taking into account estimated forfeitures. The assumptions made when calculating the amounts in each column are found in Note 11 (Share-Based Compensation) to our Consolidated Financial Statements in Part I, Item 8 of our Annual Report on Form 10-K for the year ended August 31, 2011.

(3) The aggregate number of vested RSU awards outstanding at the end of fiscal 2011 for each of our non-management directors was as follows:

<b>Name</b>	<b>Aggregate Number of Restricted Share Unit Awards Outstanding as of August 31, 2011</b>
Dina Dublon	3,162
Charles H. Giancarlo	4,934
Dennis F. Hightower	3,162
Nobuyuki Idei	4,742
William L. Kimsey	5,126
Robert I. Lipp	3,162
Marjorie Magner	9,286
Blythe J. McGarvie	3,162
Mark Moody-Stuart	5,748
Wulf von Schimmelmann	3,162

(4) We have not granted any stock options to our directors since fiscal 2004. The aggregate number of previously granted option awards outstanding at the end of fiscal 2011 for each of our non-management directors was as follows:

<b>Name</b>	<b>Aggregate Number of Option Awards Outstanding as of August 31, 2011</b>
-------------	--

## Edgar Filing: Accenture plc - Form PRE 14A

Dina Dublon	30,000
Charles H. Giancarlo	
Dennis F. Hightower	
Nobuyuki Idei	
William L. Kimsey	
Robert I. Lipp	30,000
Marjorie Magner	
Blythe J. McGarvie	10,000
Mark Moody-Stuart	
Wulf von Schimmelmann	

**Table of Contents**

All stock option grants are fully vested.

(5) Amount reflects the aggregate incremental cost of perquisites provided to Mr. Idei, including individual tax registration in Ireland and expenses related to attendance at a strategic planning session and Board of Directors meeting in Ireland, of which \$35,126 is the cost incurred for spousal travel, entertainment, meals and related expenses in connection with that Board of Directors meeting. The aggregate amount of perquisites and other personal benefits received by each of our other non-management directors in fiscal 2011 was less than \$10,000.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

Our Compensation Committee is composed solely of independent directors: Marjorie Magner, who has served as chair of the Committee since February 4, 2011, Dennis F. Hightower (who has served as a member of the committee since September 10, 2010), William L. Kimsey and Mark Moody-Stuart, who served as chair prior to February 4, 2011. No member of our Compensation Committee during fiscal 2011 was an employee or officer or former employee or officer of Accenture or had any relationships requiring disclosure under Item 404 of Regulation S-K during fiscal 2011. None of our executive officers has served on the board of directors or compensation committee of any other entity that has or has had one or more executive officers who served as a member of our Board or its Compensation Committee during fiscal 2011.

**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 SCA Class I common 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 annual corrective filings were required for those persons, we believe that during fiscal 2011 all these filing requirements were satisfied in a timely manner, except for one Form 4 for each of Accenture plc and Accenture SCA, reporting one transaction for Gianfranco Casati and one Form 4 reporting one transaction for Accenture plc for William Kimsey, in each instance, caused by a broker error which prevented its timely filing.



**Table of Contents****BENEFICIAL OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS**

The following table sets forth, as of December 2, 2011, information regarding the beneficial ownership of Accenture plc Class A ordinary shares and Class X ordinary shares and of Accenture SCA Class I common shares held by: (1) each of our directors, director nominees and named executive officers; and (2) all of our directors, director nominees and executive officers as a group. To our knowledge, except as otherwise indicated, each of the persons or entities 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 Exchange Act, pursuant to which a person or group of persons is deemed to have beneficial ownership of any shares that such person has the right to acquire within 60 days after December 2, 2011. For purposes of computing the percentage of outstanding Accenture plc Class A ordinary shares and/or Class X ordinary shares and/or Accenture SCA Class I common shares held by each person or group of persons named below, any shares that such person or persons has the right to acquire within 60 days after December 2, 2011 are deemed to be outstanding but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person.

Name(1)	Accenture plc Class A ordinary shares		Accenture SCA Class I common shares		Accenture plc Class X ordinary shares		Percentage  of the total number of Class A and Class X ordinary shares beneficially owned
	shares beneficially owned	% shares beneficially owned	shares beneficially owned	% shares beneficially owned	shares beneficially owned	% shares beneficially owned	
William D. Green(2)(3)	543,758	*%	155,046	**%	155,046	***%	****%
Pierre Nanterme(2)(4)	147,280	*	91,597	**	91,597	***	****
Dina Dublon(5)	55,087	*					****
Charles H. Giancarlo	16,736	*					****
Dennis F. Hightower							****
Nobuyuki Idei	21,025	*					****
William L Kimsey	9,040	*					****
Robert I. Lipp(6)	187,179	*					****
Marjorie Magner	17,590	*					****
Blythe J. McGarvie(7)	31,889	*					****
Sir Mark Moody-Stuart	69,304	*					****
Wulf von Schimmelmann	15,887	*					****
Pamela J. Craig(2)(8)	204,861	*	213,407	**	200,907	***	****
Kevin Campbell(9)	40,266	*					****
Robert Frerichs	69,658	*					****
Alexander M. van t Noordende(10)	52,721	*					****
All Directors and Officers as a Group (28 persons)(2)(11)	2,278,139	*	1,013,578	1.7%	804,256	1.7%	****

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

\*\* Less than 1% of Accenture SCA's Class I common 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.

## Edgar Filing: Accenture plc - Form PRE 14A

- (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 articles of association, Accenture SCA is obligated, at the option of the holder of such shares and at any time, to redeem any outstanding Accenture SCA Class I common shares. The redemption price per share generally is equal to the market price of an Accenture plc Class A ordinary share at the time of the redemption. Accenture SCA has the option to pay this redemption price with cash or by delivering Accenture plc Class A ordinary shares generally

**Table of Contents**

on a one-for-one basis as provided for in the articles of association of Accenture SCA. Each time an Accenture SCA Class I common 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. All Accenture SCA Class I common shares owned by the officer have been pledged to secure non-compete obligations owing to Accenture SCA.

- (3) Includes 30,720 Accenture plc Class A ordinary shares that could be acquired through the exercise of stock options within 60 days from December 2, 2011. Includes 195,322 restricted share units that could be delivered as Accenture plc Class A Ordinary shares within 60 days from December 2, 2011.
- (4) Includes 16,237 Accenture plc Class A ordinary shares that could be acquired through the exercise of stock options within 60 days from December 2, 2011. Includes 35,527 restricted share units that could be delivered as Accenture plc Class A Ordinary shares within 60 days from December 2, 2011.
- (5) Includes 20,000 Accenture plc Class A ordinary shares that could be acquired through the exercise of stock options within 60 days from December 2, 2011.
- (6) Includes 30,000 Accenture plc Class A ordinary shares that could be acquired through the exercise of stock options within 60 days from December 2, 2011.
- (7) Includes 10,000 Accenture plc Class A ordinary shares that could be acquired through the exercise of stock options within 60 days from December 2, 2011.
- (8) Includes 27,335 Accenture plc Class A ordinary shares that could be acquired through the exercise of stock options within 60 days from December 2, 2011. Includes 46,761 restricted share units that could be delivered as Accenture plc Class A ordinary shares within 60 days from December 2, 2011.
- (9) Includes 32,554 restricted share units that could be delivered as Accenture plc Class A ordinary shares within 60 days from December 2, 2011.
- (10) Includes 16,278 restricted share units that could be delivered as Accenture plc Class A ordinary shares within 60 days from December 2, 2011.
- (11) Includes 225,536 Accenture plc Class A ordinary shares that could be acquired through the exercise of stock options within 60 days from December 2, 2011, 447,425 restricted share units that could be delivered as Accenture plc Class A ordinary shares within 60 days from December 2, 2011 and 215,264 Accenture plc Class A ordinary shares owned by officers that have been pledged to secure any non-compete obligations owing to Accenture plc. All Accenture SCA Class I common shares owned by the officers have been pledged to secure non-compete obligations owing to Accenture SCA.

**Table of Contents**

**BENEFICIAL OWNERSHIP OF MORE THAN FIVE PERCENT  
OF ANY CLASS OF VOTING SECURITIES**

As of December 2, 2011, no person known by us beneficially owned more than five percent of Accenture plc's Class A ordinary shares outstanding (which does not include shares held by Accenture) and no person beneficially owned more than five percent of Accenture plc's Class X ordinary shares.

As of December 2, 2011, Accenture beneficially owned an aggregate of 87,275,696 Accenture plc Class A ordinary shares, or 11.9% 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.

**SUBMISSION OF FUTURE SHAREHOLDER PROPOSALS**

Our annual general meeting of shareholders for 2013 is expected to occur in February 2013. In accordance with the rules established by the SEC, any shareholder proposal submitted pursuant to Rule 14a-8 to be included in the proxy statement for that meeting must be received by us by August 1, 2012. Pursuant to our articles of association, a shareholder must give notice of any intention to propose a person for appointment as a director not less than 120 nor more than 150 days before the date of the proxy statement for our prior year's annual general meeting. If you would like to submit a shareholder proposal to be included in those proxy materials, you should send your proposal to our General Counsel, Secretary & Chief Compliance Officer, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA. In order for your proposal to be included in the proxy statement, the proposal must comply with the requirements established by the SEC and our articles of association. Unless a shareholder who wishes to present a proposal at the Annual Meeting (other than a proposal to appoint a person as a director outlined above) outside the processes of Rule 14a-8 of the Exchange Act has submitted such proposal to us no later than the close of business on November 1, 2012, subject to applicable rules, we will have discretionary authority to vote on any such proposal with respect to all proxies submitted to us even when we do not include in our proxy statement advice on the nature of the matter and how we intend to exercise our discretion to vote on the matter.

Irish law provides that shareholders holding not less than 10% of the total voting rights may requisition the directors to call an extraordinary general meeting at any time. The shareholders who wish to requisition an extraordinary general meeting must deposit a written notice at Accenture's principal executive office, which is signed by the shareholders requisitioning the meeting and states the objects of the meeting. If the directors do not within 21 days of the date of deposit of the requisition proceed to convene a meeting to be held within two months of that date, those shareholders (or any of them representing more than half of the total voting rights of all of them) may themselves convene a meeting but any meeting so convened cannot be held after the expiration of three months from the date of deposit of the requisition. These provisions of Irish law are in addition to, and separate from, the requirements that a shareholder must meet in order to have a proposal included in the proxy statement under the rules of the SEC.

---

**Table of Contents**

**SUBMITTING YOUR PROXY BY TELEPHONE OR VIA THE INTERNET**

For registered shareholders and current and former Accenture employees who received, through our employee share plans, shares that are held by Smith Barney or UBS, you may submit your proxy either by mail, by telephone or via the Internet. Please see the proxy card that accompanies this proxy statement for specific instructions on how to submit your proxy by any of these methods.

If you submit your proxy by telephone or via the Internet, for your vote to be counted, your proxy must be received by 6:00 a.m., Eastern Standard Time, on February 9, 2012 (8:00 a.m., Eastern Standard Time, on February 6, 2012 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS). Even if you submit your proxy by telephone or via the Internet, you can still revoke your proxy and vote your shares in person if you decide to attend the Annual Meeting.

The telephone and Internet proxy submission procedures are designed to authenticate shareholders' identities, to allow shareholders to give their voting instructions and to confirm that shareholders' instructions have been recorded properly. We have been advised that the Internet proxy submission procedures that have been made available to you are consistent with the requirements of applicable law. If you submit your proxy via the Internet, then you should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which you must bear.

If your shares are not registered in your name but in the street name of a bank, broker or other holder of record (a nominee), then your name will not appear in Accenture plc's register of shareholders. Those shares are held in your nominee's name, on your behalf, and your nominee will be entitled to vote your shares. If you hold your shares in street name, please refer to the information from your bank, broker or nominee on how to submit voting instructions or how to revoke your proxy.

**HOUSEHOLDING OF SHAREHOLDER DOCUMENTS**

We may send a single set of shareholder documents to any household at which two or more non-registered shareholders reside. This process is called householding. This reduces the volume of duplicate information received at your household and helps to reduce costs. Your materials may be household based on your prior express or implied consent. A number of brokerage firms with account holders who are Accenture shareholders have instituted householding. Once a shareholder has received notice from his or her broker that the broker will be householding communications to the shareholder's address, householding will continue until the shareholder is notified otherwise or until one or more of the shareholders revokes his or her consent. If your materials have been householded and you wish to receive prompt delivery of separate copies of these documents now or in the future, or if you are receiving duplicate copies of these documents and wish to have the information householded, you may notify your broker (if you hold your shares beneficially) or write or call our Investor Relations Group at the following address, phone number or e-mail address: Accenture, Investor Relations, 1345 Avenue of the Americas, New York, New York 10105, USA, telephone number +1 877-ACN-5659 (+1 877-226-5659) in the United States and Puerto Rico and +(353) (1) 407-8203 outside the United States and Puerto Rico, or e-mail [investor.relations@accenture.com](mailto:investor.relations@accenture.com).

December , 2011

**Table of Contents**

**ANNEX A**

Accenture plc

**2011 IRISH STATUTORY ACCOUNTS**

**Table of Contents**

Accenture plc

**Directors Report and Consolidated Financial Statements**

**For the Twelve Months Ended August 31, 2011**

**Table of Contents**

**ACCENTURE PLC**

**INDEX**

	<b>Page</b>
<u>Directors Report</u>	A-2
<u>Statement of Directors Responsibilities</u>	A-35
<u>Independent Auditors Report to the Members of Accenture plc</u>	A-36
<u>Consolidated Balance Sheets</u>	A-38
<u>Consolidated Income Statements</u>	A-39
<u>Consolidated Shareholders Equity and Comprehensive Income Statements</u>	A-40
<u>Consolidated Cash Flows Statements</u>	A-43
<u>Notes to Consolidated Financial Statements</u>	A-44
<u>Company Balance Sheet</u>	A-82
<u>Notes to Company Balance Sheet</u>	A-83

A-1



---

**Table of Contents**

**DIRECTORS REPORT**

**For the Twelve Months Ended August 31, 2011**

The directors present their annual report and audited Consolidated Financial Statements and related Notes of Accenture plc for the twelve months ended August 31, 2011.

The directors have elected to prepare the Consolidated Financial Statements in accordance with Section 1 of the Companies (Miscellaneous Provisions) Act 2009, which provides that a true and fair view of the state of affairs and profit or loss of the group may be given by preparing the financial statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP), as defined in Section 1(1) of the Companies (Miscellaneous Provisions) Act 2009, to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of the Companies Acts or of any regulations made thereunder.

This report contains forward-looking statements relating to our operations, results of operations and other matters that are based on our current expectations, estimates, assumptions and projections. Words such as may, will, should, likely, anticipates, expects, intends, plans, believes, estimates and similar expressions are used to identify these forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Forward-looking statements are based upon assumptions as to future events that may not prove to be accurate. Actual outcomes and results may differ materially from what is expressed or forecast in these forward-looking statements. Risks, uncertainties and other factors that might cause such differences, some of which could be material, include, but are not limited to, the factors discussed below under the section entitled Principal Risks and Uncertainties. Our forward-looking statements speak only as of the date of this report or as of the date they are made, and we undertake no obligation to update them.

**Basis of Presentation**

The accompanying Consolidated Financial Statements include the accounts of Accenture plc, an Irish company, and its controlled subsidiary companies (collectively, the Company). In this Directors Report, we use the terms Accenture, we, the Company, our and us 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. For example, a reference to fiscal 2011 means the 12-month period that ended on August 31, 2011. All references to quarters, unless otherwise noted, refer to the quarters of our fiscal year.

The Consolidated Financial Statements and the majority of the information in the Notes thereto for the twelve months ended August 31, 2011, have been reconciled to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2011 filed with the U.S. Securities and Exchange Commission (the SEC) on October 21, 2011. The Consolidated Financial Statements and the majority of the information in the Notes thereto for the comparative fifteen month period, June 10, 2009 through August 31, 2010, have been reconciled to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2010 filed with the SEC on October 25, 2010 and the Company's earnings release contained in the Company's current report on Form 8-K ( 3 Months Ended August 31, 2009 ) filed with the SEC on September 30, 2010.

## **Table of Contents**

### **Principal Activities**

We are one of the world's leading management consulting, technology services and outsourcing organizations, with approximately 236,000 employees; offices and operations in more than 200 cities in 54 countries; and revenues before reimbursements ( net revenues ) of \$25.51 billion for fiscal 2011.

Our high performance business strategy is to use our expertise in consulting, technology and outsourcing to help clients perform at higher levels so they can create sustainable value for their customers, stakeholders and shareholders. We use our industry and business-process knowledge, our service offering expertise and our insight into, and understanding of, emerging technologies and new business and technology trends to formulate and implement solutions for our clients. Our strategy is focused on helping clients improve operational performance, deliver their products and services more effectively and efficiently and grow their businesses in existing and new markets.

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. Drawing on a combination of industry expertise, functional capabilities, alliances, global resources and technology, we seek to deliver competitively priced, high-value services that help our clients measurably improve business performance. Our global delivery model enables us to provide a complete end-to-end delivery capability by drawing on our global resources to deliver high-quality, cost-effective solutions to our clients.

In fiscal 2011, we continued to implement a strategy focused on three dimensions: our core business, which includes the vast majority of management consulting, technology and outsourcing services that we have traditionally provided through our operating groups and growth platforms; strategic initiatives including analytics, digital marketing, mobility, and smart grid, as well as technology areas such as cloud computing that we are building on top of our core business; and geographic expansion. Our geographic expansion strategy focuses on emerging and mature markets with significant growth potential for us. Our priority emerging markets are the ASEAN (Association of Southeast Asian Nations) countries, Brazil, China, India, Mexico, the Middle East, Russia, South Africa, South Korea and Turkey.

### ***Consulting, Technology and Outsourcing Services and Solutions***

Our business is structured around five operating groups, which together comprise 19 industry groups serving clients in major industries around the world. Our industry focus gives us an understanding of industry evolution, business issues and applicable technologies, enabling us to deliver innovative solutions tailored to each client or, as appropriate, more standardized capabilities to multiple clients.

Our three growth platforms management consulting, technology and business process outsourcing are the innovation engines through which we build world-class skills and capabilities; develop our knowledge capital; and create, acquire and manage key assets central to the development of solutions for our clients. The professionals within these areas work closely with those in our operating groups to develop and deliver integrated services and solutions to clients. Client engagement teams which typically consist of industry experts, capability specialists and professionals with local market knowledge leverage the capabilities of our global delivery model to deliver price-competitive services and solutions. In certain instances, our client engagement teams include subcontractors, who supplement our professionals with additional resources in a specific skill, service or product area, as needed.

### ***Operating Groups***

The following table shows the current organization of our five operating groups and their 19 industry groups. Our operating groups are our reportable operating segments. We do not allocate total assets by operating group, although our operating groups do manage and control certain assets. For certain

**Table of Contents**

historical financial information regarding our operating groups (including certain asset information), as well as financial information by geography (including long-lived asset information), see Note 15 (Segment Reporting) to our Consolidated Financial Statements.

<i>Operating Groups and Industry Groups</i>				
<i>Communications &amp;</i>	<i>Financial</i>			
<i>High Tech*</i>	<i>Services</i>	<i>Health &amp; Public Service</i>	<i>Products</i>	<i>Resources</i>
Communications	Banking	Health	Air, Freight & Travel Services	Chemicals
Electronics & High Tech	Capital Markets	Public Service	Automotive	Energy
Media & Entertainment	Insurance		Consumer Goods & Services	Natural Resources
			Industrial Equipment	Utilities
			Infrastructure & Transportation Services	
			Life Sciences	
			Retail	

\* On Sept. 1, 2011, the Communications & High Tech operating group changed its name to Communications, Media & Technology.

**Global Delivery Model**

A key Accenture differentiator is our strategic global delivery model, which allows us to draw on the benefits of using people and other resources from around the world including scalable, standardized processes, methods and tools; specialized business process and technology skills; cost advantages; foreign-language fluency; proximity to clients; and time-zone advantages to deliver high-quality solutions. Emphasizing quality, productivity, reduced risk, speed to market and predictability, our global delivery model enables us to provide clients with price-competitive services and solutions that drive higher levels of performance.

Our Global Delivery Network continues to be a competitive differentiator for us. We have more than 50 delivery centers around the world. As of August 31, 2011, we had approximately 141,000 people in our network globally.

**Research and Innovation**

We are committed to developing leading-edge ideas. Research and innovation have been major factors in our success, and we believe they will help us continue to grow in the future. We use our investment in research and development on which we spent \$503 million and \$492 million in fiscal 2011 and the fifteen months ended August 31, 2010, respectively to help create, commercialize and disseminate innovative business strategies and technology solutions.

Our research and innovation program is designed to generate early insights into how knowledge can be harnessed to create innovative business solutions for our clients and to develop business strategies with significant value. One component of this is our research and development organization, Accenture Technology Labs, which identifies and develops new technologies that we believe will be the drivers of our clients growth and enable them to be first to market with unique capabilities.

## **Table of Contents**

We also promote the creation of knowledge capital and thought leadership through the Accenture Institute for High Performance. In addition, we spend a significant portion of our research and development investment directly through our operating groups and our consulting, technology and outsourcing growth platforms to develop market-ready solutions for our clients.

## **Organizational Structure**

### ***History***

Prior to our transition to a corporate structure in fiscal 2001, we operated as a series of related partnerships and corporations under the control of our partners. In connection with our transition to a corporate structure, our partners generally exchanged all of their interests in these partnerships and corporations for Accenture Ltd Class A common shares or, in the case of partners in certain countries, Accenture SCA Class I common shares or exchangeable shares issued by Accenture Canada Holdings Inc., an indirect subsidiary of Accenture SCA. Generally, partners who received Accenture SCA Class I common shares or Accenture Canada Holdings Inc. exchangeable shares also received a corresponding number of Accenture Ltd Class X common shares, which entitled their holders to vote at Accenture Ltd shareholder meetings but did not carry any economic rights. The combination of the Accenture Ltd Class X common shares and the Accenture SCA Class I common shares or Accenture Canada Holdings Inc. exchangeable shares gave these partners substantially similar economic and governance rights as holders of Accenture Ltd Class A common shares.

In fiscal 2005, we replaced the internal use of the *partner* title with the more comprehensive *senior executive* title and applied the *senior executive* title to our highest-level employees, including those previously referred to as partners. However, for proper context, we continue to use the term *partner* in certain situations and particularly when discussing our reorganization and the period prior to our incorporation.

On June 10, 2009, Accenture plc was incorporated in Ireland, as a public limited company, in order to effect moving the place of incorporation of our parent holding company from Bermuda to Ireland (the *Transaction*). On August 5, 2009, the shareholders of Accenture Ltd, our predecessor holding company, voted in favor of the Transaction. The Transaction was subsequently completed on September 1, 2009, following approval from the Supreme Court of Bermuda, at which time Accenture Ltd became a wholly owned subsidiary of Accenture plc and Accenture plc became our parent holding company. In the Transaction, all of the outstanding Class A and Class X common shares of Accenture Ltd were cancelled and Accenture plc issued Class A and Class X ordinary shares on a one-for-one basis to the holders of the cancelled Accenture Ltd Class A and Class X common shares, as applicable (and cash for any fractional shares). Accenture Ltd was dissolved on December 29, 2009.

Class A ordinary shares of the Irish company, Accenture plc, began trading on the New York Stock Exchange on September 1, 2009 under the symbol *ACN*, the same symbol under which Class A common shares of Accenture Ltd, its predecessor, were previously listed.

The Consolidated Financial Statements included in this report with respect to periods prior to September 1, 2009 reflect the consolidated operations of Accenture Ltd (the predecessor registrant of Accenture plc) and its subsidiaries. The Consolidated Financial Statements included in this report reflect the ownership interests in Accenture SCA and Accenture Canada Holdings Inc. held by certain of our current and former senior executives as noncontrolling interests. The noncontrolling ownership interests percentage was 9% as of August 31, 2011.

---

**Table of Contents**

***Accenture plc Class A and Class X Ordinary Shares***

Each Class A ordinary share and each Class X ordinary share of Accenture plc entitles its holder to one vote on all matters submitted to a vote of shareholders of Accenture plc. A Class X ordinary share does not, however, entitle its holder to receive dividends or to receive payments upon a liquidation of Accenture plc. As described above under History, Class X ordinary shares generally provide the holders of Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares with a vote at Accenture plc shareholder meetings that is equivalent to the voting rights held by Accenture plc Class A ordinary shareholders, while their economic rights consist of interests in Accenture SCA Class I common shares or in Accenture Canada Holdings Inc. exchangeable shares.

Under its memorandum and articles of association, Accenture plc may redeem, at its option, any Class X ordinary share for a redemption price equal to the nominal value of the Class X ordinary share, or \$0.0000225 per share. Accenture plc, as successor to Accenture Ltd, has separately agreed with the original holders of Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares not to redeem any Class X ordinary share of such holder if the redemption would reduce the number of Class X ordinary shares held by that holder to a number that is less than the number of Accenture SCA Class I common shares or Accenture Canada Holdings Inc. exchangeable shares owned by that holder. Accenture plc will redeem Class X ordinary shares upon the redemption or exchange of Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares so that the aggregate number of Class X ordinary shares outstanding at any time does not exceed the aggregate number of Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares outstanding. Class X ordinary shares are not transferable without the consent of Accenture plc.

A transfer of Accenture plc Class A ordinary shares effected by transfer of a book-entry interest in The Depository Trust Company will not be subject to Irish stamp duty. Other transfers of Accenture plc Class A ordinary shares may be subject to Irish stamp duty (currently at the rate of 1% of the price paid or the market value of the Class A ordinary shares acquired, if higher) payable by the buyer.

***Accenture SCA Class I Common Shares***

Only Accenture and our current and former senior executives and their permitted transferees hold Accenture SCA Class I common shares. Each Class I common share entitles its holder to one vote on all matters submitted to the shareholders of Accenture SCA and entitles its holder to dividends and liquidation payments. As of October 11, 2011, Accenture holds a voting interest of approximately 91% of the aggregate outstanding Accenture SCA Class I common shares entitled to vote, with the remaining 9% of the voting interest held by our current and former senior executives and their permitted transferees.

Accenture SCA is obligated, at the option of the holder, to redeem any outstanding Accenture SCA Class I common share at a redemption price per share generally equal to its current market value as determined in accordance with Accenture SCA's articles of association. Under Accenture SCA's articles of association, the market value of a Class I common share that is not subject to transfer restrictions will be deemed to be equal to (i) the average of the high and low sales prices of an Accenture plc Class A ordinary share as reported on the New York Stock Exchange (or on such other designated market on which the Class A ordinary shares trade), net of customary brokerage and similar transaction costs, or (ii) if Accenture plc sells its Class A ordinary shares on the date that the redemption price is determined (other than in a transaction with any employee or an affiliate or pursuant to a preexisting obligation), the weighted average sales price of an Accenture plc Class A ordinary share on the New York Stock Exchange (or on such other market on which the Class A ordinary shares primarily trade), net of customary brokerage and similar transaction costs. Accenture SCA may, at its option, pay this redemption

## **Table of Contents**

price with cash or by delivering Accenture plc Class A ordinary shares on a one-for-one basis. In order to maintain Accenture plc's economic interest in Accenture SCA, Accenture plc generally will acquire additional Accenture SCA common shares each time additional Accenture plc Class A ordinary shares are issued.

Except in the case of a redemption of Class I common shares or a transfer of Class I common shares to Accenture plc or one of its subsidiaries, Accenture SCA's articles of association provide that Accenture SCA Class I common shares may be transferred only with the consent of the general partner of Accenture SCA. In addition, all holders of Class I common shares (except Accenture) are precluded from having their shares redeemed by Accenture SCA or transferred to Accenture SCA, Accenture plc or a subsidiary of Accenture plc at any time or during any period when Accenture SCA determines, based on the advice of counsel, that there is material non-public information that may affect the average price per share of Accenture plc Class A ordinary shares, if the redemption would be prohibited by applicable law, during an underwritten offering due to an underwriters lock-up or during the period from the announcement of a tender offer by Accenture SCA or its affiliates for Accenture SCA Class I common shares until the expiration of ten business days after the termination of the tender offer (other than to tender the holder's Accenture SCA Class I common shares in the tender offer).

### ***Accenture Canada Holdings Inc. Exchangeable Shares***

Holders of Accenture Canada Holdings Inc. exchangeable shares may exchange their shares for Accenture plc Class A ordinary shares at any time on a one-for-one basis. Accenture may, at its option, satisfy this exchange with cash at a price per share generally equal to the market price of an Accenture plc Class A ordinary share at the time of the exchange. Each exchangeable share of Accenture Canada Holdings Inc. entitles its holder to receive distributions equal to any distributions to which an Accenture plc Class A ordinary share entitles its holder. The exchange of all of the outstanding Accenture Canada Holdings Inc. exchangeable shares for Accenture plc Class A ordinary shares would not have a material impact on the equity ownership position of Accenture or the other shareholders of Accenture SCA.

### **Principal Risks and Uncertainties**

In addition to the other information set forth in this report, you should carefully consider the following factors which could materially adversely affect our business, financial condition, results of operations (including revenues and profitability) or stock price. Our business is also subject to general risks and uncertainties that may broadly affect companies, including us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also could materially adversely affect our business, financial condition, results of operations or stock price.

***Our results of operations could be adversely affected by volatile, negative or uncertain economic conditions and the effects of these conditions on our clients' businesses and levels of business activity.***

Global economic conditions affect our clients' businesses and the markets they serve, and volatile, negative or uncertain economic conditions may have an adverse effect on our revenue growth and profitability. Volatile, negative or uncertain economic conditions in our significant markets could undermine business confidence, both in those markets and other markets and cause our clients to reduce or defer their spending on new technologies or initiatives or terminate existing contracts, which would negatively affect our business. Growth in the markets we serve could be at a slow rate, or could stagnate, for an extended period of time. Differing economic conditions and patterns of economic growth and contraction in the geographical regions in which we operate and the industries we serve may affect

**Table of Contents**

demand for our services. A material portion of our revenues and profitability is derived from our clients in Europe and North America. Weakening in these markets as a result of high government deficits, credit downgrades or otherwise, could have a material adverse affect on our results of operations. Ongoing economic volatility and uncertainty affects our business in a number of other ways, including making it more difficult to accurately forecast client demand beyond the short term and effectively build our revenue and resource plans, particularly in consulting. This could result, for example, in us not having the level of appropriate personnel where they are needed, and could have a significant negative impact on our results of operations.

***Our business depends on generating and maintaining ongoing, profitable client demand for our services and solutions, and a significant reduction in such demand could materially affect our results of operations.***

Our revenue and profitability depend on the demand for our services with favorable margins, which could be negatively affected by numerous factors, many of which are beyond our control and unrelated to our work product. As described above, volatile, negative or uncertain global economic conditions could negatively affect client demand for our services and solutions. In addition, developments in the industries we serve, which may be rapid, could shift demand to services and solutions where we are less competitive, or might require significant investment by us to upgrade, enhance or expand our services and solutions to meet that demand. Companies in the industries we serve sometimes seek to achieve economies of scale and other synergies by combining with or acquiring other companies. If one of our current clients merges or consolidates with a company that relies on another provider for its consulting, systems integration and technology, or outsourcing services, we may lose work from that client or lose the opportunity to gain additional work if we are not successful in generating new opportunities from the merger or consolidation. Many of our consulting contracts are less than 12 months in duration, and these contracts typically permit a client to terminate the agreement with as little as 30 days notice. Longer-term, larger and more complex contracts, such as the majority of our outsourcing contracts, generally require a longer notice period for termination and often include an early termination charge to be paid to us, but this charge might not be sufficient to cover our costs or make up for anticipated profits lost upon termination of the contract. If a client is dissatisfied with our services and we are unable to effectively respond to its needs, the client might terminate existing contracts, or reduce or eliminate spending on the services and solutions we provide. Additionally, a client could choose not to retain us for additional stages of a project, try to renegotiate the terms of its contract or cancel or delay additional planned work. When contracts are terminated or not renewed, we lose the anticipated revenues and it may take significant time to replace the level of revenues lost. Consequently, our results of operations in subsequent periods could be materially lower than expected. The specific business or financial condition of a client, changes in management and changes in a client's strategy also are all factors that can result in terminations, cancellations or delays. For example, in fiscal 2009, we experienced a higher volume of contract terminations and restructurings as a result of challenging economic conditions and clients being acquired, which negatively affected our results of operations. It could also result in pressure to reduce the cost of our services. For example, during fiscal years 2009 and 2010, challenging economic conditions led to our moving work more quickly into our Global Delivery Network than planned in order to respond to client demand to reduce costs, which resulted in our revenues being less than anticipated.

---

**Table of Contents**

*If we are unable to keep our supply of skills and resources in balance with client demand around the world and attract and retain professionals with strong leadership skills, our business, the utilization rate of our professionals and our results of operations may be materially adversely affected.*

Our success is dependent, in large part, on our ability to keep our supply of skills and resources in balance with client demand around the world and our ability to attract and retain personnel with the knowledge and skills to lead our business globally. Experienced personnel in our industry are in high demand, and competition for talent is intense. We must hire, retain and motivate appropriate numbers of talented people with diverse skills in order to serve clients across the globe, respond quickly to rapid and ongoing technology and industry developments and grow and manage our business. For example, if we are unable to hire or continually train our employees to keep pace with the rapid and continuing changes in technology and the industries we serve, we may not be able to develop and deliver new services and solutions to fulfill client demand. As we expand our services and solutions, we also hire and must retain an increasing number of professionals with different skills and professional expectations than the majority of our personnel. If we are unable to successfully integrate, motivate and retain these professionals, our ability to continue to secure work in those industries may suffer.

We are particularly dependent on retaining our senior executives and other experienced managers, and if we are unable to do so, our ability to develop new business and effectively lead our current projects could be jeopardized. We depend on identifying, developing and retaining key employees to provide leadership and direction for our businesses. This includes developing talent and leadership capabilities in emerging markets, where the depth of skilled employees is often limited and competition for these resources is intense. Our geographic expansion strategy in emerging markets depends on our ability to attract, retain and integrate both local business leaders and people with the appropriate delivery skills.

Similarly, our profitability depends on our ability to effectively utilize personnel with the right mix of skills and experience to perform services for our clients, including our ability to transition employees to new assignments on a timely basis. If we are unable to effectively mobilize our employees globally on a timely basis to fulfill the needs of our clients, our ability to perform our work profitably could suffer. If the utilization rate of our professionals is too high, it could have an adverse effect on employee engagement and attrition, the quality of the work performed as well as our ability to staff projects. If our utilization rate is too low, our profitability and the engagement of our employees could suffer. The costs associated with recruiting and training employees are significant. The mobility of our employees also contributes to the effective operation of our global business model. Increased regulation of immigration or work visas, including limitations placed on the number of visas granted, limitations on the type of work performed or location in which it can be performed, and new or higher minimum salary requirements, could make it more difficult to deploy our employees on client engagements and could increase costs.

There is a risk that at certain points in time and in certain geographical regions, we will find it difficult to hire and retain a sufficient number of employees with the skills or backgrounds to meet current and/or future demand. In these cases, we might need to redeploy existing personnel or increase our reliance on subcontractors to fill certain labor needs, and if not done effectively, our profitability could be negatively impacted. Additionally, if demand were to escalate at a high rate, we may need to adjust our compensation practices, which could put upward pressure on our costs and adversely affect our profitability if we are unable to recover these increased costs. At certain times, however, we may also have more personnel than we need in certain skill sets or geographies. In these situations, we must evaluate voluntary attrition and use increased involuntary terminations and reduced levels of new hiring as means to keep our supply of skills and resources in balance with client demand in those geographies.



## **Table of Contents**

*The consulting and outsourcing markets are highly competitive, and we might not be able to compete effectively.*

The markets in which we offer our services are highly competitive. Our competitors include:

off-shore service providers in lower-cost locations, particularly in India, the Philippines and China, that offer services similar to those we offer, often at highly competitive prices and on more aggressive contractual terms;

large multinational providers, including the services arms of large global technology providers (hardware and software), that offer some or all of the services that we do;

niche solution or service providers or local competitors that compete with us in a specific geographic market, industry segment or service area, including companies that provide new or alternative products, services or delivery models;

accounting firms that are expanding or building their provision of some consulting services, including through acquisitions; and

in-house departments of large corporations that use their own resources, rather than engage an outside firm for the types of services we provide.

Some competitors are companies that may have greater financial, marketing or other resources than we do and, therefore, may be better able to compete for new work and skilled professionals.

Even if we have potential offerings that address marketplace or client needs, competitors may be more successful at selling similar services they offer, including to companies that are our clients. Some competitors are more established in certain emerging markets, and that may make our geographic expansion strategy in these markets more challenging. Additionally, competitors may also offer more aggressive contractual terms, which may affect our ability to win work. Our future performance is largely dependent on our ability to compete successfully in the markets we currently serve, while expanding into additional markets. If we are unable to compete successfully, we could lose market share and clients to competitors, which could materially adversely affect our results of operations.

In addition, we may face greater competition due to consolidation of companies in the technology sector, through strategic mergers or acquisitions. Consolidation activity may result in new competitors with greater scale, a broader footprint, or offerings that are more attractive than ours. For example, there has been a continuing trend toward consolidation among hardware manufacturers, software developers and vendors, and service providers, which has resulted in the convergence of products and services. Over time, our access to such products and services may be reduced as a result of this consolidation. Additionally, vertically integrated companies are able to offer as a single provider, more integrated services (software and hardware) to clients than we can, and therefore may represent a more attractive alternative to clients. If buyers of services favor using a single provider for an integrated technology stack, such buyers may direct more business to such competitors, and this could materially adversely affect our competitive position and our results of operations.

*We could have liability or our reputation could be damaged if we fail to protect client and Accenture data or information systems as obligated by law or contract or if our information systems are breached.*

We are dependent on information technology networks and systems to process, transmit and store electronic information and to communicate among our locations around the world and with our clients, alliance partners, and vendors. The breadth and complexity of this infrastructure increases the potential risk of security breaches. Such breaches could lead to shutdowns or disruptions of our systems and potential unauthorized disclosure of confidential information.

## **Table of Contents**

In providing services to clients, we often manage, utilize and store sensitive or confidential client or Accenture data, including personal data. As a result, we are subject to numerous laws and regulations designed to protect this information, such as the national laws implementing the European Union Directive on Data Protection and various U.S. federal and state laws governing the protection of health or other personally identifiable information. These laws and regulations are increasing in complexity and number, change frequently and sometimes conflict among the various countries in which we operate. If any person, including any of our employees, negligently disregards or intentionally breaches our established controls with respect to client or Accenture data, or otherwise mismanages or misappropriates that data, we could be subject to significant monetary damages, regulatory enforcement actions, fines, and/or criminal prosecution in one or more jurisdictions. These monetary damages might not be subject to a contractual limit of liability or an exclusion of consequential or indirect damages and could be significant. Unauthorized disclosure of sensitive or confidential client or Accenture data, whether through systems failure, employee negligence, fraud or misappropriation, could damage our reputation and cause us to lose clients. Similarly, unauthorized access to or through our information systems or those we develop for our clients, whether by our employees or third parties, including an attack by computer programmers and hackers who may develop and deploy viruses, worms or other malicious software programs, could result in negative publicity, legal liability and damage to our reputation and could have a material adverse effect on our results of operations.

***Our Global Delivery Network is increasingly concentrated in India and the Philippines, which may expose us to operational risks.***

Our business model is dependent on our Global Delivery Network, which includes Accenture personnel based at more than 50 delivery centers around the world. While these delivery centers are located throughout the world, we have based large portions of our delivery network in India, where we have the largest number of people in our delivery network located, and the Philippines, where we have the second largest number of people located. Concentrating our Global Delivery Network in these locations presents a number of operational risks, many of which are beyond our control. India and the Philippines have experienced natural disasters and are subject to pandemics, severe weather conditions, including earthquakes, volcanoes, cyclones, typhoons, floods and other storms, which may occur again and could impair the ability of our people to safely travel to and work in our facilities. Additionally, both countries have experienced political instability and worker strikes. India in particular has experienced civil unrest and hostilities with neighboring countries, including Pakistan. Military activity or civil hostilities in the future, as well as terrorist activities, natural disasters and other conditions, which are described more fully below, could significantly disrupt our ability to perform work through our delivery centers. Our business continuity and disaster recovery plans may not be effective, particularly if catastrophic events occur. If any of these circumstances occurs, we have a greater risk that the interruptions in communications with our clients and other Accenture locations and personnel, and any down-time in important processes we operate for clients, could result in a material adverse effect on our results of operations and our reputation in the marketplace.

***As a result of our geographically diverse operations and our growth strategy to continue geographic expansion, we are more susceptible to certain risks.***

We have offices and operations in more than 200 cities in 54 countries around the world. One aspect of our growth strategy is to continue to expand globally, and particularly to seek significant growth in our priority emerging markets. We cannot guarantee that our growth strategy will be successful. If we are unable to manage the risks of our global operations and geographic expansion strategy, including fluctuations in foreign exchange and inflation rates, international hostilities, natural disasters, security

---

**Table of Contents**

breaches, failure to maintain compliance with our clients' control requirements and multiple legal and regulatory systems, our results of operations and ability to grow could be materially adversely affected. In addition, emerging markets generally involve greater financial and operational risks, such as those described below, than our more mature markets. Negative or uncertain political climates in countries or geographies where we operate could also adversely affect us.

*Our results of operations could be materially adversely affected by fluctuations in foreign currency exchange rates.* Although we report our results of operations in U.S. dollars, a majority of our net revenues is denominated in currencies other than the U.S. dollar. Unfavorable fluctuations in foreign currency exchange rates could have a material adverse effect on our results of operations.

Because our consolidated financial statements are presented in U.S. dollars, we must translate revenues, expenses and income, as well as assets and liabilities, into U.S. dollars at exchange rates in effect during or at the end of each reporting period. Therefore, changes in the value of the U.S. dollar against other currencies will affect our net revenues, operating income and the value of balance-sheet items originally denominated in other currencies. These changes cause our growth in consolidated earnings stated in U.S. dollars to be higher or lower than our growth in local currency when compared against other periods.

As we continue to leverage our global delivery model, more of our expenses are incurred in currencies other than those in which we bill for the related services. An increase in the value of certain currencies, such as the Indian rupee, against the U.S. dollar could increase costs for delivery of services at off-shore sites by increasing labor and other costs that are denominated in local currency. There can be no assurance that our contractual provisions will offset their impact, or that our currency hedging activities, which are designed to partially offset this impact, will be successful. This could result in a decrease in the profitability of our contracts that are utilizing delivery center resources. In addition, our currency hedging activities are themselves subject to risk. These include risks related to counterparty performance under hedging contracts and risks related to currency fluctuations. We also face risks that extreme economic conditions, political instability, or hostilities or disasters of the type described below could impact our underlying exposures, perhaps eliminating them. Such an event could lead to losses being recognized on the currency hedges then in place, not offset by anticipated changes in the underlying hedge exposure.

*We could be subject to strict restrictions on the movement of cash and the exchange of foreign currencies.* In some countries, we could be subject to strict restrictions on the movement of cash and the exchange of foreign currencies, which would limit our ability to use this cash across our global operations. This risk could increase as we continue our geographic expansion in emerging markets, which are more likely to impose these restrictions than more established markets.

*International hostilities, terrorist activities, natural disasters, pandemics and infrastructure disruptions could prevent us from effectively serving our clients and thus adversely affect our results of operations.* Acts of terrorist violence, political unrest, armed regional and international hostilities and international responses to these hostilities, natural disasters, like the earthquake and resulting tsunami in Japan in March 2011, global health risks or pandemics or the threat of or perceived potential for these events could have a negative impact on us. These events could adversely affect our clients' levels of business activity and precipitate sudden significant changes in regional and global economic conditions and cycles. These events also pose significant risks to our people and to physical facilities and operations around the world, whether the facilities are ours or those of our alliance partners or clients. By disrupting communications and travel and increasing the difficulty of obtaining and retaining highly skilled and

## **Table of Contents**

qualified personnel, these events could make it difficult or impossible for us to deliver services to our clients. Extended disruptions of electricity, other public utilities or network services at our facilities, as well as system failures at, or security breaches in, our facilities or systems, could also adversely affect our ability to serve our clients. We might be unable to protect our people, facilities and systems against all such occurrences. We generally do not have insurance for losses and interruptions caused by terrorist attacks, conflicts and wars. If these disruptions prevent us from effectively serving our clients, our results of operations could be adversely affected.

*Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements, and violation of these regulations could harm our business.* We are subject to numerous, and sometimes conflicting, legal regimes on matters as diverse as anticorruption, import/export controls, content requirements, trade restrictions, tariffs, taxation, sanctions, immigration, internal and disclosure control obligations, securities regulation, anti-competition, data privacy and labor relations. This includes in emerging markets where legal systems may be less developed or familiar to us. Compliance with diverse legal requirements is costly, time-consuming and requires significant resources. Violations of one or more of these regulations in the conduct of our business could result in significant fines, criminal sanctions against us or our officers, prohibitions on doing business and damage to our reputation. Violations of these regulations in connection with the performance of our obligations to our clients also could result in liability for significant monetary damages, fines and/or criminal prosecution, unfavorable publicity and other reputational damage, restrictions on our ability to process information and allegations by our clients that we have not performed our contractual obligations. Due to the varying degrees of development of the legal systems of the countries in which we operate, local laws might be insufficient to protect our rights.

In particular, in many parts of the world, including countries in which we operate and/or seek to expand, practices in the local business community might not conform to international business standards and could violate anticorruption laws, or regulations, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act 2010. Our employees, subcontractors, agents, alliance or joint venture partners and other third parties with which we associate, could take actions that violate policies or procedures designed to promote legal and regulatory compliance or applicable anticorruption laws or regulations. Violations of these laws or regulations by us, our employees or any of these third parties could subject us to criminal or civil enforcement actions (whether or not we participated or knew about the actions leading to the violations), including fines or penalties, disgorgement of profits and suspension or disqualification from work, including U.S. federal contracting, any of which could materially adversely affect our business, including our results of operations and our reputation.

Changes in laws and regulations could also mandate significant and costly changes to the way we implement our services and solutions or could impose additional taxes on our services and solutions. For example, because outsourcing and systems integration represent a significant portion of our business, changes in laws and regulations to limit using off-shore resources in connection with our government work, which have been proposed from time to time in various jurisdictions, could adversely affect our results of operations. Such changes may result in contracts being terminated, or work being transferred on-shore, resulting in greater costs to us and could have a negative impact on our ability to obtain future work from government clients.

---

**Table of Contents**

***Our results of operations could materially suffer if we are not able to obtain sufficient pricing to enable us to meet our profitability expectations.***

If we are not able to obtain sufficient pricing for our services to enable us to meet our profitability, our revenues and profitability expectations could materially suffer. The rates we are able to charge for our services are affected by a number of factors, including:

general economic and political conditions;

the competitive environment in our industry, as described below;

our clients' desire to reduce their costs;

our ability to accurately estimate, attain and sustain contract revenues, margins and cash flows over the full contract period, which includes our ability to estimate the impact of inflation and foreign exchange on our margins over long-term contracts; and

procurement practices of clients and their use of third-party advisors.

The competitive environment in our industry affects our ability to obtain favorable pricing in a number of ways, all of which could have a material negative impact on our results of operations. The less we are able to differentiate our services and solutions and/or clearly convey the value of our services and solutions, the more risk we have that they will be seen as commodities, with price being the driving factor in selecting a service provider. In addition, the introduction of new services or products by competitors could reduce our ability to obtain favorable pricing for the services or products we offer. Increased competition from companies located in lower-cost locations has reduced the prices we can charge for some of our services, particularly in the outsourcing and systems integration markets. Competitors may be willing, at times, to price contracts lower than us in an effort to enter the market or increase market share. Further, if competitors develop and implement methodologies that yield greater efficiency and productivity, they may be able to offer services similar to ours at lower prices.

***If our pricing estimates do not accurately anticipate the cost, risk and complexity of performing our work or third parties upon which we rely do not meet their commitments, then our contracts could have delivery inefficiencies and be unprofitable.***

Our pricing for our services and solutions is highly dependent on our forecasts and predictions about the level of effort and cost necessary to deliver such services and solutions, which might be based on limited data and could turn out to be materially inaccurate. If we do not accurately estimate the effort, costs or timing for meeting our contractual commitments and/or completing projects to a client's satisfaction, our contracts could yield lower profit margins than planned, or be unprofitable. Our pricing, cost and profit margin estimates on our consulting work and frequently on our outsourcing work, include anticipated long-term cost savings for the client that we expect to achieve and sustain over the life of the contract. We may fail to accurately assess the risks associated with potential contracts. This could result in existing contracts and contracts entered into in the future being less profitable than expected or unprofitable, which could have an adverse effect on our profitability.

If we experience unanticipated delivery difficulties due to our management, the failure of third parties to meet their commitments, or for any other reason, our contracts could yield lower profit margins than planned or be unprofitable. In particular, large and complex arrangements often require that we utilize subcontractors or that our services and solutions incorporate or coordinate with the software, systems or infrastructure requirements of other vendors and service providers, including companies with which we have alliances. Our profitability depends on the ability of these subcontractors, vendors and service providers to deliver their products and services in a timely manner and in accordance with the

---

**Table of Contents**

project requirements, as well as on our effective oversight of their performance. Some of this work involves new technologies, which may not work as intended or may take more effort to implement than initially predicted. In some cases, these subcontractors are small firms, and they might not have the resources or experience to successfully integrate their services or products with large-scale projects or enterprises. In addition, certain client work requires the use of unique and complex structures and alliances, some of which require us to assume responsibility for the performance of third parties whom we do not control. Any of these factors could adversely affect our ability to perform and subject us to additional liabilities, which could have a material adverse effect on relationships with our clients and on our results of operations.

***Our work with government clients exposes us to additional risks inherent in the government contracting environment.***

Our clients include national, provincial, state and local governmental entities. Our government work carries various risks inherent in the government contracting process. These risks include, but are not limited to, the following:

Government entities typically fund projects through appropriated monies. While these projects are often planned and executed as multi-year projects, the government entities usually reserve the right to change the scope of or terminate these projects for lack of approved funding and at their convenience. Changes in government or political developments, including budget deficits, shortfalls, uncertainties or other debt constraints, such as those recently experienced in the U.S. and certain countries in Europe, could result in our projects being reduced in price or scope or terminated altogether, which also could limit our recovery of incurred costs, reimbursable expenses and profits on work completed prior to the termination. Furthermore, if insufficient funding is appropriated to the government entity to cover termination costs, we may not be able to fully recover our investments.

Government entities, particularly in the United States, often reserve the right to audit our contract costs and conduct inquiries and investigations of our business practices with respect to government contracts. If these audits conclude that the costs are not reimbursable, then we will not be allowed to bill for them, or the cost must be refunded to the government if it has already been paid to us. Findings from an audit also could result in our being required to prospectively adjust previously agreed rates for our work, may affect our future profitability or may prevent us, by operation of law or in practice, from receiving new government contracts for some period of time. In the U.S., pending final audit determinations, the government may require us not to bill a percentage of our costs, and we may be subject to such requirement with respect to current open audits or future audits. U.S. government agencies, including the Defense Contract Audit Agency, routinely audit our contract costs, including allocated indirect costs and compliance with the Cost Accounting Standards, and conduct system reviews, investigations and other inquiries of our performance and business practices with respect to our government contracts. In addition, if the government auditors find, and the Defense Contract Management Agency (which has administrative authority over our U.S. government contracts) concludes, that certain costs are not reimbursable, have not been properly determined or are based on outdated estimates of our work, then we will not be allowed to bill for such costs or may have to refund money that has already been paid to us.

If a government client discovers improper or illegal activities in the course of audits or investigations, we may become subject to various civil and criminal penalties, including those under the civil U.S. False Claims Act, and administrative sanctions, which may include

**Table of Contents**

termination of contracts, forfeiture of profits, suspension of payments, fines and suspensions or debarment from doing business with other agencies of that government. The inherent limitations of internal controls may not prevent or detect all improper or illegal activities.

U.S. government contracting regulations impose strict compliance and disclosure obligations. Disclosure is required if certain company personnel have knowledge of credible evidence of a violation of federal criminal laws involving fraud, conflict of interest, bribery or improper gratuity, a violation of the civil U.S. False Claims Act or receipt of a significant overpayment from the government. Failure to make required disclosures could be a basis for suspension and/or debarment from federal government contracting in addition to breach of the specific contract and could also impact contracting beyond the U.S. federal level. Reported matters also could lead to audits or investigations and other civil, criminal or administrative sanctions.

Because we are incorporated in Ireland, our U.S. federal practice operates under a separate agreement with the U.S. federal government in order to perform classified work for the U.S. government. We may be required by the government to amend the agreement from time to time, and we are currently in discussions with the U.S. government regarding proposed amendments. Depending on the outcome of those discussions, we might be required to adjust our current operations and/or incur additional costs in order to continue to perform certain services for the U.S. government, and we cannot predict at this time the total costs or whether the changes will adversely affect us.

Government contracts, and the proceedings surrounding them, are often subject to more extensive scrutiny and publicity than contracts with commercial clients. Negative publicity related to our government contracts, including an allegation of improper or illegal activity, regardless of its accuracy, may adversely affect our reputation.

Political and economic factors such as pending elections, the outcome of recent elections, changes in leadership among key executive or legislative decision makers, revisions to governmental tax or other policies and reduced tax revenues can affect the number and terms of new government contracts signed or the speed at which new contracts are signed, decrease future levels of spending and authorizations for programs that we bid, shift spending priorities to programs in areas for which we do not provide services and/or lead to changes in enforcement or how compliance with relevant rules or laws is assessed.

Terms and conditions of government contracts tend to be more onerous and are often more difficult to negotiate than those for commercial contracts. For example, government contracts often contain high or unlimited liability for breaches, less favorable payment terms, and sometimes require us to take on liability for the performance of third parties.

Legislative proposals remain under consideration or could be proposed in the future, which, if enacted, could limit or even prohibit our eligibility to be awarded state or federal government contracts in the United States in the future. Various U.S. federal and state legislative proposals have been introduced and/or enacted in recent years that deny government contracts to certain U.S. companies that reincorporate or have reincorporated outside the United States. While Accenture was not a U.S. company that reincorporated outside the United States, it is possible that these contract bans and other legislative proposals could be applied in a way to negatively affect Accenture.

The occurrences or conditions described above could affect not only our business with the particular government entities involved, but also our business with other entities of the same or other governmental bodies or with certain commercial clients. If any of the risks discussed above were to occur, it could have a material adverse effect on our business or our results of operations.

## **Table of Contents**

***Our business could be materially adversely affected if we incur legal liability in connection with providing our services and solutions.***

We could be subject to significant legal liability and litigation expense if we fail to meet our contractual obligations, or otherwise breach obligations, to third parties, including clients, alliance partners, and other parties with whom we conduct business, or if our subcontractors breach or dispute the terms of our agreements with them and impede our ability to meet our obligations to our clients. We may enter into agreements with non-standard terms because we perceive an important economic opportunity or because our personnel did not adequately follow our contracting guidelines. In addition, the contracting practices of competitors, along with the demands of increasingly sophisticated clients, may cause contract terms and conditions that are unfavorable to us to become new standards in the marketplace. We may find ourselves committed to providing services or solutions that we are unable to deliver or whose delivery will reduce our profitability or cause us financial loss. If we cannot or do not perform our obligations, we could face significant legal liability, and our contracts might not always protect us adequately through limitations on the scope of our potential liability, because a third party may allege fraud or other wrongdoing to prevent us from relying upon those contractual protections. A failure of a client's system based on our services or solutions could subject us to a claim for significant damages that could materially adversely affect our results of operations. If we cannot or do not meet our contractual obligations to provide such solutions and services, and if our exposure is not adequately limited through the terms of our agreements, or if liability limitations are not enforced, we might face significant legal liability and litigation expense and our results of operations could be materially adversely affected. In addition to expense, litigation can be lengthy and disruptive to normal business operations, and litigation results can be unpredictable. While we maintain insurance for certain potential liabilities, such insurance does not cover all types and amounts of potential liabilities, and is subject to various exclusions as well as caps on amounts recoverable. Even if we believe a claim is covered by insurance, insurers may dispute our entitlement to recovery for a variety of potential reasons, which may affect the timing and amount of our recovery.

***Our results of operations and ability to grow could be materially negatively affected if we cannot adapt and expand our services and solutions in response to ongoing changes in technology and offerings by new entrants.***

Our success depends on our ability to continue to develop and implement services and solutions that anticipate and respond to rapid and continuing changes in technology and industry developments and offerings by new entrants to serve the evolving needs of our clients. Current areas of significant change include mobility, cloud-based computing and the processing and analyzing of large amounts of data. Technological developments such as these may materially affect the cost and use of technology by our clients. Our growth strategy focuses on responding to these types of developments by driving innovation for our core business as well as through new business initiatives beyond our core business that will enable us to differentiate our services and solutions. If we do not sufficiently invest in new technology and industry developments, or if we do not make the right strategic investments to respond to these developments and successfully drive innovation, our services and solutions, our results of operations, and our ability to develop and maintain a competitive advantage and continue to grow could be negatively affected.

In addition, we operate in a quickly evolving environment, in which there currently are, and we expect will continue to be, new technology entrants. New services or technologies offered by competitors or new entrants may make our offerings less differentiated or less competitive, when compared to other alternatives, which may adversely affect our results of operations.



---

**Table of Contents**

***Outsourcing services subject us to different operational risks than our consulting and systems integration services.***

Outsourcing services, which represented approximately 41% of our net revenues in fiscal 2011, present different operational risks, when compared to our consulting and systems integration services. Our outsourcing services involve taking over the operation of certain portions of our clients' businesses, which may include the operation of functions that are critical to the core businesses of our clients. In fiscal 2011, we expanded our outsourcing services and solutions into new areas, such as care management and mortgage processing, and we expect to continue to do so. Expanding into new areas may expose us to additional regulatory or other risks specific to such new areas. We could also incur liability for failure to comply with laws or regulations applicable to the services we provide clients.

We may also face exposure in our outsourcing business if we contribute to internal controls issues of a client. If a process we manage for a client were to result in internal controls failures at the client or impair our client's ability to comply with its own internal control requirements, there is a risk that we could face legal liability. Many of our clients request that we obtain an audit under Statement on Auditing Standards No. 70 (SAS 70) of the control activities we perform for them when we host or process data belonging to them (effective June 15, 2011, SAS 70 was retired and replaced with Statement on Standards for Attestation Engagements No. 16 and International Standard on Assurance Engagements 3402). If we receive a qualified opinion, or do not deliver the audit reports timely, our ability to acquire new clients and retain existing clients may be adversely affected and our reputation could be harmed.

***Our services or solutions could infringe upon the intellectual property rights of others or we might lose our ability to utilize the intellectual property of others.***

We cannot be sure that our services and solutions, or the solutions of others that we offer to our clients, do not infringe on the intellectual property rights of third parties, and these third parties could claim that we or our clients are infringing upon their intellectual property rights. These claims could harm our reputation, cost us money or prevent us from offering some services or solutions. Any related proceedings could require us to expend significant time and effort over an extended period of time. In most of our contracts, we agree to indemnify our clients for expenses and liabilities resulting from claimed infringements of the intellectual property rights of third parties. In some instances, the amount of these indemnities could be greater than the revenues we receive from the client. Any claims or litigation in this area could be time-consuming and costly, injure our reputation and/or require us to incur additional costs to obtain the right to continue to offer a service or solution to our clients. If we cannot secure this right at all or on reasonable terms, or we cannot substitute alternative technology, our operations could be materially adversely affected. Additionally, in recent years, individuals and firms have begun purchasing intellectual property assets for the sole purpose of asserting claims of infringement and attempting to extract settlements from large companies. If a claim of infringement were successful against us or our clients, an injunction might be ordered against our client or our own services or operations, causing further damages.

We could lose our ability to utilize the intellectual property of others. Third-party suppliers of software, hardware or other intellectual assets could be acquired or sued, and this could disrupt use of their products or services by Accenture and our clients. If our ability to provide services and solutions to our clients is impaired, our results of operations could be materially adversely affected.

## **Table of Contents**

### ***We have only a limited ability to protect our intellectual property rights, which are important to our success.***

Our success depends, in part, upon our ability to protect our proprietary methodologies and other intellectual property. Existing laws of some countries in which we provide services or solutions might offer only limited protection of our intellectual property rights. We rely upon a combination of trade secrets, confidentiality policies, nondisclosure and other contractual arrangements, and patent, copyright and trademark laws to protect our intellectual property rights. These laws are subject to change at any time and could further restrict our ability to protect our innovations. Our intellectual property rights may not prevent competitors from independently developing products and services similar to or duplicative of ours. Further, the steps we take in this regard might not be adequate to prevent or deter infringement or other misappropriation of our intellectual property by competitors, former employees or other third parties, and we might not be able to detect unauthorized use of, or take appropriate and timely steps to enforce, our intellectual property rights. Enforcing our rights might also require considerable time, money and oversight and we may not be successful in enforcing our rights.

Depending on the circumstances, we might need to grant a specific client greater rights in intellectual property developed in connection with a contract than we otherwise generally do. In certain situations, we might forego all rights to the use of intellectual property we create, which would limit our ability to reuse that intellectual property for other clients. Any limitation on our ability to provide a service or solution could cause us to lose revenue-generating opportunities and require us to incur additional expenses to develop new or modified solutions for future projects.

### ***Our ability to attract and retain business and employees may depend on our reputation in the marketplace.***

We believe the Accenture brand name and our reputation are important corporate assets that help distinguish our services from those of competitors and also contribute to our efforts to recruit and retain talented employees. However, our corporate reputation is potentially susceptible to material damage by events such as disputes with clients, information technology security breaches or service outages, internal control deficiencies, or other delivery failures. Similarly, our reputation could be damaged by actions or statements of current or former clients, employees, competitors, vendors and alliance partners, adversaries in legal proceedings, government regulators, as well as members of the investment community and the media. There is a risk that negative information about Accenture, even if based on rumor or misunderstanding, could adversely affect our business. Damage to our reputation could be difficult and time-consuming to repair, could make potential or existing clients reluctant to select us for new engagements, resulting in a loss of business, and could adversely affect our recruitment and retention efforts. Damage to our reputation could also reduce the value and effectiveness of the Accenture brand name and could reduce investor confidence in us, materially adversely affecting our share price.

### ***Our alliance relationships may not be successful or may change, which could adversely affect our results of operations.***

We have alliances with companies whose capabilities complement our own. A very significant portion of our services and solutions are based on technology or software provided by a few major providers which are our alliance partners. The priorities and objectives of our alliance partners may differ from ours. As most of our alliance relationships are non-exclusive, our alliance partners are not prohibited from competing with us or forming closer or preferred arrangements with our competitors. One or more of our key alliance partners may be acquired by a competitor, or key alliances partners might merge with each other, either of which could reduce our access over time to the technology or software

## **Table of Contents**

provided by those partners. If we do not obtain the expected benefits from our alliance relationships for any reason, we may be less competitive, our ability to offer attractive solutions to our clients may be negatively affected, and our results of operations could be adversely affected.

*We may not be successful at identifying, acquiring or integrating other businesses.*

We expect to continue pursuing strategic and targeted acquisitions, intended to enhance or add to our offerings of services and solutions, or enable us to expand in certain geographic and other markets. Depending on the opportunities available, we may increase the amount of investment in such acquisitions. We may not successfully identify suitable acquisition candidates. We also might not succeed in completing targeted transactions or achieve desired results of operations. Furthermore, we face risks in successfully integrating any businesses we might acquire. Ongoing business may be disrupted and our management's attention may be diverted by acquisition, transition or integration activities. In addition, we might need to dedicate additional management and other resources, and our organizational structure could make it difficult for us to efficiently integrate acquired businesses into our ongoing operations and assimilate and retain employees of those businesses into our culture and operations. We may have difficulties as a result of entering into new markets where we have limited or no direct prior experience or where competitors may have stronger market positions. We might fail to realize the expected benefits or strategic objectives of any acquisition we undertake. We might not achieve our expected return on investment, or may lose money. We may be adversely impacted by liabilities that we assume from an acquired company, including from terminated employees, current or former clients, or other third parties, and may fail to identify or assess the magnitude of certain liabilities, shortcomings or other circumstances prior to acquiring a company, which could result in unexpected litigation or regulatory exposure, unfavorable accounting treatment, unexpected increases in taxes or other adverse effects on our business. If we are unable to complete the number and kind of acquisitions for which we plan, or if we are inefficient or unsuccessful at integrating any acquired businesses into our operations, we may not be able to achieve our planned rates of growth or improve our market share, profitability or competitive position in specific markets or services.

*Our profitability could suffer if our cost-management strategies are unsuccessful, and we may not be able to improve our profitability through improvements to cost-management to the degree we have done in the past.*

Our ability to improve or maintain our profitability is dependent on our being able to successfully manage our costs. Our cost management strategies include maintaining appropriate alignment between the demand for our services and our resource capacity, optimizing the costs of service delivery and maintaining or improving our sales and marketing and general and administrative costs as a percentage of revenues. We have also taken actions to reduce certain costs, and these initiatives include, without limitation, ongoing global consolidation of our office space and re-alignment of portions of our non-client-facing workforce to lower-cost locations. There is no guarantee that these, or other cost-management efforts will be successful, that our efficiency will be enhanced, or that we will achieve desired levels of profitability. Over time, we have seen an improvement in general and administrative costs. Because of the significant steps taken in the past to reduce costs, we may not be able to continue to deliver efficiencies in our cost management, to the same degree as in the past. If we are not effective in reducing our operating costs in response to changes in demand or pricing, or if we are unable to absorb or pass on increases in the compensation of our employees by moving more work to lower-cost locations or otherwise, our margins and results of operations could be materially adversely affected.

## **Table of Contents**

***Many of our contracts include performance payments that link some of our fees to the attainment of performance or business targets and/or require us to meet specific service levels. This could increase the variability of our revenues and impact our margins.***

Many of our contracts include performance clauses that tie our compensation to the achievement of agreed-upon performance standards or milestones. If we fail to satisfy these measures, it could significantly reduce or eliminate our fees under the contracts, increase the cost to us of meeting performance standards or milestones, delay expected payments or subject us to potential damage claims under the contract terms. Clients also often have the right to terminate a contract and pursue damage claims under the contract for serious or repeated failure to meet these service levels. We also have a number of contracts, in both outsourcing and consulting, in which a portion of our fees or incentives depends on performance measures such as cost-savings, revenue enhancement, benefits produced, business goals attained and adherence to schedule. These goals can be complex and may depend on our clients' actual levels of business activity or may be based on assumptions that are later determined not to be achievable or accurate. These provisions could increase the variability in revenues and margins earned on those contracts.

***Changes in our level of taxes, and audits, investigations and tax proceedings, or changes in our treatment as an Irish company, could have a material adverse effect on our results of operations and financial condition.***

We are subject to income taxes in numerous jurisdictions. We calculate and provide for income taxes in each tax jurisdiction in which we operate. Tax accounting often involves complex matters and judgment is required in determining our worldwide provision for income taxes and other tax liabilities. We are subject to ongoing tax audits in various jurisdictions. Tax authorities have disagreed, and may in the future disagree, with our judgments, or may take increasingly aggressive positions with respect to the judgments we make. We regularly assess the likely outcomes of these audits in order to determine the appropriateness of our tax liabilities. However, our judgments might not be sustained as a result of these audits, and the amounts ultimately paid could be different from the amounts previously recorded. In addition, our effective tax rate in the future could be adversely affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities and changes in tax laws. Tax rates in the jurisdictions in which we operate may change as a result of macroeconomic or other factors outside of our control. For example, Ireland faces continuing economic uncertainty, including in connection with its outstanding debt obligations. These uncertainties have led to discussion regarding a potential increase to the corporate tax rate. Increases in the tax rate in Ireland or any of the jurisdictions in which we operate could have a negative impact on our profitability. In addition, changes in tax laws, treaties or regulations, or their interpretation or enforcement, may be unpredictable, particularly in less developed markets, and could become more stringent, which could materially adversely affect our tax position. Any of these occurrences could have a material adverse effect on our results of operations and financial condition.

Although we expect to be able to rely on the tax treaty between the U.S. and Ireland, there can be no assurance that legislative or diplomatic action will not be taken that would prevent us from being able to rely on such treaty. Our inability to rely on such treaty would subject us to increased taxation or significant additional expense. Congressional proposals could change the definition of a U.S. person for U.S. federal income tax purposes, which could subject us to increased taxation. In addition, we could be materially adversely affected by future changes in tax law or policy in Ireland or other jurisdictions where we operate, including their treaties with the United States. These changes could be exacerbated by economic, budget or other challenges facing Ireland or these other jurisdictions.

---

**Table of Contents**

***If we are unable to manage the organizational challenges associated with our size, we might be unable to achieve our business objectives.***

As of August 31, 2011, we had approximately 236,000 employees worldwide. Our size and scale present significant management and organizational challenges. It might become increasingly difficult to maintain effective standards across a large enterprise and effectively institutionalize our knowledge. It might also become more difficult to maintain our culture, effectively manage and monitor our personnel and operations and effectively communicate our core values, policies and procedures, strategies and goals, particularly given our world-wide operations. Finally, the size and scope of our operations increase the possibility that we will have employees who engage in unlawful or fraudulent activity, or otherwise expose us to unacceptable business risks, despite our efforts to train them and maintain internal controls to prevent such instances. For example, the inappropriate use of social networking sites by our employees could result in breaches of confidentiality, unauthorized disclosure of non-public company information or damage to our reputation. If we do not continue to develop and implement the right processes and tools to manage our enterprise and instill our culture and core values into all of our employees, our ability to compete successfully and achieve our business objectives could be impaired.

***If we are unable to collect our receivables or unbilled services, our results of operations, financial condition and cash flows could be adversely affected.***

Our business depends on our ability to successfully obtain payment from our clients of the amounts they owe us for work performed. We evaluate the financial condition of our clients and usually bill and collect on relatively short cycles. In limited circumstances, we also extend financing to our clients. We have established allowances for losses of receivables and unbilled services. Actual losses on client balances could differ from those that we currently anticipate and as a result we might need to adjust our allowances. There is no guarantee that we will accurately assess the creditworthiness of our clients. Macroeconomic conditions could also result in financial difficulties for our clients, and as a result could cause clients to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance, or default on their payment obligations to us. Recovery of client financing and timely collection of client balances also depend on our ability to complete our contractual commitments and bill and collect our contracted revenues. If we are unable to meet our contractual requirements, we might experience delays in collection of and/or be unable to collect our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience an increase in the time to bill and collect for our services, our cash flows could be adversely affected.

***Our share price and results of operations could fluctuate and be difficult to predict.***

Our share price has fluctuated in the past and could continue to fluctuate in the future in response to various factors. These factors include:

changes in macroeconomic or political factors unrelated to our business;

general or industry-specific market conditions or changes in financial markets;

announcements by us or competitors about developments in our business or prospects;

projections or speculation about our business or that of competitors by the media or investment analysts;

our ability to generate enough free cash flow to return cash to our shareholders at historical levels or levels expected by our shareholders; and

**Table of Contents**

our failure to meet our growth and financial objectives, including with respect to our overall revenue growth and revenue growth for our priority emerging markets and earnings per share growth.

Our results of operations have varied in the past and are likely to vary significantly from quarter to quarter in the future, making them difficult to predict. Some of the factors that could cause our results of operations to vary include:

the business decisions of our clients to begin to curtail or reduce the use of our services, including in response to changes in macroeconomic or political conditions unrelated to our business or general market conditions;

periodic differences between our clients' estimated and actual levels of business activity associated with ongoing work, as well as the stage of completion of existing projects and/or their termination or restructuring;

contract delivery inefficiencies, such as those due to poor delivery or changes in forecasts;

our ability to transition employees quickly from completed to new projects and maintain an appropriate headcount in each of our workforces;

acquisition, integration and operational costs related to businesses acquired;

the introduction of new products or services by us, competitors or alliance partners;

changes in our pricing or competitors' pricing;

our ability to manage costs, including those for our own or subcontracted personnel, travel, support services and severance;

changes in, or the application of changes in, accounting principles or pronouncements under U.S. generally accepted accounting principles, particularly those related to revenue recognition;

currency exchange rate fluctuations;

changes in estimates, accruals or payments of variable compensation to our employees;

global, regional and local economic and political conditions and related risks, including acts of terrorism; and

seasonality, including number of workdays and holiday and summer vacations.

As a result of any of the above factors, or any of the other risks described in these Principal Risks and Uncertainties, our share price could be difficult to predict and our share price in the past might not be a good indicator of the price of our shares in the future. In addition, if litigation is instituted against us following declines in our share price, we might need to devote substantial time and resources to responding to the litigation, and our share price could be materially adversely affected.

## Edgar Filing: Accenture plc - Form PRE 14A

*Our results of operations and share price could be adversely affected if we are unable to maintain effective internal controls.*

The accuracy of our financial reporting is dependent on the effectiveness of our internal controls. We are required to provide a report from management to our shareholders on our internal control over financial reporting that includes an assessment of the effectiveness of these controls. Internal control over financial reporting has inherent limitations, including human error, the possibility that controls could be circumvented or become inadequate because of changed conditions, and fraud. Because of these inherent limitations, internal control over financial reporting might not prevent or detect all misstatements or

A-23

## **Table of Contents**

fraud. If we cannot maintain and execute adequate internal control over financial reporting or implement required new or improved controls that provide reasonable assurance of the reliability of the financial reporting and preparation of our financial statements for external use, we could suffer harm to our reputation, fail to meet our public reporting requirements on a timely basis, be unable to properly report on our business and our results of operations, or be required to restate our financial statements, and our results of operations, the market price of our securities and our ability to obtain new business could be materially adversely affected.

***We are incorporated in Ireland and a significant portion of our assets are located outside the United States. As a result, it might not be possible for shareholders to enforce civil liability provisions of the federal or state securities laws of the United States. We may also be subject to criticism and negative publicity related to our incorporation in Ireland.***

We are organized under the laws of Ireland, and a significant portion of our assets are located outside the United States. A shareholder who obtains a court judgment based on the civil liability provisions of U.S. federal or state securities laws may be unable to enforce the judgment against us in Ireland or in countries other than the United States where we have assets. In addition, there is some doubt as to whether the courts of Ireland and other countries would recognize or enforce judgments of U.S. courts obtained against us or our directors or officers based on the civil liabilities provisions of the federal or state securities laws of the United States or would hear actions against us or those persons based on those laws. We have been advised that the United States and Ireland do not currently have a treaty providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters. The laws of Ireland do however, as a general rule, provide that the judgments of the courts of the United States have the same validity in Ireland as if rendered by Irish Courts. Certain important requirements must be satisfied before the Irish Courts will recognize the United States judgment. The originating court must have been a court of competent jurisdiction and the judgment may not be recognized if it was obtained by fraud or its recognition would be contrary to Irish public policy. Any judgment obtained in contravention of the rules of natural justice or that is irreconcilable with an earlier foreign judgment would not be enforced in Ireland. Similarly, judgments might not be enforceable in countries other than the United States where we have assets.

Some companies that conduct business in the United States but are domiciled in certain other jurisdictions have been criticized as improperly avoiding U.S. taxes or creating an unfair competitive advantage over U.S. companies. Accenture never conducted business under a U.S. parent company, and pays U.S. taxes on all of its U.S. operations. Nonetheless, we could be subject to criticism in connection with our current incorporation in Ireland.

***Irish law differs from the laws in effect in the United States and might afford less protection to shareholders.***

Our shareholders could have more difficulty protecting their interests than would shareholders of a corporation incorporated in a jurisdiction of the United States. As an Irish company, we are governed by the Companies Acts 1963 to 2009 of Ireland (the Companies Acts ). The Companies Acts differ in some significant, and possibly material, respects from laws applicable to U.S. corporations and shareholders under various state corporation laws, including the provisions relating to interested directors, mergers and acquisitions, takeovers, shareholder lawsuits and indemnification of directors.

Under Irish law, the duties of directors and officers of a company are generally owed to the company only. Shareholders of Irish companies do not generally have rights to take action against directors or officers of the company under Irish law, and may only do so in limited circumstances. Directors of an



## **Table of Contents**

Irish company must, in exercising their powers and performing their duties, act with due care and skill, honestly and in good faith with a view to the best interests of the company. Directors have a duty not to put themselves in a position in which their duties to the company and their personal interests might conflict and also are under a duty to disclose any personal interest in any contract or arrangement with the company or any of its subsidiaries. If a director or officer of an Irish company is found to have breached his duties to that company, he could be held personally liable to the company in respect of that breach of duty.

***We might be unable to access additional capital on favorable terms or at all. If we raise equity capital, it may dilute our shareholders ownership interest in us.***

We might choose to raise additional funds through public or private debt or equity financings in order to:

take advantage of opportunities, including more rapid expansion;

acquire other businesses or assets;

repurchase shares from our shareholders;

develop new services and solutions; or

respond to competitive pressures.

Any additional capital raised through the sale of equity could dilute shareholders' ownership percentage in us. Furthermore, any additional financing we need might not be available on terms favorable to us, or at all.

## **Review of the Development and Performance of the Business**

### ***Overview***

Our results of operations can be affected by economic conditions, including macroeconomic conditions, credit market conditions and levels of business confidence. Revenues are driven by the ability of our executives to secure new contracts and to deliver solutions and services that add value relevant to our clients' current needs and challenges. The level of revenues we achieve is based on our ability to deliver market-leading service offerings and to deploy skilled teams of professionals quickly and on a global basis. In order to present a more meaningful view of the performance of the business, the directors present the results of operations for fiscal 2011 compared to fiscal 2010 although the comparative period is fifteen months (June 10, 2009 through August 31, 2010).

Revenues before reimbursements ( net revenues ) for the fourth quarter of fiscal 2011 were \$6.69 billion, compared with \$5.42 billion for the fourth quarter of fiscal 2010, an increase of 23% in U.S. dollars and 14% in local currency. Net revenues for fiscal 2011 were \$25.51 billion, compared with \$21.55 billion for fiscal 2010, an increase of 18% in U.S. dollars and 15% in local currency. This very strong growth during fiscal 2011 contrasts with a 2% local currency revenue decline during fiscal 2010, compared to fiscal 2009. All of our operating groups experienced year-over-year revenue growth in local currency in the fourth quarter of fiscal 2011, with very strong growth in Resources and Products. Based on new contract bookings over the last several quarters, we expect growth to continue in most areas of our business. We also expect the level of year-over-year growth will moderate, particularly in consulting, and vary across operating groups and geographic regions. There continues to be significant volatility in markets around the world, as well as economic and geopolitical uncertainty. Such volatility and uncertainty, should it continue, could adversely affect our clients and the levels of business activities in

---

**Table of Contents**

the industries and geographies where we operate. We continue to monitor our costs closely in order to respond to changing conditions and to manage any impact to our results of operations.

In our consulting business, net revenues for the fourth quarter of fiscal 2011 were \$3.88 billion, compared with \$3.09 billion for the fourth quarter of fiscal 2010, an increase of 25% in U.S. dollars and 16% in local currency. Consulting net revenues for fiscal 2011 were \$14.92 billion, compared with \$12.37 billion for fiscal 2010, an increase of 21% in U.S. dollars and 17% in local currency. All five operating groups experienced year-over-year consulting revenue growth in local currency in the fourth quarter of fiscal 2011, driven by very strong growth in Resources and Products. In our consulting business overall, clients continue to focus on initiatives designed to deliver cost savings and operational efficiency, as well as projects to integrate their global operations and grow and transform their businesses. Compared to fiscal 2010, we are providing a greater proportion of systems integration consulting through use of lower-cost resources in our Global Delivery Network and we expect this trend to continue in the medium term. While the business environment remains competitive, pricing is stable with some improvement in certain areas of our business.

In our outsourcing business, net revenues for the fourth quarter of fiscal 2011 were \$2.81 billion, compared with \$2.33 billion for the fourth quarter of fiscal 2010, an increase of 21% in U.S. dollars and 13% in local currency. Outsourcing net revenues for fiscal 2011 were \$10.58 billion, compared with \$9.18 billion for fiscal 2010, an increase of 15% in U.S. dollars and 13% in local currency. All five operating groups experienced year-over-year outsourcing revenue growth in local currency in the fourth quarter of fiscal 2011, led by Communications & High Tech and Financial Services. Clients continue to be focused on projects that will improve operational effectiveness. Growth in outsourcing is driven by higher volumes, scope and geographic expansions and new work at existing clients, as well as services for new clients. As with systems integration consulting, compared to fiscal 2010 we are providing a greater proportion of application outsourcing through use of lower-cost resources in our Global Delivery Network.

As we are a global company, our revenues are denominated in multiple currencies and may be significantly affected by currency exchange-rate fluctuations. If the U.S. dollar weakens against other currencies, resulting in favorable currency translation, our revenues and revenue growth in U.S. dollars may be higher. If the U.S. dollar strengthens against other currencies, resulting in unfavorable currency translation, our revenues and revenue growth in U.S. dollars may be lower. When compared to fiscal 2010, the U.S. dollar weakened against many currencies during fiscal 2011. This resulted in favorable currency translation and U.S. dollar revenue results that were approximately 9% and 3% better than our results in local currency for the fourth quarter and fiscal 2011, respectively.

The primary categories of operating expenses include cost of services, sales and marketing and general and administrative costs. Cost of services is primarily driven by the cost of client-service personnel, which consists mainly of compensation, subcontractor and other personnel costs, and non-payroll outsourcing costs. Cost of services as a percentage of revenues is driven by the prices we obtain for our solutions and services, the utilization of our client-service personnel and the level of non-payroll costs associated with new outsourcing contracts. Utilization primarily represents the percentage of our consulting professionals' time spent on billable work. Utilization for the fourth quarter of fiscal 2011 was approximately 85% and within our target range. This level of utilization reflects continued strong demand for resources in our Global Delivery Network and in most countries. We continue to hire to meet current and projected future demand.

We proactively plan and manage the size and composition of our workforce and take actions as needed to address changes in the anticipated demand for our services, given that payroll costs are the most significant portion of our operating expenses. Based on current and projected future demand, we have increased our headcount, the majority of which serve our clients, to approximately 236,000 as of

---

**Table of Contents**

August 31, 2011, compared with approximately 223,000 as of May 31, 2011 and 204,000 as of August 31, 2010. This 16% year-over-year increase in our headcount reflects an overall increase in demand for our services, including those delivered through our Global Delivery Network in lower-cost locations. Annualized attrition, excluding involuntary terminations, for the fourth quarter of fiscal 2011 was 14%, compared with 15% in the third quarter of fiscal 2011 and 17% in the fourth quarter of fiscal 2010. We adjust levels of new hiring, evaluate voluntary attrition and use involuntary terminations as means to keep our supply of skills and resources in balance with client demand. In addition, we also adjust compensation in certain skill sets and geographies in order to attract and retain appropriate numbers of qualified employees, and we may need to continue to adjust compensation in the future. For the majority of our personnel, compensation increases for fiscal 2012 became effective September 1, 2011. As in prior fiscal years, we strive to adjust pricing and/or the mix of resources to reduce the impact of compensation increases on our gross margin. Our ability to grow our revenues and increase our margins could be adversely affected if we are unable to keep our supply of skills and resources in balance with client demand, mobilize our employees globally on a timely basis, manage attrition, recover increases in compensation and/or effectively assimilate and utilize new employees.

Gross margin (Net revenues less Cost of services before reimbursable expenses as a percentage of Net revenues) for the fourth quarter of fiscal 2011 was 33.1%, compared with 34.0% for the fourth quarter of fiscal 2010. Gross margin for fiscal 2011 was 32.9%, compared with 33.6% for fiscal 2010. Our contract profitability for fiscal 2011 was lower than fiscal 2010, as we continued our efforts to absorb higher annual compensation increases and subcontractor costs with improved pricing and a more efficient resource mix. Gross margin also includes the impact of higher recruiting and training costs from the addition of a large number of new employees to meet demand.

Sales and marketing and general and administrative costs as a percentage of net revenues were 19.3% for the fourth quarter of fiscal 2011, compared with 20.9% for the fourth quarter of fiscal 2010. Sales and marketing and general and administrative costs as a percentage of net revenues were 19.3% for fiscal 2011, compared with 20.1% for fiscal 2010. Sales and marketing is driven primarily by compensation costs for business-development activities, investment in offerings, and marketing- and advertising-related activities. General and administrative costs primarily include costs for non-client-facing personnel, information systems and office space. We continuously monitor these costs and implement cost-management actions, as appropriate, to maintain or lower these costs as a percentage of revenues. These actions include performing a greater proportion of general and administrative activities in lower-cost locations. For fiscal 2011 compared to fiscal 2010, sales and marketing costs as a percentage of net revenues decreased 0.2%, while general and administrative costs decreased 0.6% as a percentage of net revenues. The decrease in general and administrative costs as a percentage of net revenues was due to management of these costs at a growth rate lower than that of net revenues, as well as a reduction in the bad debt reserve, partially offset by a provision for litigation matters. While we continue to manage these costs, we expect the reduction in general and administrative costs as a percentage of net revenues to moderate in fiscal 2012. Our margins could be adversely affected if our cost-management actions are not sufficient to maintain sales and marketing and general and administrative costs at or below current levels as a percentage of net revenues.

Operating income for the fourth quarter of fiscal 2011 was \$923 million, compared with \$714 million for the fourth quarter of fiscal 2010. Operating income for fiscal 2011 was \$3,470 million, compared with \$2,915 million for fiscal 2010. Operating margin (Operating income as a percentage of Net revenues) for the fourth quarter of fiscal 2011 was 13.8%, compared with 13.2% for the fourth quarter of fiscal 2010. Operating margin for fiscal 2011 was 13.6%, compared with 13.5% for fiscal 2010.

## **Table of Contents**

Our Operating income and Earnings per share are also affected by currency exchange-rate fluctuations on revenues and costs. Most of our costs are incurred in the same currency as the related net revenues. Where practical, we also seek to manage foreign currency exposure for costs not incurred in the same currency as the related net revenues by using currency protection provisions in our customer contracts and through our hedging programs. We estimate that the aggregate percentage impact of foreign exchange rates on our operating expenses is similar to that disclosed for net revenues. For more information on our hedging programs, see Note 6 (Derivative Financial Instruments) to our Consolidated Financial Statements.

### ***Revenues by Segment/Operating Group***

Our five reportable operating segments are our operating groups, which are Communications & High Tech, Financial Services, Health & Public Service, Products and Resources. Operating groups are managed on the basis of net revenues because our management believes net revenues are a better indicator of operating group performance than revenues. In addition to reporting net revenues by operating group, we also report net revenues by two types of work: consulting and outsourcing, which represent the services sold by our operating groups. Consulting net revenues, which include management and technology consulting and systems integration, reflect a finite, distinct project or set of projects with a defined outcome and typically a defined set of specific deliverables. Outsourcing net revenues typically reflect ongoing, repeatable services or capabilities provided to transition, run and/or manage operations of client systems or business functions.

From time to time, our operating groups work together to sell and implement certain contracts. The resulting revenues and costs from these contracts may be apportioned among the participating operating groups. Generally, operating expenses for each operating group have similar characteristics and are subject to the same factors, pressures and challenges. However, the economic environment and its effects on the industries served by our operating groups affect revenues and operating expenses within our operating groups to differing degrees. The mix between consulting and outsourcing is not uniform among our operating groups. Local currency fluctuations also tend to affect our operating groups differently, depending on the geographic concentrations and locations of their businesses.

While we provide discussion about our results of operations below, we cannot measure how much of our revenue growth in a particular period is attributable to changes in price or volume. Management does not track standard measures of unit or rate volume. Instead, our measures of volume and price are extremely complex, as each of our services contracts is unique, reflecting a customized mix of specific services that does not fit into standard comparability measurements. Pricing for our services is a function of the nature of each service to be provided, the skills required and outcome sought, as well as estimated cost, risk, contract terms and other factors.

**Table of Contents****Results of Operations for Fiscal 2011 Compared to Fiscal 2010**

Net revenues (by operating group, geographic region and type of work) and reimbursements were as follows:

	Fiscal		Percent Increase U.S. dollars	Percent Increase Local Currency	Percent of Total Net Revenues for Fiscal	
	2011 (in millions of U.S. dollars)	2010			2011	2010
<b>OPERATING GROUPS</b>						
Communications & High Tech	\$ 5,434	\$ 4,612	18%	14%	22%	21%
Financial Services	5,381	4,446	21	18	21	21
Health & Public Service	3,861	3,581	8	7	15	17
Products	5,931	4,985	19	16	23	23
Resources	4,882	3,911	25	21	19	18
Other	18	15	n/m	n/m		
<b>TOTAL NET REVENUES(1)</b>	<b>25,507</b>	<b>21,551</b>	<b>18%</b>	<b>15%</b>	<b>100%</b>	<b>100%</b>
Reimbursements	1,846	1,544	20			
<b>TOTAL REVENUES (1)</b>	<b>\$ 27,353</b>	<b>\$ 23,094</b>	<b>18%</b>			
<b>GEOGRAPHIC REGIONS</b>						
Americas	\$ 11,271	\$ 9,465	19%	17%	44%	44%
EMEA(2)	10,854	9,583	13	11	43	44
Asia Pacific	3,383	2,502	35	23	13	12
<b>TOTAL NET REVENUES(1)</b>	<b>\$ 25,507</b>	<b>\$ 21,551</b>	<b>18%</b>	<b>15%</b>	<b>100%</b>	<b>100%</b>
<b>TYPE OF WORK</b>						
Consulting	\$ 14,924	\$ 12,371	21%	17%	59%	57%
Outsourcing	10,583	9,179	15	13	41	43
<b>TOTAL NET REVENUES(1)</b>	<b>\$ 25,507</b>	<b>\$ 21,551</b>	<b>18%</b>	<b>15%</b>	<b>100%</b>	<b>100%</b>

n/m = not meaningful

(1) May not total due to rounding.

(2) EMEA includes Europe, Middle East and Africa.

**Net Revenues**

The following net revenues commentary discusses local currency net revenue changes for fiscal 2011 compared to fiscal 2010:

**Operating Groups**

## Edgar Filing: Accenture plc - Form PRE 14A

Communications & High Tech net revenues increased 14% in local currency. Consulting revenues reflected strong growth, driven by growth across all geographic regions and industry groups, with the exception of Electronics & High Tech in Asia Pacific. Outsourcing revenues reflected very strong growth, driven by growth across all geographic regions and industry groups, with the exception of Electronics & High Tech in EMEA.

Financial Services net revenues increased 18% in local currency. Consulting revenues reflected very strong growth, driven by growth in Banking and Insurance in EMEA and all industry groups in Americas, partially offset by a decline in Banking in Asia Pacific. Outsourcing revenues reflected significant growth, driven by growth across all geographic regions and industry groups, led by Americas and EMEA.

A-29

**Table of Contents**

Health & Public Service net revenues increased 7% in local currency. Consulting revenues reflected growth in Americas and Asia Pacific, with significant growth in Health, partially offset by a decline in Public Service in EMEA. The increase in consulting revenues was significantly impacted by a delivery inefficiency on a consulting contract in Public Service in Americas in fiscal 2010, which negatively affected revenues in that period. Outsourcing revenues increased due to growth in Americas, partially offset by a decrease in Public Service in EMEA and Asia Pacific. Outsourcing revenues also reflected revenues recognized upon favorable resolution of billing holdbacks on certain contracts with United States government agencies. In addition, the uncertainty and challenges in the public sector, particularly in the United States, the United Kingdom and several other countries, continue to have a significant impact on demand in our public service business. This had a negative impact on our revenues and new contract bookings in our public service business during fiscal 2011, and we expect this trend to continue.

Products net revenues increased 16% in local currency. Consulting revenues reflected significant growth, driven by growth across all geographic regions and industry groups, led by Consumer Goods & Services and Automotive. Outsourcing revenues increased, driven by growth across all geographic regions and most industry groups, led by Retail in Americas and Asia Pacific and Air, Freight & Travel Services in Americas and EMEA.

Resources net revenues increased 21% in local currency. Consulting revenues reflected very significant growth, driven by growth across all geographic regions and industry groups, led by Natural Resources and Energy. Outsourcing revenues increased, driven by growth in Energy and Natural Resources in Americas and Utilities and Energy in EMEA. Lower client demand for outsourcing services resulted in moderation of outsourcing revenue growth in the fourth quarter of fiscal 2011 and a shift in the mix of work towards consulting. This trend is expected to continue for the near term.

**Geographic Regions**

Americas net revenues increased 17% in local currency, led by the United States, Brazil and Canada.

EMEA net revenues increased 11% in local currency, driven by growth in local currency in most countries, led by the United Kingdom, France, Germany, Italy, South Africa and Switzerland.

Asia Pacific net revenues increased 23% in local currency, led by Japan, Australia, Singapore, China and India.

**Operating Income and Operating Margin**

Operating income for fiscal 2011 was \$3,470 million, an increase of \$556 million, or 19%, over fiscal 2010, and increased as a percentage of net revenues to 13.6% from 13.5% during this period. Operating income and operating margin for each of the operating groups were as follows:

	2011		Fiscal 2010		Increase(1)
	Operating Income	Operating Margin	Operating Income	Operating Margin	
	(in millions of U.S. dollars)				
Communications & High Tech	\$ 728	13%	\$ 615	13%	\$ 113
Financial Services	898	17	772	17	126
Health & Public Service	318	8	287	8	32
Products	680	11	592	12	88
Resources	846	17	649	17	197
Total	\$ 3,470	13.6%	\$ 2,915	13.5%	\$ 556

(1) May not total due to rounding.

A-30



**Table of Contents**

We estimate that the aggregate percentage impact of foreign currency exchange rates on our Operating income during fiscal 2011 was similar to that disclosed for Net revenues. During fiscal 2011, each operating group benefited from our management of general and administrative costs at a growth rate lower than that of our net revenues, as well as a reduction in the bad debt reserve. In addition, in fiscal 2011 each operating group experienced higher recruiting and training costs from the addition of a large number of new employees to meet demand and recorded a portion of the provision for litigation matters. The commentary below provides additional insight into operating group performance and operating margin for fiscal 2011, compared with fiscal 2010, exclusive of these impacts.

Communications & High Tech operating income increased, primarily due to revenue growth, partially offset by lower contract profitability.

Financial Services operating income increased, primarily due to very strong revenue growth, partially offset by lower outsourcing contract profitability.

Health & Public Service operating income increased due to revenue growth, including revenues recognized upon favorable resolution of billing holdbacks on certain contracts with United States government agencies, partially offset by lower outsourcing contract profitability. Fiscal 2010 operating income included the negative impact of inefficient delivery on a few consulting contracts in Public Service.

Products operating income increased, primarily driven by revenue growth, partially offset by lower contract profitability. Products operating results in both periods were also impacted by expected lower margins on certain contracts.

Resources operating income increased, primarily driven by significant consulting revenue growth.

**Capitalization and Acquisition of Own Shares**

The Board of Directors of Accenture plc has authorized funding for our publicly announced open-market share purchase program for acquiring Accenture plc Class A ordinary shares and for purchases and redemptions of Accenture plc Class A ordinary shares, Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares held by our current and former senior executives and their permitted transferees. As of August 31, 2011, our aggregate available authorization was \$1,042 million for our publicly announced open-market share purchase and these other share purchase programs.

Our share purchase activity during fiscal 2011 was as follows:

	Accenture plc Class A Ordinary Shares		Accenture SCA Class I Common Shares and Accenture Canada Holdings Inc. Exchangeable Shares	
	Shares	Amount (in millions of U.S. dollars, except share amounts)	Shares	Amount
Open-market share purchases(1)	24,348,140	\$ 1,306		\$
Other share purchase programs			11,744,554	572
Other purchases(2)	6,665,101	293		
Total(3)	31,013,241	\$ 1,600	11,744,554	\$ 572

(1) We conduct a publicly announced, open-market share purchase program for Accenture plc Class A ordinary shares. These shares are held as treasury shares by Accenture plc and may be utilized to provide for select employee benefits, such as equity awards to our employees.

## Edgar Filing: Accenture plc - Form PRE 14A

- (2) During fiscal 2011, as authorized under our various employee equity share plans, we acquired Accenture plc Class A ordinary shares primarily via share withholding for payroll tax obligations due from employees and former employees in connection with the delivery of Accenture plc Class A ordinary shares under those plans. These purchases of shares in connection with employee share plans do not affect our aggregate available authorization for our publicly announced open-market share purchase and the other share purchase programs.
- (3) May not total due to rounding.

A-31

---

## **Table of Contents**

We intend to continue to use a significant portion of cash generated from operations for share repurchases during fiscal 2012. The number of shares ultimately repurchased under our open-market share purchase program may vary depending on numerous factors, including, without limitation, share price and other market conditions, our ongoing capital allocation planning, the levels of cash and debt balances, other demands for cash, such as acquisition activity, general economic and/or business conditions, and board and management discretion. Additionally, as these factors may change over the course of the year, the amount of share repurchase activity during any particular period cannot be predicted, and may fluctuate from time to time. Share repurchases may be made from time to time through open-market purchases, in respect of purchases and redemptions of Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares, through the use of Rule 10b5-1 plans and/or by other means. The repurchase program may be accelerated, suspended, delayed or discontinued at any time, without notice.

### ***Other Share Redemptions***

During fiscal 2011, we issued 6,837,070 Accenture plc Class A ordinary shares upon redemptions of an equivalent number of Accenture SCA Class I common shares pursuant to our registration statement on Form S-3 (the registration statement). The registration statement allows us, at our option, to issue freely tradable Accenture plc Class A ordinary shares in lieu of cash upon redemptions of Accenture SCA Class I common shares held by senior executives, former executives and their permitted transferees.

### **Dividends**

Prior to October 2009, Accenture declared and paid dividends on an annual basis. On November 16, 2009, we paid a cash dividend of \$0.75 per share on our Class A ordinary shares and Accenture SCA paid a cash dividend of \$0.75 per share on its Class I common shares.

In October 2009, we announced a move to declare and pay cash dividends on a semi-annual basis beginning in the third quarter of fiscal 2010. It is currently expected that any semi-annual dividend would be declared in September and March. On May 14, 2010, November 15, 2010 and May 13, 2011, we paid a cash dividend of \$0.375, \$0.45 and \$0.45 per share, respectively, on our Class A ordinary shares and Accenture SCA paid a semi-annual cash dividend of \$0.375, \$0.45 and \$0.45 per share, respectively, on its Class I common shares.

On September 26, 2011, the Board of Directors of Accenture plc declared a semi-annual cash dividend of \$0.675 per share on our Class A ordinary shares for shareholders of record at the close of business on October 14, 2011. Accenture plc will cause Accenture SCA to declare a semi-annual cash dividend of \$0.675 per share on its Class I common shares for shareholders of record at the close of business on October 11, 2011. Both dividends are payable on November 15, 2011.

Future dividends on Accenture plc Class A ordinary shares, if any, and the timing of declaration of any such dividends, will be at the discretion of the Board of Directors of Accenture plc and will depend on, among other things, our results of operations, cash requirements and surplus, financial condition, contractual restrictions and other factors that the Board of Directors of Accenture plc may deem relevant, as well as our ability to pay dividends in compliance with the Companies Acts.

In certain circumstances, as an Irish tax resident company, we may be required to deduct Irish dividend withholding tax (currently at the rate of 20%) from dividends paid to our shareholders. Shareholders resident in relevant territories (including countries that are European Union member states (other than Ireland), the United States and other countries with which Ireland has a tax treaty) may be exempted from Irish dividend withholding tax. However, shareholders residing in other countries will generally be subject to Irish dividend withholding tax.

## **Table of Contents**

### **Future Developments**

The directors do not anticipate that the Company's activities will change in the foreseeable future.

### **Company Books of Accounts**

The directors believe that they have complied with the requirements of Section 202 of the Companies Act 1990, with regard to books of account by engaging the services of a fellow group undertaking who employs accounting personnel with appropriate expertise and by providing adequate resources to the financial function. The books of account of the Company are located at its registered office.

### **Significant Events Since Year End**

This report was issued on October 28, 2011. The Company has evaluated events and transactions subsequent to the balance sheet date. Based on this evaluation, the Company is not aware of any events or transactions (other than those disclosed in Note 12 Material Transactions Affecting Shareholders' Equity to our Consolidated Financial Statements) that occurred subsequent to the balance sheet date but prior to October 28, 2011 that would require recognition or disclosure in its Consolidated Financial Statements.

### **Directors and Secretary's Interest in Shares**

The directors of the Company as of August 31, 2011 are listed in the table below and have served from the period of September 1, 2010 through August 31, 2011 and through the date of this report. Dennis F. Hightower became a director on September 10, 2010. Pierre Nanterme became a director on October 20, 2010.

No director, the company secretary or any member of their immediate families had any interest in shares or debentures of any subsidiary except Accenture SCA. Directors' remuneration is set forth in Note 17 (Directors' Remuneration) to the Consolidated Financial Statements. The interests of the directors and company secretary in the ordinary share capital of Accenture plc and Accenture SCA as of August 31, 2011 and as of September 1, 2010, or the date they first became directors, are presented in the table below.

**Table of Contents**

	Accenture plc Class A ordinary shares		Accenture plc Class X ordinary shares		Accenture SCA Class I common shares	
	Shares	Options	Shares	Options	Shares	Options
<b>As of August 31, 2011</b>						
<b>Directors</b>						
William D. Green	197,043	30,720	155,046		155,046	
Pierre Nanterme	53,132	16,237	91,597		91,597	
Dina Dublon	35,087	30,000				
Charles Giancarlo	16,736					
Dennis F. Hightower						
Nobuyuki Idei	21,025					
William L. Kimsey	9,040					
Robert I. Lipp	157,179	30,000				
Marjorie Magner	17,590					
Blythe J. McGarvie	21,889	10,000				
Mark Moody-Stuart	69,304					
Wulf von Schimmelmann	15,887					
<b>Secretary</b>						
Julie Spellman Sweet						
<b>As of September 1, 2010 or Date of Appointment</b>						
<b>Directors</b>						
William D. Green	334,591	30,720	177,546		177,546	
Pierre Nanterme	7,607	16,237	91,597		91,597	
Dina Dublon	27,663	55,000				
Charles Giancarlo	12,485					
Dennis F. Hightower						
Nobuyuki Idei	12,651					
William L. Kimsey	16,456					
Robert I. Lipp	154,029	55,000				
Marjorie Magner	10,166					
Blythe J. McGarvie	14,965	20,000				
Mark Moody-Stuart	85,340					
Wulf von Schimmelmann	8,975					
<b>Secretary</b>						
Julie Spellman Sweet						
<b>Political Donations</b>						

No political contributions that require disclosure under s26(1) Electoral Act 1997 were made during fiscal 2011.

**Subsidiaries**

Information regarding subsidiaries is provided in Note 19 (Subsidiaries) to the Consolidated Financial Statements.

**Auditors**

KPMG, Chartered Accountants, will continue in office in accordance with s160 (2) of the Companies Act 1963.

On behalf of the Directors

**Pierre Nanterme**  
*Director*

**William L. Kimsey**  
*Director*

October 28, 2011



**Table of Contents**

**ACCENTURE PLC**

**STATEMENT OF DIRECTORS RESPONSIBILITIES**

The directors are responsible for preparing the Directors Report and Consolidated Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare Consolidated Financial Statements for each financial period which give a true and fair view of the state of affairs of the parent company and group and of the profit or loss of the group for the period there ended. Under that law, the directors have elected to prepare the Consolidated Financial Statements in accordance with Section 1 of the Companies (Miscellaneous Provisions) Act 2009, which provides that a true and fair view of the state of affairs and profit or loss may be given by preparing the Consolidated Financial Statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP), as defined in Section 1(1) of the Companies (Miscellaneous Provisions) Act 2009, to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of the Companies Acts or of any regulations made thereunder. The directors have elected to prepare the Financial Statements of the parent company in accordance with Generally Accepted Accounting Practice in Ireland, comprising applicable company law and the accounting standards issued by the Accounting Standards Board and promulgated by the Institute of Chartered Accountants in Ireland. In preparing the Consolidated Financial Statements and the Financial Statements of the parent company (collectively the Financial Statements ), the directors are required to:

select suitable accounting policies and then apply them consistently;

make judgments and estimates that are reasonable and prudent; and

prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the group and company and to enable them to ensure that the Financial Statements comply with the Companies Acts 1963 to 2009. They are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors are also responsible for preparing a Directors Report that complies with the requirements of the Companies Acts 1963 to 2009.

**Table of Contents**

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ACCENTURE PLC**

We have audited the group and parent company financial statements ( financial statements ) of Accenture plc for the year ended 31 August 2011 which comprise the Consolidated Income Statement, Consolidated Cash Flows Statement, Consolidated Shareholders' Equity and Comprehensive Income Statements, Parent Company Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 193 of the Companies Act 1990. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditors**

The Statement of Directors' Responsibilities on page A-35 sets out the directors' responsibilities for preparing the Directors' Report, the group financial statements in accordance with applicable law and Generally Accepted Accounting Principles in the United States (US GAAP) as defined in Section 1(1) of the Companies (Miscellaneous Provisions) Act 2009, to the extent that the use of those principles in the financial statements does not contravene any provision of the Companies Acts or of any regulation made there under, and for preparing the parent company financial statements in accordance with applicable law and the accounting standards issued by the Accounting Standards Board and promulgated by the Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the group financial statements give a true and fair view in accordance with US GAAP to the extent that the use of those principles in the financial statements does not contravene any provision of the Companies Acts or of any regulation made there under, and have been properly prepared in accordance with the Companies Acts 1963 to 2009, and whether, in addition, the parent company financial statements give a true and fair view in accordance with Generally Accepted Accounting Principles in Ireland and have been properly prepared in accordance with the Companies Acts 1963 to 2009.

We also report to you, in our opinion whether proper books of account have been kept by the company; whether at the balance sheet date, there exists a financial situation requiring the convening of an extraordinary general meeting of the company; and whether the information given in the Directors' Report is consistent with the financial statements. In addition, we state whether we have obtained all the information and explanations necessary for the purposes of our audit and whether the parent company balance sheet is in agreement with the books of account.

We also report to you if, in our opinion, any information specified by law regarding directors' remuneration and directors' transactions is not disclosed, and where practicable, include such information in our report.

We read the Directors' Report and consider implications for our report if we become aware of any apparent misstatement in it.



## **Table of Contents**

### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group's and company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### **Opinion**

In our opinion:

the group financial statements give a true and fair view, in accordance with US GAAP to the extent that the use of those principles in the financial statements does not contravene any provision of the Companies Acts or of any regulation made there under, of the state of the group's affairs as at 31 August 2011 and of its profit for the year then ended;

the parent company financial statements give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, of the state of the parent company's affairs as at 31 August 2011; and

the group and parent company financial statements have been properly prepared in accordance with the Companies Acts 1963 to 2009.  
*Other matters*

We have obtained all the information and explanations which we consider necessary for the purposes of our audit. In our opinion proper books of account have been kept by the company. The company balance sheet is in agreement with the books of account.

In our opinion the information given in the Directors' Report is consistent with the financial statements.

The net assets of the company, as stated in the company balance sheet are more than half of the amount of its called-up share capital and, in our opinion, on that basis there did not exist at 31 August 2011 a financial situation which under Section 40 (1) of the Companies (Amendment) Act, 1983 would require the convening of an extraordinary general meeting of the company.

*Kevin O Donovan*

**for and on behalf of**

**KPMG**

**Chartered Accountants, Statutory Audit Firm**

**1 Stokes Place**

**St. Stephen's Green**

**Dublin 2**

**Ireland**

*October 28, 2011*

A-37

**Table of Contents**

## ACCENTURE PLC

## CONSOLIDATED BALANCE SHEET

August 31, 2011 and 2010

(In thousands of U.S. dollars, except share and per share amounts)

	August 31, 2011	August 31, 2010
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 5,701,078	\$ 4,838,292
Short-term investments	4,929	2,987
Receivables from clients, net	3,236,059	2,534,598
Unbilled services, net	1,385,733	1,127,827
Deferred income taxes, net	556,160	569,678
Other current assets	587,224	490,243
<b>Total current assets</b>	<b>11,471,183</b>	<b>9,563,625</b>
<b>NON-CURRENT ASSETS:</b>		
Unbilled services, net	49,192	54,310
Investments	40,365	41,023
Property and equipment, net	785,231	659,569
Goodwill	1,131,991	841,234
Deferred contract costs	559,794	518,780
Deferred income taxes, net	756,079	532,191
Other non-current assets	937,675	624,521
<b>Total non-current assets</b>	<b>4,260,327</b>	<b>3,271,628</b>
<b>TOTAL ASSETS</b>	<b>\$ 15,731,510</b>	<b>\$ 12,835,253</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Current portion of long-term debt and bank borrowings	\$ 4,419	\$ 143
Accounts payable	949,250	885,328
Deferred revenues	2,219,270	1,772,833
Accrued payroll and related benefits	3,259,252	2,683,492
Accrued consumption taxes	348,540	263,612
Income taxes payable	238,003	247,416
Deferred income taxes, net	32,647	43,287
Other accrued liabilities	855,208	671,493
<b>Total current liabilities</b>	<b>7,906,589</b>	<b>6,567,604</b>
<b>NON-CURRENT LIABILITIES:</b>		
Long-term debt		1,445
Deferred revenues relating to contract costs	553,440	497,102
Retirement obligation	995,695	952,747
Deferred income taxes, net	72,257	67,976
Income taxes payable	1,619,076	1,246,960
Other non-current liabilities	233,581	226,696
<b>Total non-current liabilities</b>	<b>3,474,049</b>	<b>2,992,926</b>

## Edgar Filing: Accenture plc - Form PRE 14A

### COMMITMENTS AND CONTINGENCIES

#### SHAREHOLDERS EQUITY:

Ordinary shares, par value 1.00 euros per share, 40,000 shares authorized and issued as of August 31, 2011 and August 31, 2010	57	57
Class A ordinary shares, par value \$0.0000225 per share, 20,000,000,000 shares authorized, 727,795,770 and 696,814,789 shares issued as of August 31, 2011 and August 31, 2010, respectively	16	16
Class X ordinary shares, par value \$0.0000225 per share, 1,000,000,000 shares authorized, 49,365,379 and 64,985,193 shares issued and outstanding as of August 31, 2011 and August 31, 2010, respectively	1	1
Restricted share units	784,277	973,889
Additional paid-in capital	525,037	137,883
Treasury shares, at cost: Ordinary, 40,000 shares as of August 31, 2011 and August 31, 2010; Class A ordinary, 86,361,763 and 71,776,324 shares as of August 31, 2011 and August 31, 2010, respectively	(3,577,574)	(2,524,137)
Retained earnings	6,281,517	4,634,329
Accumulated other comprehensive loss	(134,380)	(386,292)
<b>Total Accenture plc shareholders equity</b>	<b>3,878,951</b>	<b>2,835,746</b>
Noncontrolling interests	471,921	438,977
<b>Total shareholders equity</b>	<b>4,350,872</b>	<b>3,274,723</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	<b>\$ 15,731,510</b>	<b>\$ 12,835,253</b>

The accompanying Notes are an integral part of these Consolidated Financial Statements.

On behalf of the Directors

**Pierre Nanterme**  
*Director*

**William L. Kimsey**  
*Director*

**Table of Contents****ACCENTURE PLC****CONSOLIDATED INCOME STATEMENTS****For Fiscal 2011 and the Fifteen Months Ended August 31, 2010****(In thousands of U.S. dollars, except share and per share amounts)**

	<b>Twelve Months Ended August 31, 2011</b>	<b>Twelve Months Ended August 31, 2010</b>	<b>Three Months Ended August 31, 2009</b>	<b>Fifteen Months Ended August 31, 2010</b>
<b>REVENUES:</b>				
Revenues before reimbursements ( Net revenues )	\$ 25,507,036	\$ 21,550,568	\$ 5,145,936	\$ 26,696,504
Reimbursements	1,845,878	1,543,510	359,513	1,903,023
Revenues	27,352,914	23,094,078	5,505,449	28,599,527
<b>OPERATING EXPENSES:</b>				
Cost of services:				
Cost of services before reimbursable expenses	17,120,317	14,299,821	3,485,582	17,785,403
Reimbursable expenses	1,845,878	1,543,510	359,513	1,903,023
Cost of services	18,966,195	15,843,331	3,845,095	19,688,426
Sales and marketing	3,094,465	2,658,058	552,165	3,210,223
General and administrative costs	1,820,277	1,668,306	432,602	2,100,908
Reorganization and restructuring costs, net	1,520	9,538	256,001	265,539
Total operating expenses	23,882,457	20,179,233	5,085,863	25,265,096
<b>OPERATING INCOME</b>	3,470,457	2,914,845	419,586	3,334,431
(Loss) gain on investments, net	(1,086)	(6)	274	268
Interest income	41,083	29,931	7,922	37,853
Interest expense	(15,000)	(14,677)	(4,222)	(18,899)
Other income (expense), net	16,568	(15,724)	(1,078)	(16,802)
<b>INCOME BEFORE INCOME TAXES</b>	3,512,022	2,914,369	422,482	3,336,851
Provision for income taxes	958,782	853,910	116,506	970,416
<b>NET INCOME</b>	2,553,240	2,060,459	305,976	2,366,435
Net income attributable to noncontrolling interests in Accenture SCA and Accenture Canada Holdings Inc.	(243,575)	(257,636)	(46,754)	(304,390)
Net income attributable to noncontrolling interests other	(31,988)	(22,167)	(4,530)	(26,697)
<b>NET INCOME ATTRIBUTABLE TO ACCENTURE PLC</b>	\$ 2,277,677	\$ 1,780,656	\$ 254,692	\$ 2,035,348
Cash dividends per share	\$ 0.90	\$ 1.125	\$	\$ 1.125

The accompanying Notes are an integral part of these Consolidated Financial Statements.

Edgar Filing: Accenture plc - Form PRE 14A

On behalf of the Directors

**Pierre Nanterme**  
*Director*

**William L. Kimsey**  
*Director*

A-39

**Table of Contents****ACCENTURE PLC****CONSOLIDATED SHAREHOLDERS EQUITY AND COMPREHENSIVE INCOME STATEMENTS****For Fiscal 2011 and the Fifteen Months Ended August 31, 2010****(In thousands of U.S. dollars and in thousands of share amounts)**

	Ordinary Shares No. \$ Shares	Class A Ordinary Shares No. \$ Shares	Class X Ordinary Shares No. \$ Shares	Restricted Share Units	Additional Paid-in Capital	Treasury Shares No. \$ Shares	Retained Earnings	Accumulated Other Comprehensive Loss	Total Accenture plc Shareholder Equity	Noncontrolling Interests	Total Shareholder Equity			
Balance as of May 31,	\$	\$ 15	671,389	\$ 2	99,503	\$ 978,175	\$	\$ (1,817,160)	(57,626)	\$ 3,910,860	\$ (170,040)	2,901,852	\$ 616,349	3,518,201
Comprehensive income:														
Income								254,692				254,692	51,284	305,976
Other comprehensive income:														
Realized losses on foreign currency hedges, net of tax and reclassification adjustments								(8,472)				(8,472)		(8,472)
Realized gains on available securities, net of reclassification adjustments								299				299		299
Foreign currency translation adjustments, net of tax								77,744				77,744		77,744
Deferred benefit plans, net of tax								(126,709)				(126,709)		(126,709)
Other comprehensive income								(57,138)				(57,138)		(57,138)
Comprehensive income												197,554		248,835
Income tax benefit on share-based compensation plans							(9,799)					(9,799)		(9,799)
Issuances of Class A ordinary shares			(1,726)				(10,611)	(84,061)	(2,481)	(27,246)		(121,918)	(21,128)	(143,046)
Share-based compensation expense						102,377	7,611					109,988		109,988
Issuances/redemptions of Accenture SCA shares; I common shares, Accenture Software Holdings Inc. convertible shares and Class X ordinary shares						(9,584)	(132,202)			(193,446)		(325,648)	(56,434)	(382,082)
Issuances of Class A ordinary shares:														
Employee share programs			7,357			(209,352)	117,346	145,775	6,043			53,769	9,318	63,087

Edgar Filing: Accenture plc - Form PRE 14A

redemption of Accenture SCA Class Common shares	(501)		501			
ends		27,655	1,768	29,423	(48,404)	(18,976)
r, net						

A-40



**Table of Contents**

## ACCENTURE PLC

**CONSOLIDATED SHAREHOLDERS EQUITY AND COMPREHENSIVE INCOME STATEMENTS (continued)**

For Fiscal 2011 and the Fifteen Months Ended August 31, 2010

(In thousands of U.S. dollars and in thousands of share amounts)

	Ordinary Shares		Class A Ordinary Shares		Class X Ordinary Shares		Restricted Share Units	Additional Paid-in Capital	Treasury Shares		Retained Earnings	Accumulated Other Comprehensive Income	Total Accenture plc Shareholders Equity	Noncontrolling Interests	Total Share Equity
	\$	No. Shares	\$	No. Shares	\$	No. Shares			\$	No. Shares					
As of August 31, 2009	\$		\$ 15	677,020	\$ 2	89,919	\$ 870,699	\$	\$ (1,755,446)	(54,064)	\$ 3,947,129	\$ (227,178)	\$ 2,835,221	\$ 550,985	\$ 3,386,206
Change in comprehensive income											1,780,656		1,780,656	279,803	2,060,461
Realized gains on derivatives hedges, net of tax provision												14,915	14,915	1,932	
Realized losses on available securities, reclassification adjustments												(523)	(523)	(68)	
Currency conversion adjustments, net of tax benefit plans, and other												4,261	4,261	72	
Other comprehensive income												(177,767)	(177,767)	(23,032)	(200,803)
												(159,114)		(21,096)	
Change in comprehensive income															1,859,658
Tax benefit on vested restricted stock plans and other								65,946						65,946	
Repurchases of Ordinary Shares	57	40							(57)	(40)					
Repurchases of Class A Shares								118,823	(1,125,434)	(28,607)			(1,006,611)	(118,827)	(1,125,434)
Issuance of restricted stock expense							395,899	29,923					425,822		425,822
Structure SCA Common (Accenture Holdings Inc. Redeemable shares) and Class X ordinary shares					(1)	(24,934)		(500,319)			(325,523)		(825,843)	(119,594)	(945,437)

Edgar Filing: Accenture plc - Form PRE 14A

e share	1	15,818	(344,523)	384,209	356,800	10,895		396,487	40,538	4
emption of e SCA Class		3,977								
n shares			51,814			(762,107)		(710,293)	(113,855)	(8
s				39,301		(5,826)		33,475	(58,977)	0
t										

A-41

Table of Contents

## ACCENTURE PLC

## CONSOLIDATED SHAREHOLDERS EQUITY AND COMPREHENSIVE INCOME STATEMENTS (continued)

For Fiscal 2011 and the Fifteen Months Ended August 31, 2010

(In thousands of U.S. dollars and in thousands of share amounts)

	Ordinary Shares		Class A Ordinary Shares		Class X Ordinary Shares		Restricted Share Units	Additional Paid-in Capital	Treasury Shares		Retained Earnings	Accumulated Other Comprehensive Loss	Total Accenture plc Shareholders Equity	Noncontrolling Interests	Total Shareholders Equity
	No. Shares	\$	No. Shares	\$	No. Shares	\$			No. Shares	\$					
As of August 31, 2010	40	\$ 57	696,815	\$ 16	64,985	\$ 1	\$ 973,889	\$ 137,883	(71,816)	\$ (2,524,137)	\$ 4,634,329	\$ (386,292)	\$ 2,835,746	\$ 438,977	\$ 3,274,723
Comprehensive income											2,277,677		2,277,677	275,563	2,553,240
Realized gains on investments, net of hedges, net of tax												28,014	28,014	2,737	31,751
Realized losses on investments, net of tax												(215)	(215)	(21)	(236)
Change in currency translation adjustments, net of tax												192,408	192,408	25,965	218,373
Change in benefit plans, net of tax												31,705	31,705	3,097	34,802
Other comprehensive income												251,912	251,912	31,778	283,690
Comprehensive income													2,529,589	297,745	2,827,334
Income tax benefit on investments, net of tax								93,772					93,772		93,772
Change in Class A ordinary shares								137,599	(1,599,734)	(31,013)			(1,462,135)	(137,599)	(1,600,734)
Share-based compensation expense							415,918	34,219					450,137		450,137
Share repurchases/redemptions															
Change in SCA															
Change in common shares															
Change in Holdings Inc. redeemable shares															
Change in Class X ordinary shares															
Change in Class A ordinary shares:															
Issuance of shares			24,144				(638,085)	616,086	546,297	16,427			524,298	33,068	557,366
Repurchases/redemptions			6,837												

Edgar Filing: Accenture plc - Form PRE 14A

Redemption of Preferred SCA Class Common shares																
Shares						32,555				(610,751)		(578,196)		(65,446)		(6,446)
Net						21,168				(19,738)		1,430		(47,967)		(47,967)

As of																										
12/31, 2011	\$	57	40	\$	16	727,796	\$	1	49,365	\$	784,277	\$	525,037	\$	(3,577,574)	(86,402)	\$	6,281,517	\$	(134,380)	\$	3,878,951	\$	471,921	\$	4,349,872

The accompanying Notes are an integral part of these Consolidated Financial Statements.

**Table of Contents****ACCENTURE PLC****CONSOLIDATED CASH FLOWS STATEMENTS****For Fiscal 2011 and the Fifteen Months Ended August 31, 2010****(In thousands of U.S. dollars)**

	<b>Twelve Months Ended August 31, 2011</b>	<b>Twelve Months Ended August 31, 2010</b>	<b>Three Months Ended August 31, 2009</b>	<b>Fifteen Months Ended August 31, 2010</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Net income	\$ 2,553,240	\$ 2,060,459	\$ 305,976	\$ 2,366,435
Adjustments to reconcile Net income to Net cash provided by operating activities				
Depreciation, amortization and asset impairments	513,256	474,688	127,582	602,270
Reorganization and restructuring costs, net	1,520	9,538	256,001	265,539
Share-based compensation expense	450,137	425,822	109,988	535,810
Deferred income taxes, net	(196,395)	58,729	(64,333)	(5,604)
Other, net	81,127	35,604	3,690	39,294
Change in assets and liabilities, net of acquisitions				
Receivables from clients, net	(486,128)	(355,193)	213,097	(142,096)
Unbilled services, current and non-current	(134,353)	(22,040)	135,867	113,827
Other current and non-current assets	(466,913)	(251,058)	(158,357)	(409,415)
Accounts payable	63,005	125,126	28,242	153,368
Deferred revenues, current and non-current	294,512	93,024	27,348	120,372
Accrued payroll and related benefits	442,107	359,471	108,739	468,210
Income taxes payable, current and non-current	186,937	189,323	(52,316)	137,007
Other current and non-current liabilities	139,687	(111,873)	5,290	(106,583)
Net cash provided by operating activities	3,441,739	3,091,620	1,046,814	4,138,434
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
Proceeds from maturities and sales of available-for-sale investments	10,932	15,261	2,547	17,808
Purchases of available-for-sale investments	(11,173)	(13,528)	(105)	(13,633)
Proceeds from sales of property and equipment	6,755	3,792	1,396	5,188
Purchases of property and equipment	(403,714)	(238,215)	(75,321)	(313,536)
Purchases of businesses and investments, net of cash acquired	(306,187)	(41,075)	(24,099)	(65,174)
Net cash used in investing activities	(703,387)	(273,765)	(95,582)	(369,347)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>				
Proceeds from issuance of ordinary shares	557,366	437,025	63,087	500,112
Purchases of shares	(2,171,877)	(2,070,875)	(525,128)	(2,596,003)
(Repayments of) proceeds from long-term debt, net	(1,539)	682	(705)	(23)
(Repayments of) proceeds from short-term borrowings, net	(69)	5	1	6
Cash dividends paid	(643,642)	(824,148)		(824,148)
Excess tax benefits from share-based payment arrangements	171,314	67,323	35,910	103,233
Other, net	(33,057)	(39,038)	(36,568)	(75,606)
Net cash used in financing activities	(2,121,504)	(2,429,026)	(463,403)	(2,892,429)
Effect of exchange rate changes on cash and cash equivalents	245,938	(92,199)	51,374	(40,825)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>862,786</b>	<b>296,630</b>	<b>539,203</b>	<b>835,833</b>
<b>CASH AND CASH EQUIVALENTS, beginning of period</b>	<b>4,838,292</b>	<b>4,541,662</b>	<b>4,002,459</b>	<b>4,002,459</b>
<b>CASH AND CASH EQUIVALENTS, end of period</b>	<b>\$ 5,701,078</b>	<b>\$ 4,838,292</b>	<b>\$ 4,541,662</b>	<b>\$ 4,838,292</b>

## Edgar Filing: Accenture plc - Form PRE 14A

### Supplemental cash flow information

Interest paid	\$	14,884	\$	14,733	\$	4,268	\$	19,001
Income taxes paid	\$	824,434	\$	608,035	\$	270,725	\$	878,760

The accompanying Notes are an integral part of these Consolidated Financial Statements.

A-43

---

**Table of Contents**

**ACCENTURE PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Description of Business**

Accenture plc is one of the world's leading management consulting, technology services and outsourcing organizations and operates globally with one common brand and business model designed to enable it to provide clients around the world with the same high level of service. Drawing on a combination of industry expertise, functional capabilities, alliances, global resources and technology, Accenture plc delivers competitively priced, high-value services that help clients measurably improve business performance. Accenture plc's global delivery model enables it to provide a complete end-to-end delivery capability by drawing on its global resources to deliver high-quality, cost-effective solutions to clients under demanding timeframes.

**Basis of Presentation**

The directors have elected to prepare the Consolidated and parent company Financial Statements in accordance with Section 1 of the Companies (Miscellaneous Provisions) Act 2009, which provides that a true and fair view of the state of affairs and profit or loss of the group may be given by preparing the financial statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP), as defined in Section 1(1) of the Companies (Miscellaneous Provisions) Act 2009, to the extent that the use of those principles in the preparation of the financial statements does not contravene any provision of the Companies Acts or of any regulations made there under.

The Consolidated Financial Statements are prepared in accordance with Irish Company Law, to present to the shareholders of Accenture plc and file with the Companies Registration Office in Ireland. Accordingly, these Consolidated Financial Statements include disclosures required by the Republic of Ireland's Companies Acts, 1963 to 2009 in addition to those required under U.S. GAAP.

All references to years, unless otherwise noted, refer to the Company's fiscal year, which ends on August 31. For example, a reference to fiscal 2011 means the 12-month period that ended on August 31, 2011. All references to quarters, unless otherwise noted, refer to the quarters of the Company's fiscal year.

The Consolidated Financial Statements include the Consolidated Balance Sheet of Accenture plc and its subsidiaries as of August 31, 2011 and 2010, and the related Consolidated Statements of Income, Shareholders' Equity and Comprehensive Income, and Cash Flows for the twelve months ended August 31, 2011 and the fifteen months ended August 31, 2010. The Consolidated Financial Statements and the majority of the information in the Notes thereto for the twelve months ended August 31, 2011, have been reconciled to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2011 filed with the U.S. Securities and Exchange Commission (the "SEC") on October 21, 2011. The Consolidated Financial Statements and the majority of the information in the Notes thereto for the comparative fifteen month period, June 10, 2009 through August 31, 2010, have been reconciled to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2010 filed with the SEC on October 25, 2010 and the Company's earnings release contained in the Company's current report on Form 8-K ( "3 Months Ended August 31, 2009") filed with the SEC on September 30, 2010.

---

**Table of Contents**

**ACCENTURE PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

**Principles of Consolidation**

The Consolidated Financial Statements include the accounts of Accenture plc, an Irish company, and its controlled subsidiary companies (collectively, the Company). Accenture plc's only business is to hold Class I common shares in, and to act as the sole general partner of, its subsidiary, Accenture SCA, a Luxembourg partnership limited by shares. The Company operates its business through Accenture SCA and subsidiaries of Accenture SCA. Accenture plc controls Accenture SCA's management and operations and consolidates Accenture SCA's results in its Consolidated Financial Statements.

The shares of Accenture SCA and Accenture Canada Holdings Inc. held by persons other than the Company are treated as a noncontrolling interest in the Consolidated Financial Statements. The noncontrolling interest percentages were 9% and 11% as of August 31, 2011 and 2010, respectively. Purchases and/or redemptions of Accenture SCA Class I common shares or Accenture Canada Holdings Inc. exchangeable shares are accounted for at carryover basis.

**Reincorporation in Ireland**

On June 10, 2009, Accenture plc was incorporated in Ireland, as a public limited company, in order to effect moving the place of incorporation of the Company's parent holding company from Bermuda to Ireland (the Transaction). On August 5, 2009, the shareholders of Accenture Ltd, the Company's predecessor holding company, voted in favor of the Transaction. The Transaction was subsequently completed on September 1, 2009, following approval from the Supreme Court of Bermuda, at which time Accenture Ltd became a wholly owned subsidiary of Accenture plc and Accenture plc became the Company's parent holding company. Accenture Ltd was dissolved on December 22, 2009.

The Transaction was accounted for in these Consolidated Financial Statements as a merger between entities under common control; accordingly, the historical Consolidated Financial Statements of Accenture Ltd. and any related transactions for periods prior to the Transaction are considered to be the historical Consolidated Financial Statements of Accenture plc.

**Use of Estimates**

The preparation of the Consolidated Financial Statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect amounts reported in the Consolidated Financial Statements and accompanying disclosures. Although these estimates are based on management's best knowledge of current events and actions that the Company may undertake in the future, actual results may be different from those estimates.

**Reclassifications**

Certain amounts reported in previous years have been reclassified to conform to the fiscal 2011 presentation. In addition, on September 1, 2009, the Company streamlined its approach to capturing time spent on business-development activities. This resulted in a greater amount of payroll costs for the Company's client-services personnel being recorded in Sales and marketing rather than Cost of services. The Company has not reclassified the three months ended August 31, 2009 amounts to conform to the fiscal 2011 and 2010 presentation, as it would be impractical to do so.



---

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)****Revenue Recognition**

Revenues from contracts for technology integration consulting services where the Company designs/redesigns, builds and implements new or enhanced systems applications and related processes for its clients are recognized on the percentage-of-completion method, which involves calculating the percentage of services provided during the reporting period compared to the total estimated services to be provided over the duration of the contract. Contracts for technology integration consulting generally span one to two years. Estimated revenues used in applying the percentage-of-completion method include estimated incentives for which achievement of defined goals is deemed probable. This method is followed where reasonably dependable estimates of revenues and costs can be made. Estimates of total contract revenues and costs are continuously monitored during the term of the contract, and recorded revenues and estimated costs are subject to revision as the contract progresses. Such revisions may result in increases or decreases to revenues and income and are reflected in the Consolidated Financial Statements in the periods in which they are first identified. If the Company's estimates indicate that a contract loss will occur, a loss provision is recorded in the period in which the loss first becomes probable and reasonably estimable. Contract losses are determined to be the amount by which the estimated direct and indirect costs of the contract exceed the estimated total revenues that will be generated by the contract and are included in Cost of services and classified in Other accrued liabilities.

Revenues from contracts for non-technology integration consulting services with fees based on time and materials or cost-plus are recognized as the services are performed and amounts are earned in accordance with the Securities and Exchange Commission (the SEC) Staff Accounting Bulletin (SAB) No. 101, *Revenue Recognition in Financial Statements* (SAB 101), as amended by SAB No. 104, *Revenue Recognition* (SAB 104). The Company considers amounts to be earned once evidence of an arrangement has been obtained, services are delivered, fees are fixed or determinable, and collectibility is reasonably assured. In such contracts, the Company's efforts, measured by time incurred, typically are provided in less than a year and represent the contractual milestones or output measure, which is the contractual earnings pattern. For non-technology integration consulting contracts with fixed fees, the Company recognizes revenues as amounts become billable in accordance with contract terms, provided the billable amounts are not contingent, are consistent with the services delivered, and are earned. Contingent or incentive revenues relating to non-technology integration consulting contracts are recognized when the contingency is satisfied and the Company concludes the amounts are earned.

Outsourcing contracts typically span several years and involve complex delivery, often through multiple workforces in different countries. In a number of these arrangements, the Company hires client employees and becomes responsible for certain client obligations. Revenues are recognized on outsourcing contracts as amounts become billable in accordance with contract terms, unless the amounts are billed in advance of performance of services, in which case revenues are recognized when the services are performed and amounts are earned in accordance with SAB 101, as amended by SAB 104. Revenues from time-and-materials or cost-plus contracts are recognized as the services are performed. In such contracts, the Company's effort, measured by time incurred, represents the contractual milestones or output measure, which is the contractual earnings pattern. Revenues from unit-priced contracts are recognized as transactions are processed based on objective measures of output. Revenues from fixed-price contracts are recognized on a straight-line basis, unless revenues are earned and obligations are

**Table of Contents**

**ACCENTURE PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

fulfilled in a different pattern. Outsourcing contracts can also include incentive payments for benefits delivered to clients. Revenues relating to such incentive payments are recorded when the contingency is satisfied and the Company concludes the amounts are earned.

Costs related to delivering outsourcing services are expensed as incurred with the exception of certain transition costs related to the set-up of processes, personnel and systems, which are deferred during the transition period and expensed evenly over the period outsourcing services are provided. The deferred costs are specific internal costs or incremental external costs directly related to transition or set-up activities necessary to enable the outsourced services. Generally, deferred amounts are protected in the event of early termination of the contract and are monitored regularly for impairment. Impairment losses are recorded when projected undiscounted operating cash flows of the related contract are not sufficient to recover the carrying amount of contract assets. Deferred transition costs were \$547,308 and \$508,829 as of August 31, 2011 and 2010, respectively, and are included in Deferred contract costs. Amounts billable to the client for transition or set-up activities are deferred and recognized as revenue evenly over the period outsourcing services are provided. Deferred transition revenues were \$553,232 and \$496,646 as of August 31, 2011 and 2010, respectively, and are included in non-current Deferred revenues relating to contract costs.

The Company enters into contracts that may consist of multiple elements. These contracts may include any combination of technology integration consulting services, non-technology integration consulting services or outsourcing services described above. Revenues for contracts with multiple elements are allocated based on the lesser of the element's relative selling price or the amount that is not contingent on future delivery of another element. The selling price of each element is determined by obtaining the vendor-specific objective evidence ( VSOE ) of fair value of each element. VSOE of fair value is based on the price charged when the element is sold separately by the Company on a regular basis and not as part of a contract with multiple elements. If the amount of non-contingent revenues allocated to a delivered element accounted for under the percentage-of-completion method of accounting is less than the costs to deliver such services, then such costs are deferred and recognized in future periods when the revenues become non-contingent. Revenues are recognized in accordance with the Company's accounting policies for the separate elements, as described above. Elements qualify for separation when the services have value on a stand-alone basis, selling price of the separate elements exists and, in arrangements that include a general right of refund relative to the delivered element, performance of the undelivered element is considered probable and substantially in the Company's control. While determining fair value and identifying separate elements require judgment, generally fair value and the separate elements are readily identifiable as the Company also sells those elements unaccompanied by other elements.

Revenues recognized in excess of billings are recorded as Unbilled services. Billings in excess of revenues recognized are recorded as Deferred revenues until revenue recognition criteria are met. Revenues before reimbursements ( net revenues ) include the margin earned on computer hardware and software, as well as revenues from alliance agreements. Reimbursements include billings for travel and other out-of-pocket expenses and third-party costs, such as the cost of hardware and software resales. In addition, Reimbursements include allocations from gross billings to record an amount equivalent to reimbursable costs, where billings do not specifically identify reimbursable expenses. The Company reports revenues net of any revenue-based taxes assessed by governmental authorities that are imposed on and concurrent with specific revenue-producing transactions.

**Table of Contents**

**ACCENTURE PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

**Employee Share-Based Compensation Arrangements**

Share-based compensation expense is recognized over the requisite service period for awards of equity instruments to employees based on the grant date fair value of those awards expected to ultimately vest. Forfeitures are estimated on the date of grant and revised if actual or expected forfeiture activity differs materially from original estimates.

**Income Taxes**

The Company calculates and provides for income taxes in each of the tax jurisdictions in which it operates. Deferred tax assets and liabilities, measured using enacted tax rates, are recognized for the future tax consequences of temporary differences between the tax and financial statement bases of assets and liabilities. A valuation allowance reduces the deferred tax assets to the amount that is more likely than not to be realized. The Company establishes liabilities or reduces assets for uncertain tax positions when the Company believes those tax positions are not more likely than not of being sustained if challenged. Each fiscal quarter, the Company evaluates these uncertain tax positions and adjusts the related tax assets and liabilities in light of changing facts and circumstances.

**Translation of Non-U.S. Currency Amounts**

Assets and liabilities of non-U.S. subsidiaries whose functional currency is not the U.S. dollar are translated into U.S. dollars at fiscal year-end exchange rates. Revenue and expense items are translated at average foreign currency exchange rates prevailing during the fiscal year. Translation adjustments are included in Accumulated other comprehensive loss. Gains and losses arising from intercompany foreign currency transactions that are of a long-term investment nature are reported in the same manner as translation adjustments.

**Cash and Cash Equivalents**

Cash and cash equivalents consist of all cash balances and liquid investments with original maturities of three months or less, including money market funds of \$1,150,000 and \$425,000 as of August 31, 2011 and 2010, respectively. As a result of certain subsidiaries' cash management systems, checks issued but not presented to the banks for payment may create negative book cash payables. Such negative balances are classified as Current portion of long term debt and bank borrowings.

**Client Receivables, Unbilled Services and Allowances**

The Company records its client receivables and unbilled services at their face amounts less allowances. On a periodic basis, the Company evaluates its receivables and unbilled services and establishes allowances based on historical experience and other currently available information. As of August 31, 2011 and 2010, total allowances recorded for client receivables and unbilled services were \$73,296 and \$104,753, respectively. The allowance reflects the Company's best estimate of collectibility risks on outstanding receivables and unbilled services. In limited circumstances, the Company agrees to extend financing to certain clients. The terms vary by contract, but generally payment for services is contractually linked to the achievement of specified performance milestones.

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)****Concentrations of Credit Risk**

The Company's financial instruments, consisting primarily of cash and cash equivalents, foreign currency exchange rate instruments, client receivables and unbilled services, are exposed to concentrations of credit risk. The Company places its cash and cash equivalents and foreign exchange instruments with highly-rated financial institutions, limits the amount of credit exposure with any one financial institution and conducts ongoing evaluation of the credit worthiness of the financial institutions with which it does business. Client receivables are dispersed across many different industries and countries; therefore, concentrations of credit risk are limited.

**Investments**

All liquid investments with an original maturity greater than 90 days but less than one year are considered to be short-term investments. Investments with an original maturity greater than one year are considered to be long-term investments. Marketable short-term and long-term investments are classified and accounted for as available-for-sale investments. Available-for-sale investments are reported at fair value with changes in unrealized gains and losses recorded as a separate component of Accumulated other comprehensive loss until realized. Quoted market prices are used to determine the fair values of common equity and debt securities that were issued by publicly traded entities. Interest and amortization of premiums and discounts for debt securities are included in Interest income. Realized gains and losses on securities are determined based on the First In, First Out method and are included in (Loss) gain on investments, net. The Company does not hold these investments for speculative or trading purposes.

**Property and Equipment**

Property and equipment is stated at cost, net of accumulated depreciation. Depreciation of property and equipment is computed on a straight-line basis over the following estimated useful lives:

Buildings	20 to 25 years
Computers, related equipment and software	2 to 7 years
Furniture and fixtures	5 to 10 years
Leasehold improvements	Lesser of lease term or 15 years

**Long-Lived Assets**

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group of assets may not be recoverable. Recoverability of long-lived assets or groups of assets is assessed based on a comparison of the carrying amount to the estimated future net cash flows. If estimated future undiscounted net cash flows are less than the carrying amount, the asset is considered impaired and expense is recorded at an amount required to reduce the carrying amount to fair value.

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)****Operating Expenses**

Selected components of operating expenses were as follows:

	Fiscal 2011	Fiscal 2010	3 Months Ended August 31, 2009	15 Months Ended August 31, 2010
Research and development costs	\$ 503,222	\$ 383,700	\$ 108,734	\$ 492,434
Advertising costs	69,767	71,157	19,329	90,486
(Release of) provision for doubtful accounts(1)	(24,361)	3,345	18,752	22,097

(1) For additional information, see Client Receivables, Unbilled Services and Allowances.

**Recently Adopted Accounting Pronouncements**

In September 2010, the Company adopted guidance issued by the Financial Accounting Standards Board ( FASB ) on revenue recognition guidance for arrangements with multiple deliverables. The guidance eliminates the residual method of allocation in previous guidance; requires that arrangement considerations be allocated at the inception of the arrangement to all deliverables using the relative selling price; and requires a vendor to use estimates of a selling price developed in a manner that is consistent with that used to determine the price to sell the deliverable on a standalone basis for all deliverables that meet the remaining separation criteria when vendor-specific objective evidence and third-party evidence, respectively, do not exist as estimates of selling price. The adoption of this guidance did not have a material impact on its Consolidated Financial Statements.

On September 1, 2009, the Company adopted guidance issued by the FASB on business combinations. The guidance establishes principles and requirements for: recognizing and measuring the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree; recognizing and measuring the goodwill acquired in the business combination or a gain from a bargain purchase; expensing acquisition-related costs as incurred; and determining what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. The Company's adoption of the guidance on business combinations did not have a material impact on its Consolidated Financial Statements.

On September 1, 2009, the Company adopted guidance issued by the FASB on noncontrolling interests, which establishes accounting and reporting standards requiring the noncontrolling interest in a subsidiary, previously referred to as minority interest, to be presented as a separate component in the shareholders' equity section of the Consolidated Balance Sheet. As required, the guidance on noncontrolling interests was applied prospectively with the exception of presentation and disclosure requirements, which were applied retrospectively for all periods presented.

**2. REORGANIZATION AND RESTRUCTURING COSTS, NET****Reorganization**

In fiscal 2001, the Company accrued reorganization liabilities in connection with its transition to a corporate structure. These liabilities included certain non-income tax liabilities, such as stamp taxes, as well as liabilities for certain individual income tax exposures related to the transfer of interests in certain entities to the Company as part of the reorganization. These primarily represent unusual and disproportionate individual income tax exposures assumed by certain, but not all, of the Company's



**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

shareholders and partners in certain tax jurisdictions specifically related to the transfer of their partnership interests in certain entities to the Company as part of the reorganization. (Prior to fiscal 2005, the Company referred to its highest-level employees with the partner title and the Company continues to use the term partner to refer to these persons in certain situations related to its reorganization and the period prior to its incorporation.) The Company identified certain shareholders and partners who may incur such unusual and disproportionate financial damage in certain jurisdictions. These include shareholders and partners who were subject to tax in their jurisdiction on items of income arising from the reorganization transaction that were not taxable for most other shareholders and partners. In addition, certain other shareholders and partners were subject to a different rate or amount of tax than other shareholders or partners in the same jurisdiction. When additional taxes are assessed on these shareholders or partners in connection with these transfers, the Company has made and intends to make payments, and in one country has contractually committed, to reimburse certain costs associated with the assessment either to the shareholder or partner, or to the taxing authority. The Company has recorded reorganization expense and the related liability where such liabilities are probable. Interest accruals are made to cover reimbursement of interest on such tax assessments.

The Company's reorganization activity was as follows:

	Fiscal 2011	Fiscal 2010	3 Months Ended August 31, 2009
Reorganization liability, beginning of period	\$ 271,907	\$ 296,104	\$ 286,697
Final determinations(1)		(1,999)	
Changes in estimates			
Benefits recorded		(1,999)	
Interest expense accrued	1,520	11,537	3,435
Payments	(3,873)		
Foreign currency translation adjustments	37,732	(33,735)	5,972
Reorganization liability, end of period	\$ 307,286	\$ 271,907	\$ 296,104

(1) Includes final agreements with tax authorities and expirations of statutes of limitations.

As of August 31, 2011, reorganization liabilities of \$294,798 were included in Other accrued liabilities because expirations of statutes of limitations or other final determinations could occur within 12 months, and reorganization liabilities of \$12,488 were included in Other non-current liabilities. Timing of the resolution of tax audits or the initiation of additional litigation and/or criminal tax proceedings may delay final resolution. Final resolution, through settlement, conclusion of legal proceedings or a tax authority's decision not to pursue a claim, will result in payment by the Company of amounts in settlement or judgment of these matters and/or recording of a reorganization benefit or cost in the Company's Consolidated Income Statement. It is possible the aggregate amount of such payments in connection with resolution of all such proceedings could exceed the currently recorded amounts. As of August 31, 2011, only a small number of jurisdictions remain that have active audits/investigations or open statutes of limitations, and only one is significant (which is the country referenced above). In that country, current and former partners, and the Company, are engaged in disputes with tax authorities in connection with the corporate reorganization in 2001, some of which have resulted, and others of which are expected to result, in litigation. These individuals and the Company intend to vigorously defend their positions.

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)****Restructuring**

The Company recognized restructuring costs of \$252,566 in the fourth quarter of fiscal 2009. The restructuring costs included \$110,338 principally related to global consolidation of office space and \$142,228 related to realignment of the Company's workforce, primarily at the senior executive level. The restructuring costs were allocated to the reportable operating segments as follows: \$49,192 to Communications & High Tech; \$53,155 to Financial Services; \$45,818 to Health & Public Service; \$58,091 to Products; and \$46,310 to Resources. The restructuring liabilities as of August 31, 2011 were \$71,250, of which \$17,815 was included in Other accrued liabilities and \$53,435 was included in Other non-current liabilities. The restructuring liabilities as of August 31, 2010 were \$94,558, of which \$28,574 was included in Other accrued liabilities and \$65,984 was included in Other non-current liabilities. The remaining liabilities represent the net present value of estimated obligations for operating leases on abandoned office space.

**3. ACCUMULATED OTHER COMPREHENSIVE LOSS**

The components of Accumulated other comprehensive loss were as follows:

	August 31,	
	2011	2010
Net unrealized gains on cash flow hedges, net of tax of \$19,960 and \$2,139, respectively	\$ 32,354	\$ 4,340
Net unrealized losses on marketable securities	(984)	(769)
Foreign currency translation adjustments, net of tax of \$10,228 and \$4,510, respectively	147,770	(44,638)
Defined benefit plans, net of tax of \$(182,427) and \$(201,754), respectively	(313,520)	(345,225)
Accumulated other comprehensive loss	\$ (134,380)	\$ (386,292)

**4. PROPERTY AND EQUIPMENT**

The components of Property and equipment, net were as follows:

	August 31,	
	2011	2010
Buildings and land	\$ 3,807	\$ 3,321
Computers, related equipment and software	1,440,514	1,336,357
Furniture and fixtures	322,888	300,914
Leasehold improvements	657,987	578,715
Property and equipment, gross	2,425,196	2,219,307
Total accumulated depreciation	(1,639,965)	(1,559,738)
Property and equipment, net	\$ 785,231	\$ 659,569





**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)****5. BUSINESS COMBINATIONS AND GOODWILL**

During fiscal 2011, the Company acquired the net assets of a provider of software solutions for the property and casualty insurance industry. In addition, during fiscal 2011, the Company completed four individually immaterial acquisitions. The total consideration for all fiscal 2011 acquisitions was \$306,187. In connection with these acquisitions, the Company recorded combined goodwill of \$254,975, a portion of which was allocated to each of the reportable segments. The Company also recorded \$81,735 in intangible assets, primarily related to customer relationships and intellectual property. The intangible assets are being amortized over a period of less than one to fifteen years. The pro forma effects on the Company's operations were not material.

During fiscal 2010, the Company completed several individually immaterial acquisitions and had no acquisitions in fiscal 2009.

Goodwill is reviewed for impairment annually or more frequently if indicators of impairment exist. Based on the results of its annual impairment analysis, the Company determined that no impairment existed as of August 31, 2011 and 2010.

The changes in the carrying amount of goodwill by reportable segment were as follows:

	June 1, 2009	Additions/ Adjustments	Foreign Currency Translation Adjustments	August 31, 2010	Additions/ Adjustments	Foreign Currency Translation Adjustments	August 31, 2011
Communications & High Tech	\$ 151,286	\$ 1,733	\$ (1,505)	\$ 151,514	\$ 11,638	\$ 10,715	\$ 173,867
Financial Services	138,472	2,440	320	141,232	159,757	3,731	304,720
Health & Public Service	273,575	8,653	(1,682)	280,546	3,219	2,393	286,158
Products	177,193	16,810	(647)	193,356	71,185	14,388	278,929
Resources	63,222	8,887	2,477	74,586	9,195	4,536	88,317
Total	\$ 803,748	\$ 38,523	\$ (1,037)	\$ 841,234	\$ 254,994	\$ 35,763	\$ 1,131,991

**6. DERIVATIVE FINANCIAL INSTRUMENTS**

In the normal course of business, the Company uses derivative financial instruments to manage foreign currency exchange rate risk. Derivative transactions are governed by a uniform set of policies and procedures covering areas such as authorization, counterparty exposure and hedging practices. Positions are monitored using techniques such as market value and sensitivity analyses. The Company does not enter into derivative transactions for trading purposes. The Company classifies cash flows from its derivative programs as cash flows from operating activities in the Consolidated Cash Flows Statement.

Certain derivatives also give rise to credit risks from the possible non-performance by counterparties. Credit risk is generally limited to the fair value of those contracts that are favorable to the Company, and the maximum amount of loss due to credit risk, based on the gross fair value of all of the Company's derivative financial instruments, was approximately \$79,243 as of August 31, 2011.

The Company also utilizes standard counterparty master agreements containing provisions for the netting of certain foreign currency transaction obligations and for set-off of certain obligations in the event of an insolvency of one of the parties to the transaction. These provisions may reduce the Company's potential overall loss resulting from the insolvency of a counterparty and reduce a



**Table of Contents**

**ACCENTURE PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

counterparty's potential overall loss resulting from the insolvency of the Company. Additionally, these agreements contain early termination provisions triggered by adverse changes in a counterparty's credit rating, thereby enabling the Company to accelerate settlement of a transaction prior to its contractual maturity and potentially decrease the Company's realized loss on an open transaction. Similarly, a decrement in the Company's credit rating could trigger a counterparty's early termination rights, thereby enabling a counterparty to accelerate settlement of a transaction prior to its contractual maturity and potentially increase the Company's realized loss on an open transaction. The aggregate fair value of the Company's derivative instruments with credit-risk-related contingent features that are in a liability position as of August 31, 2011 was \$20,570.

The Company's derivative financial instruments consist of deliverable and non-deliverable foreign currency forward contracts. Fair values for derivative financial instruments are based on prices computed using third-party valuation models and are classified as Level 2 in accordance with the three-level hierarchy of fair value measurements. All of the significant inputs to the third-party valuation models are observable in active markets. Inputs include current market-based parameters such as forward rates, yield curves and credit default swap pricing. For additional information related to the three-level hierarchy of fair value measurements, see Note 9 (Retirement and Profit Sharing Plans) to these Consolidated Financial Statements.

**Cash Flow Hedges**

Certain of the Company's subsidiaries are exposed to currency risk through their use of resources supplied by the Company's Global Delivery Network. To mitigate this risk, the Company uses foreign currency forward contracts to hedge the foreign exchange risk of the forecasted intercompany expenses denominated in foreign currencies for up to three years in the future. The Company has designated these derivatives as cash flow hedges. As of August 31, 2011 and 2010, the Company held no derivatives that were designated as fair value or net investment hedges.

In order for a derivative to qualify for hedge accounting, the derivative must be formally designated as a fair value, cash flow or net investment hedge by documenting the relationship between the derivative and the hedged item. The documentation includes a description of the hedging instrument, the hedge item, the risk being hedged, the Company's risk management objective and strategy for undertaking the hedge, the method for assessing the effectiveness of the hedge and the method for measuring hedge ineffectiveness. Additionally, the hedge relationship must be expected to be highly effective at offsetting changes in either the fair value or cash flows of the hedged item at both inception of the hedge and on an ongoing basis. The Company assesses the ongoing effectiveness of its hedges using the Hypothetical Derivative Method, which measures hedge ineffectiveness based on a comparison of the change in fair value of the actual derivative designated as the hedging instrument and the change in fair value of a hypothetical derivative. The hypothetical derivative would have terms that identically match the critical terms of the hedged item. The Company measures and records hedge ineffectiveness at the end of each fiscal quarter.

For a cash flow hedge, the effective portion of the change in estimated fair value of a hedging instrument is recorded in Accumulated other comprehensive loss as a separate component of Shareholders' Equity and is reclassified into Cost of services in the Consolidated Income Statement during the period in which the hedged transaction is recognized. The ineffective portion of the change in

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

fair value of a cash flow hedge is recognized immediately in Other expense, net in the Consolidated Income Statement and for fiscal 2011 and 2010 was not material. In addition, the Company did not discontinue any cash flow hedges during fiscal 2011 or 2010.

The activity related to the change in net unrealized gains (losses) on cash flow hedges, net of tax, in Accumulated other comprehensive loss was as follows:

Net unrealized (losses) on cash flow hedges, net of tax, June 1, 2009	\$ (2,103)
Change in fair value, net of tax of \$8,821	15,613
Reclassification adjustments into Cost of services, net of tax of \$(1,806)	(7,238)
Portion attributable to Noncontrolling interests, net of tax of \$(1,310)	(1,932)
Net unrealized gains on cash flow hedges, net of tax, August 31, 2010	\$ 4,340
Change in fair value, net of tax of \$27,837	44,229
Reclassification adjustments into Cost of services, net of tax of \$(8,276)	(13,478)
Portion attributable to Noncontrolling interests, net of tax of \$(1,741)	(2,737)
Net unrealized gains on cash flow hedges, net of tax, August 31, 2011	\$ 32,354

As of August 31, 2011, \$8,678 of the amounts related to derivatives designated as cash flow hedges and recorded in Accumulated other comprehensive loss is expected to be reclassified into earnings in the next 12 months.

**Other Derivatives**

The Company also uses foreign currency forward contracts, which have not been designated as hedges, to hedge balance sheet exposures, such as intercompany loans. These instruments are generally short-term in nature, with typical maturities of less than one year, and are subject to fluctuations in foreign exchange rates. Realized gains or losses and changes in the estimated fair value of these derivatives were a net gain of \$112,118 and \$41,902 for fiscal 2011 and the fifteen months ended August 31, 2010, respectively. These net gains were offset by net foreign currency losses, including net losses related to the underlying balance sheet exposures, and are recorded in Other income (expense), net in the Consolidated Income Statement.

**Table of Contents**

## ACCENTURE PLC

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

**Fair Value of Derivative Instruments**

The notional and fair values of all derivative instruments were as follows:

	August 31,	
	2011	2010
<b>Assets</b>		
<b>Cash Flow Hedges</b>		
Other current assets	\$ 21,714	\$ 10,806
Other non-current assets	43,666	13,962
<b>Other Derivatives</b>		
Other current assets	13,863	4,422
<b>Total assets</b>	<b>\$ 79,243</b>	<b>\$ 29,190</b>
<b>Liabilities</b>		
<b>Cash Flow Hedges</b>		
Other accrued liabilities	\$ 4,649	\$ 9,845
Other non-current liabilities	698	5,202
<b>Other Derivatives</b>		
Other accrued liabilities	15,223	7,823
<b>Total liabilities</b>	<b>\$ 20,570</b>	<b>\$ 22,870</b>
<b>Total fair value</b>	<b>\$ 58,673</b>	<b>\$ 6,320</b>
<b>Total notional value</b>	<b>\$ 4,127,456</b>	<b>\$ 2,590,314</b>

**7. BORROWINGS AND INDEBTEDNESS**

As of August 31, 2011, the Company had the following borrowing facilities:

	Facility Amount	Borrowings Under Facilities
Syndicated loan facility(1)	\$ 1,200,000	\$
Separate, uncommitted, unsecured multicurrency revolving credit facilities(2)	480,090	
Local guaranteed and non-guaranteed lines of credit(3)	169,170	
<b>Total</b>	<b>\$ 1,849,260</b>	<b>\$</b>

## Edgar Filing: Accenture plc - Form PRE 14A

- (1) This facility, which matures on July 31, 2012, provides unsecured, revolving borrowing capacity for general working capital purposes, including the issuance of letters of credit. Financing is provided under this facility at the prime rate or at the London Interbank Offered Rate plus a spread. The Company continues to be in compliance with relevant covenant terms. The facility is subject to annual commitment fees. As of August 31, 2011 and 2010, the Company had no borrowings under the facility.
  
- (2) The Company maintains separate, uncommitted and unsecured multicurrency revolving credit facilities. These facilities provide local currency financing for the majority of the Company's operations. Interest rate terms on the revolving facilities are at market rates prevailing in the relevant local markets. As of August 31, 2011 and 2010, the Company had no borrowings under these facilities.
  
- (3) The Company also maintains local guaranteed and non-guaranteed lines of credit for those locations that cannot access the Company's global facilities. As of August 31, 2011 and 2010, the Company had no borrowings under these various facilities.

A-56

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

Under the borrowing facilities described above, the Company had an aggregate of \$177,906 and \$152,117 of letters of credit outstanding as of August 31, 2011 and 2010, respectively. In addition, the Company also had total outstanding debt of \$4,419 and \$1,588 as of August 31, 2011 and 2010, respectively.

**8. INCOME TAXES**

	<b>Fiscal 2011</b>	<b>Fiscal 2010</b>	<b>3 Months Ended August 31, 2009</b>	<b>15 Months Ended August 31, 2010</b>
Current tax expense	1,129,040	782,212	177,558	\$ 959,770
Deferred tax (benefit) expense	(170,258)	71,698	(61,052)	10,646
<b>Total</b>	<b>\$ 958,782</b>	<b>\$ 853,910</b>	<b>\$ 116,506</b>	<b>\$ 970,416</b>

Deferred income tax expense (benefit) recorded in Accumulated other comprehensive loss in the Consolidated Balance Sheets related to the defined benefit plans liability before noncontrolling interests was \$21,171 and \$(186,581) in fiscal 2011 and the fifteen months ended August 31, 2010, respectively, and related to the cash flow hedges before noncontrolling interests was \$19,561 and \$7,015 in fiscal 2011 and the fifteen months ended August 31, 2010, respectively.

Income tax expense attributable to income from continuing operations was \$958,782 and \$970,416 for the year ended August 31, 2011 and the fifteen months ended August 31, 2010, respectively. This is lower than the amount computed by applying the U.S. federal income tax rate of 35% to pre-tax income from continuing operations due to benefits from non-U.S. operations taxed at lower rates and final determinations of prior year tax liabilities, partially offset by expenses related to unrecognized tax benefits. The effect on deferred tax assets and liabilities of enacted changes in tax laws and tax rates did not have a material impact on the Company's income tax expense.



**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

The components of the Company's deferred tax assets and liabilities included the following:

	August 31,	
	2011	2010
Deferred tax assets:		
Pensions	\$ 229,963	\$ 224,331
Revenue recognition	96,930	84,110
Compensation and benefits	379,597	336,572
Share-based compensation	232,508	280,509
Tax credit carryforwards	165,451	149,905
Net operating loss carryforwards	181,892	158,302
Depreciation and amortization	169,200	56,865
Indirect effects of unrecognized tax benefits	254,101	121,464
Other	54,106	54,485
	1,763,748	1,466,543
Valuation allowance	(246,667)	(233,260)
<b>Total deferred tax assets</b>	<b>1,517,081</b>	<b>1,233,283</b>
Deferred tax liabilities:		
Revenue recognition	(29,689)	(34,415)
Depreciation and amortization	(75,230)	(44,866)
Investments in subsidiaries	(161,474)	(137,229)
Other	(43,353)	(26,167)
<b>Total deferred tax liabilities</b>	<b>(309,746)</b>	<b>(242,677)</b>
<b>Net deferred tax assets</b>	<b>\$ 1,207,335</b>	<b>\$ 990,606</b>

The Company recorded valuation allowances of \$246,667 and \$233,260 as of August 31, 2011 and 2010, respectively, against deferred tax assets principally associated with certain tax net operating loss and tax credit carryforwards, as the Company believes it is more likely than not that these assets will not be realized. For all other deferred tax assets, the Company believes it is more likely than not that the results of future operations will generate sufficient taxable income to realize these deferred tax assets. During fiscal 2011, the Company recorded a net increase of \$13,407 in the valuation allowance, primarily due to foreign currency translation.

The Company had net operating loss carryforwards as of August 31, 2011 of \$658,169. Of this amount, \$68,159 expires between 2012 and 2017, \$47,360 expires between 2018 and 2031, and \$542,650 has an indefinite carryforward period. The Company had tax credit carryforwards as of August 31, 2011 of \$165,451, of which \$60,572 will expire between 2012 and 2017, \$24,302 will expire between 2018 and 2025, and \$80,577 has an indefinite carryforward period.

The Company recognizes interest and penalties related to unrecognized tax benefits in the Provision for income taxes. During the year ended August 31, 2011 and the fifteen months ended August 31, 2010, the Company recognized approximately \$73,016 and \$51,711 in interest and penalties, respectively. The Company had accrued interest and penalties related to unrecognized tax benefits of \$285,458 (\$198,646, net of tax benefits) and \$222,499 (\$153,719, net of tax benefits) on the Company's Consolidated Balance Sheet as of August 31, 2011 and 2010,

respectively.

A-58

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

The Company is currently under audit by the U.S. Internal Revenue Service for fiscal 2003 to 2008. The Company is also currently under audit in numerous state and non-U.S. tax jurisdictions. Although the outcome of tax audits is always uncertain and could result in significant cash tax payments, the Company does not believe the outcome of these audits will have a material adverse effect on the Company's consolidated financial position or results of operations. With limited exceptions, the Company is no longer subject to income tax audits by taxing authorities for the years before 2003. The Company believes that it is reasonably possible that its unrecognized tax benefits could decrease by approximately \$793,000 or increase by approximately \$86,000 in the next 12 months as a result of settlements, lapses of statutes of limitations and other adjustments. The majority of these amounts relate to transfer pricing matters in both U.S. and non-U.S. tax jurisdictions.

As of August 31, 2011, the Company had not recognized a deferred tax liability on \$1,795,121 of undistributed earnings for certain foreign subsidiaries, because these earnings are intended to be permanently reinvested. If such earnings were distributed, some countries may impose withholding taxes. It is not practicable to determine the amount of the related unrecognized deferred income tax liability.

**9. RETIREMENT AND PROFIT SHARING PLANS****Defined Benefit Pension**

In the United States and certain other countries, the Company maintains and administers defined benefit retirement plans for certain current, retired and resigned employees. In addition, the Company's U.S. defined benefit pension plans include a frozen plan for former pre-incorporation partners, which is unfunded. Benefits under the employee retirement plans are primarily based on years of service and compensation during the years immediately preceding retirement or termination of participation in the plan.

Certain postemployment benefits, including severance benefits, disability-related benefits and continuation of benefits, such as healthcare benefits and life insurance coverage, are provided to former or inactive employees after employment but before retirement. These costs are substantially provided for on an accrual basis.

**Assumptions**

The Company uses an August 31 measurement date for its U.S. and non-U.S. defined benefit pension plans. The weighted-average assumptions used to determine the fiscal year-end defined benefit pension obligations are as follows:

	August 31,			
	2011	Non-U.S. Plans		2010
	U.S. Plans	U.S. Plans	U.S. Plans	Non-U.S. Plans
Discount rate	5.25%	4.99%	5.25%	4.77%
Rate of increase in future compensation	4.00%	4.03%	4.00%	3.68%

The Company's methodology for selecting the discount rate for the U.S. Plans is to match the plans' cash flows to that of the average of two yield curves that provide the equivalent yields on zero-coupon corporate bonds for each maturity. The discount rate assumption for the non-U.S. Plans primarily reflects

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

the market rate for high-quality, fixed-income debt instruments. The discount rate assumptions are based on the expected duration of the benefit payments for each of the Company's defined benefit pension plans as of the annual measurement date and is subject to change each year. The expected long-term rate of return on plan assets should, over time, approximate the actual long-term returns on defined benefit pension plan assets and is based on historical returns and the future expectations for returns for each asset class, as well as the target asset allocation of the asset portfolio.

**Pension Expense**

Pension expense for fiscal 2011 and the fifteen months ended August 31, 2010 was \$110,332 and \$92,525, respectively.

**Benefit Obligation, Plan Assets and Funded Status**

Selected information regarding defined benefit pension plans as of August 31, 2011 and 2010 is as follows:

	2011		August 31, 2010	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Benefit obligation, end of year	\$ 1,433,884	\$ 1,046,251	\$ 1,376,546	\$ 904,322
Fair value of plan assets, end of year	1,006,507	779,754	930,126	678,773
Funded status	\$ (427,377)	\$ (266,497)	\$ (446,420)	\$ (225,549)

**Amounts recognized in the Consolidated Balance Sheets consist of:**

Non-current assets	\$	\$ 17,750	\$	\$ 27,961
Current liabilities	(11,445)	(6,500)	(11,043)	(3,515)
Non-current liabilities	(415,932)	(277,747)	(435,377)	(249,995)
Accumulated other comprehensive loss, pre-tax	360,133	142,415	410,260	144,982
Net amount recognized at end of year	\$ (67,244)	\$ (124,082)	\$ (36,160)	\$ (80,567)

The employer contributions, participant contributions and benefits paid for fiscal 2011 and the fifteen months ended August 31, 2010 were as follows:

	Fiscal 2011		Fiscal 2010		3 Months Ended August 31, 2009		15 Months Ended August 31, 2010	
	U.S.Plans	Non-U.S. Plans	U.S.Plans	Non-U.S. Plans	U.S.Plans	Non-U.S. Plans	U.S.Plans	Non-U.S. Plans
Employer contributions	\$ 11,043	\$ 38,286	\$ 10,525	\$ 44,652	\$ 2,334	\$ 11,044	\$ 12,859	\$ 55,696
Participant contributions		7,143		6,320		1,744		8,064
Benefits paid	(31,339)	(23,563)	(28,229)	(17,712)	(6,149)	(5,164)	(34,378)	(22,876)



**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

**Accumulated Other Comprehensive Loss**

The pre-tax accumulated net actuarial loss and prior service cost (credit) recognized in Accumulated other comprehensive loss as of August 31, 2011 was as follows:

	U.S. Plans	Non-U.S. Plans
Net actuarial loss	\$ 360,123	\$ 161,750
Prior service cost (credit)	10	(19,335)
<b>Total</b>	<b>\$ 360,133</b>	<b>\$ 142,415</b>

The estimated amounts that will be amortized from Accumulated other comprehensive loss as of August 31, 2011 into net periodic pension expense during fiscal 2012 are as follows:

	U.S. Plans	Non-U.S. Plans
Actuarial loss	\$ 21,434	\$ 10,531
Prior service cost (credit)	10	(2,856)
<b>Total</b>	<b>\$ 21,444</b>	<b>\$ 7,675</b>

**Funded Status for Defined Benefit Plans**

The accumulated benefit obligation for material defined benefit pension plans as of August 31, 2011 and 2010 was as follows:

	2011		August 31, 2010	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Accumulated benefit obligation	\$ 1,421,917	\$ 944,287	\$ 1,363,544	\$ 822,372

The following information is provided for material defined benefit pension plans with projected benefit obligations in excess of plan assets and for plans with accumulated benefit obligations in excess of plan assets as of August 31, 2011 and 2010:

	2011		August 31, 2010	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
<b>Projected benefit obligation in excess of plan assets:</b>				

Edgar Filing: Accenture plc - Form PRE 14A

Projected benefit obligation	\$ 1,433,884	\$ 879,298	\$ 1,376,546	\$ 765,565
Fair value of plan assets	1,006,507	595,051	930,126	512,056

A-61

**Table of Contents**

## ACCENTURE PLC

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

	August 31,			
	2011	2010	2011	2010
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
<b>Accumulated benefit obligation in excess of plan assets:</b>				
Accumulated benefit obligation	\$ 1,421,917	\$ 656,196	\$ 1,363,544	\$ 543,459
Fair value of plan assets	1,006,507	443,412	930,126	347,799

**Investment Strategies***U.S. Pension Plans*

The overall investment objective of the plans is to provide growth in the defined benefit pension plans' assets to help fund future defined benefit pension obligations while managing risk in order to meet current defined benefit pension obligations. The plans' future prospects, their current financial conditions, the Company's current funding levels and other relevant factors suggest that the plans can tolerate some interim fluctuations in market value and rates of return in order to achieve long-term objectives without undue risk to the plans' ability to meet their current benefit obligations. The Company recognizes that asset allocation of the defined benefit pension plans' assets is an important factor in determining long-term performance. Actual asset allocations at any point in time may vary from the target asset allocations and will be dictated by current and anticipated market conditions, required cash flows and investment decisions of the investment committee and the pension plans' investment funds and managers. Ranges are established to provide flexibility for the asset allocation to vary around the targets without the need for immediate rebalancing.

*Non-U.S. Pension Plans*

Plan assets in non-U.S. defined benefit pension plans conform to the investment policies and procedures of each plan and to relevant legislation. The pension committee or trustee of each plan regularly, but at least annually, reviews the investment policy and the performance of the investment managers. In certain countries, the trustee is also required to consult with the Company. Asset allocation decisions are made to provide risk adjusted returns that align with the overall investment strategy for each plan. Generally, the investment return objective of each plan is to achieve a total annualized rate of return that exceeds inflation over the long term by an amount based on the target asset allocation mix of that plan. In certain countries, plan assets are invested in funds that are required to hold a majority of assets in bonds, with a smaller proportion in equities. Also, certain plan assets are entirely invested in contracts held with the plan insurer, which determines the strategy. Defined benefit pension plans in certain countries are unfunded.

*Risk Management*

Plan investments are exposed to certain risks including market, interest rate and operating risk. In order to mitigate significant concentrations of these risks, the assets are invested in a diversified portfolio primarily consisting of equities and fixed income instruments. Equities are diversified between U.S. and non-U.S. index funds and are intended to achieve long term capital appreciation. To minimize asset volatility relative to the liabilities, a portion of plan assets are allocated to debt securities which appropriately match the duration of individual plan's liabilities. Plan asset allocation and investment managers' guidelines are reviewed on a regular basis.



**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)****Plan Assets**

The Company's target allocation for fiscal 2012 and weighted-average plan assets allocations as of August 31, 2011 and 2010 by asset category, for material defined benefit pension plans are as follows:

Asset Category	2012 Target Allocation		2011		2010	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
Equity securities	60%	35-40%	59%	34%	57%	33%
Debt securities	40	45-50	40	47	42	39
Cash and short-term investments		0-5	1	5	1	14
Insurance contracts		0-5	0	11		11
Other		10-15	0	3		3
Total	100%	100%	100%	100%	100%	100%

**Fair Value Measurements**

Fair value is the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of non-performance risk, including the Company's own credit risk.

The three-level hierarchy of fair value measurements is based on whether the inputs to those measurements are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. The fair-value hierarchy requires the use of observable market data when available and consists of the following levels:

Level 1 Quoted prices for identical instruments in active markets;

Level 2 Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs are observable in active markets; and

Level 3 Valuations derived from valuation techniques in which one or more significant inputs are unobservable.

**Table of Contents**

## ACCENTURE PLC

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)

(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)

The fair values of the material U.S. and non-U.S. defined benefit pension plans assets as of August 31, 2011 are as follows:

*U.S. Plans*

	Level 1	Level 2	Level 3	Total
<b>Equity</b>				
U.S. equity securities	\$	\$ 357,437	\$	\$ 357,437
Non-U.S. equity securities		232,842		232,842
<b>Fixed Income</b>				
U.S. government, state and local debt securities		332,332		332,332
Non-U.S. government debt securities		4,411		4,411
U.S. corporate debt securities		61,318		61,318
Non-U.S. corporate debt securities		9,359		9,359
Cash and short-term investments		4,800		4,800
Other		4,008		4,008
Total	\$	\$ 1,006,507	\$	\$ 1,006,507

*Non-U.S. Plans*

	Level 1	Level 2	Level 3	Total
<b>Equity</b>				
U.S. equity securities	\$	42,062	\$	\$ 42,062
Non-U.S. equity securities		195,418		195,418
Mutual fund equity securities		31,395		31,395
<b>Fixed Income</b>				
Non-U.S. government debt securities		248,888		248,888
Non-U.S. corporate debt securities		58,537		58,537
Mutual fund debt securities		56,073		56,073
Cash and short-term investments	30,490	8,169		38,659
Insurance contracts		87,654		87,654
Other		21,068		21,068
Total	\$ 30,490	\$ 749,264	\$	\$ 779,754

**Expected Contributions**

Generally, annual contributions are made at such times and in amounts as required by law and may, from time to time, exceed minimum funding requirements. The Company estimates it will pay approximately \$64,000 in fiscal 2012 related to contributions to its U.S. and non-U.S. defined benefit pension plans, cash funding for its retiree medical plans and benefit payments related to the unfunded frozen plan for former pre-incorporation partners. The Company has not determined whether it will make additional voluntary contributions for its defined benefit pension plans.



**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)****Estimated Future Benefit Payments**

Benefit payments, which reflect expected future service, as appropriate, are expected to be paid as follows:

	<b>U.S. Plans</b>	<b>Non-U.S. Plans</b>
2012	\$ 30,785	\$ 30,695
2013	34,607	31,180
2014	36,949	33,868
2015	39,513	36,590
2016	42,432	40,418
2017-2021	268,775	246,911

**Defined Contribution Plans**

In the United States and certain other countries, the Company maintains and administers defined contribution plans for certain current, retired and resigned employees. Defined contribution plans in countries other than the United States and the United Kingdom are individually immaterial. Total expenses recorded for the United States and the United Kingdom defined contribution plans were \$235,439 and \$281,948 in fiscal 2011 and the fifteen months ended August 31, 2010, respectively.

**10. SHARE-BASED COMPENSATION****Share Incentive Plans**

On February 4, 2010, Accenture's shareholders approved the Accenture plc 2010 Share Incentive Plan (the 2010 SIP), which the Board of Directors of Accenture approved on December 10, 2009. Any new equity grants awarded on or after February 4, 2010 were under the 2010 SIP. No new awards were granted on or after February 4, 2010 under the 2001 Share Incentive Plan (the 2001 SIP), and any share capacity remaining under the 2001 SIP was cancelled and not incorporated into the 2010 SIP. However, shares related to outstanding awards granted under the 2001 SIP prior to February 4, 2010 continue to be satisfied from shares issued under the 2001 SIP.

The 2010 SIP is administered by the Compensation Committee of the Board of Directors of Accenture and provides for the grant of nonqualified share options, incentive stock options, restricted share units and other share-based awards. A maximum of 50,000,000 Accenture plc Class A ordinary shares are currently authorized for awards under the 2010 SIP. As of August 31, 2011, 36,503,998 shares were available for future grants under the 2010 SIP. Accenture plc Class A ordinary shares covered by awards that terminate, lapse or are cancelled may again be used to satisfy awards under the 2010 SIP. The Company issues new Accenture plc Class A ordinary shares and shares from treasury for shares delivered under the 2010 SIP.

A summary of information with respect to share-based compensation is as follows:

	<b>Fiscal 2011</b>	<b>Fiscal 2010</b>	<b>3 Months Ended August 31, 2009</b>	<b>15 Months Ended August 31, 2010</b>
Total share-based compensation expense included in Net income	\$ 450,137	\$ 425,822	\$ 109,988	\$ 535,810

Edgar Filing: Accenture plc - Form PRE 14A

Income tax benefit related to share-based compensation included in Net income	138,984	133,796	35,036	168,832
---	---------	---------	--------	---------

A-65

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)*****Restricted Share Units***

Under the 2010 SIP and previously under the 2001 SIP, participants may be granted restricted share units, each of which represents an unfunded, unsecured right, which is nontransferable except in the event of death of the participant, to receive an Accenture plc Class A ordinary share on the date specified in the participant's award agreement. The restricted share units granted under this plan are subject to cliff or graded vesting, generally ranging from 2 to 10 years. For awards with graded vesting, compensation expense is recognized over the vesting term of each separately vesting portion. Compensation expense is recognized on a straight-line basis for awards with cliff vesting. Restricted share unit activity during fiscal 2011 was as follows:

	Number of Restricted Share Units	Weighted Average Grant-Date Fair Value
Nonvested balance as of August 31, 2010	43,672,017	\$ 33.41
Granted	12,783,524	47.87
Vested	(18,790,610)	31.53
Forfeited	(1,940,891)	37.27
Nonvested balance as of August 31, 2011	35,724,040	\$ 39.37

As of August 31, 2011, there was \$496,646 of total restricted share unit compensation expense related to nonvested awards not yet recognized, which is expected to be recognized over a weighted average period of 1.5 years. As of August 31, 2011, there were 1,980,176 restricted share units vested but not yet delivered as Accenture plc Class A ordinary shares.

***Stock Options***

Stock options are granted to senior executives and other employees under the 2010 SIP and previously under the 2001 SIP. Options generally have an exercise price that is at least equal to the fair value of the Accenture plc Class A ordinary shares on the date the option is granted. Options granted under the 2010 SIP and previously under the 2001 SIP are subject to cliff or graded vesting, generally ranging from 2 to 10 years, and generally have a contractual term of 10 years. For awards with graded vesting, compensation expense is recognized over the vesting period of each separately vesting portion. Compensation expense is recognized on a straight-line basis for awards with cliff vesting. The fair value of each options grant is estimated on the date of grant using the Black-Scholes-Merton option pricing model. Stock option activity for fiscal 2011 was as follows:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (In Years)	Aggregate Intrinsic Value
Options outstanding as of August 31, 2010	20,920,062	\$ 19.63	2.6	\$ 356,341
Granted	8,273	48.11		
Exercised	(12,679,146)	16.90		
Forfeited	(153,726)	19.08		
Options outstanding as of August 31, 2011	8,095,463	\$ 23.96	3.1	\$ 242,116

Edgar Filing: Accenture plc - Form PRE 14A

Options exercisable as of August 31, 2011	7,902,845	\$	23.79	3.0	\$ 237,690
Options exercisable as of August 31, 2010	20,386,549		19.42	2.5	351,374

A-66

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

Other information pertaining to option activity is as follows:

	Fiscal 2011	Fiscal 2010	3 Months Ended August 31, 2009	15 Months Ended August 31, 2010
Weighted average grant-date fair value of stock options granted	\$ 13.73	\$ 11.65	\$	\$ 11.65
Total fair value of stock options vested	3,757	3,928	102	4,030
Total intrinsic value of stock options exercised	450,956	177,721	30,326	208,047

Cash received from the exercise of stock options was \$214,234 and the income tax benefit realized from the exercise of stock options was \$116,206 for fiscal 2011. As of August 31, 2011, there was \$502 of total stock option compensation expense related to nonvested awards not yet recognized, which is expected to be recognized over a weighted average period of 1.1 years.

**Employee Share Purchase Plans****2010 ESPP**

The 2010 Employee Share Purchase Plan (the 2010 ESPP) is a nonqualified plan that provides eligible employees of the Company with an opportunity to purchase Accenture plc Class A ordinary shares through payroll deductions. Under the 2010 ESPP, eligible employees may purchase Accenture plc Class A ordinary shares through the Employee Share Purchase Plan (the ESPP) or the Voluntary Equity Investment Program (the VEIP). Under the ESPP, eligible employees may elect to contribute 1% to 10% of their compensation during each semi-annual offering period (up to \$7.5 per offering period) to purchase Accenture plc Class A ordinary shares at a discount. Under the VEIP, eligible senior executives may elect to contribute up to 30% of their total compensation towards the monthly purchase of Accenture plc Class A ordinary shares at fair market value. At the end of the VEIP program year, senior executive participants, who did not withdraw from the program, will be granted restricted share units equal to 50% of the number of shares purchased during that year.

A maximum of 45,000,000 Accenture plc Class A ordinary shares may be issued under the 2010 ESPP. As of August 31, 2011, 9,106,784 Accenture plc Class A ordinary shares had been issued under the 2010 ESPP. The Company issued 7,382,949 and 1,723,835 shares to employees in fiscal 2011 and the fifteen months ended August 31, 2010, respectively, under the 2010 ESPP.

**2001 ESPP**

Prior to the 2010 ESPP, participants purchased Accenture Class A ordinary shares through the 2001 Employee Share Purchase Plan (the 2001 ESPP). Any share capacity remaining under the 2001 ESPP was cancelled and not incorporated into the 2010 ESPP share reserve. Under the 2001 ESPP, the Company issued 4,597,562 shares to employees during the fifteen months ended August 31, 2010.



---

**Table of Contents**

**ACCENTURE PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

**11. SHAREHOLDERS EQUITY**

**Accenture plc**

*Ordinary Shares*

The Company has 40,000 authorized ordinary shares, par value \$1 per share. Each ordinary share of Accenture plc entitles its holder to receive payments upon a liquidation of Accenture plc; however a holder of an ordinary share is not entitled to vote on matters submitted to a vote of shareholders of Accenture plc or to receive dividends.

*Class A Ordinary Shares*

An Accenture plc Class A ordinary share entitles its holder to one vote per share, and holders of those shares do not have cumulative voting rights. Each Class A ordinary share entitles its holder to a pro rata part of any dividend at the times and in the amounts, if any, which Accenture plc's Board of Directors from time to time determines to declare, subject to any preferred dividend rights attaching to any preferred shares. Each Class A ordinary share is entitled on a winding-up of Accenture plc to be paid a pro rata part of the value of the assets of Accenture plc remaining after payment of its liabilities, subject to any preferred rights on liquidation attaching to any preferred shares.

*Class X Ordinary Shares*

An Accenture plc Class X ordinary share entitles its holder to one vote per share, and holders of those shares do not have cumulative voting rights. A Class X ordinary share does not entitle its holder to receive dividends, and holders of those shares are not entitled to be paid any amount upon a winding-up of Accenture plc. Most of the Company's partners who received Accenture SCA Class I common shares or Accenture Canada Holdings Inc. exchangeable shares in connection with the Company's transition to a corporate structure received a corresponding number of Accenture plc Class X ordinary shares. Accenture plc may redeem, at its option, any Class X ordinary share for a redemption price equal to the par value of the Class X ordinary share. Accenture plc has separately agreed with the original holders of Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares not to redeem any Class X ordinary share of such holder if the redemption would reduce the number of Class X ordinary shares held by that holder to a number that is less than the number of Accenture SCA Class I common shares or Accenture Canada Holdings Inc. exchangeable shares owned by that holder, as the case may be. Accenture plc will redeem Class X ordinary shares upon the redemption or exchange of Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares so that the aggregate number of Class X ordinary shares outstanding at any time does not exceed the aggregate number of Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares outstanding. Class X ordinary shares are not transferable without the consent of Accenture plc.

**Equity of Subsidiaries Redeemable or Exchangeable for Accenture plc Class A Ordinary Shares**

*Accenture SCA Class I Common Shares*

Senior executives in certain countries, including the United States, received Accenture SCA Class I common shares in connection with the Company's transition to a corporate structure. Only the Company

**Table of Contents**

**ACCENTURE PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

and its current and former senior executives and their permitted transferees hold Accenture SCA Class I common shares. Each Accenture SCA Class I common share entitles its holder to one vote on all matters submitted to a vote of shareholders of Accenture SCA and entitles its holders to dividends and liquidation payments.

Accenture SCA is obligated, at the option of the holder, to redeem any outstanding Accenture SCA Class I common share at a redemption price per share generally equal to its current market value as determined in accordance with Accenture SCA's articles of association. Under Accenture SCA's articles of association, the market value of a Class I common share will be deemed to be equal to (i) the average of the high and low sales prices of an Accenture plc Class A ordinary share as reported on the New York Stock Exchange (or on such other designated market on which the Class A ordinary shares trade), net of customary brokerage and similar transaction costs, or (ii) if Accenture plc sells its Class A ordinary shares on the date that the redemption price is determined (other than in a transaction with any employee or an affiliate or pursuant to a preexisting obligation), the weighted average sales price of an Accenture plc Class A ordinary share on the New York Stock Exchange (or on such other market on which the Class A ordinary shares primarily trade), net of customary brokerage and similar transaction costs. Accenture SCA may, at its option, pay this redemption price with cash or by delivering Accenture plc Class A ordinary shares on a one-for-one basis. Each holder of Class I common shares is entitled to a pro rata part of any dividend and to the value of any remaining assets of Accenture SCA after payment of its liabilities upon dissolution.

***Accenture Canada Holdings Inc. Exchangeable Shares***

Partners resident in Canada and New Zealand received Accenture Canada Holdings Inc. exchangeable shares in connection with the Company's transition to a corporate structure. Holders of Accenture Canada Holdings Inc. exchangeable shares may exchange their shares for Accenture plc Class A ordinary shares at any time on a one-for-one basis. The Company may, at its option, satisfy this exchange with cash at a price per share generally equal to the market price of an Accenture plc Class A ordinary share at the time of the exchange. Each exchangeable share of Accenture Canada Holdings Inc. entitles its holder to receive distributions equal to any distributions to which an Accenture plc Class A ordinary share entitles its holder.

**12. MATERIAL TRANSACTIONS AFFECTING SHAREHOLDERS' EQUITY**  
**Share Purchases and Redemptions**

The Board of Directors of Accenture plc has authorized funding for the Company's publicly announced open-market share purchase program for acquiring Accenture plc Class A ordinary shares and for purchases and redemptions of Accenture plc Class A ordinary shares, Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares held by the Company's current and former senior executives and their permitted transferees. As of August 31, 2011, the Company's aggregate available authorization was \$1,041,631 for its publicly announced open-market share purchase and these other share purchase programs.

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

The Company's share purchase activity during fiscal 2011 was as follows:

	Accenture plc Class A Ordinary Shares		Accenture SCA Class I Common Shares and Accenture Canada Holdings Inc. Exchangeable Shares	
	Shares	Amount	Shares	Amount
	(in thousands of U.S. dollars, except share amounts)			
Open-market share purchases(1)	24,348,140	\$ 1,306,445		\$
Other share purchase programs			11,744,554	572,143
Other purchases(2)	6,665,101	293,289		
Total	31,013,241	\$ 1,599,734	11,744,554	\$ 572,143

(1)The Company conducts a publicly announced, open-market share purchase program for Accenture plc Class A ordinary shares. These shares are held as treasury shares by Accenture plc and may be utilized to provide for select employee benefits, such as equity awards to the Company's employees.

(2)During fiscal 2011, as authorized under the Company's various employee equity share plans, the Company acquired Accenture plc Class A ordinary shares primarily via share withholding for payroll tax obligations due from employees and former employees in connection with the delivery of Accenture plc Class A ordinary shares under those plans. These purchases of shares in connection with employee share plans do not affect the Company's aggregate available authorization for the Company's publicly announced open-market share purchase and the other share purchase programs.

**Other Share Redemptions**

During fiscal 2011, the Company issued 6,837,070 Accenture plc Class A ordinary shares upon redemptions of an equivalent number of Accenture SCA Class I common shares pursuant to its registration statement on Form S-3 (the registration statement). The registration statement allows the Company, at its option, to issue freely tradable Accenture plc Class A ordinary shares in lieu of cash upon redemptions of Accenture SCA Class I common shares held by senior executives, former executives and their permitted transferees.

**Dividends**

The Company's dividend activity during fiscal 2011 was as follows:

Dividend Payment Date	Dividend Per Share	Accenture plc Class A Ordinary Shares		Accenture SCA Class I Common Shares and Accenture Canada Holdings Inc. Exchangeable Shares		Total Cash Outlay
		Record Date	Cash Outlay	Record Date	Cash Outlay	
November 15, 2010	\$ 0.45	October 15, 2010	\$ 285,263	October 12, 2010	\$ 35,387	\$ 320,650
May 13, 2011	0.45	April 15, 2011	292,933	April 12, 2011	30,059	322,992

## Edgar Filing: Accenture plc - Form PRE 14A

Total Dividends	\$ 578,196	\$ 65,446	\$ 643,642
-----------------	------------	-----------	------------

The payment of the cash dividends also resulted in the issuance of additional restricted share units to holders of restricted share units. Diluted weighted average Accenture plc Class A ordinary share amounts have been restated for all periods presented to reflect this issuance.

### **Subsequent Events**

On September 26, 2011, the Board of Directors of Accenture plc declared a semi-annual cash dividend of \$0.675 per share on its Class A ordinary shares for shareholders of record at the close of

A-70

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

business on October 14, 2011. Accenture plc will cause Accenture SCA to declare a semi-annual cash dividend of \$0.675 per share on its Class I common shares for shareholders of record at the close of business on October 11, 2011. Both dividends are payable on November 15, 2011. The payment of the cash dividends will result in the issuance of an immaterial number of additional restricted share units to holders of restricted share units.

On September 26, 2011, the Board of Directors of Accenture plc approved \$5,000,000 in additional share repurchase authority, bringing the Company's total outstanding authority for fiscal 2012 and beyond to \$6,041,631.

**13. LEASE COMMITMENTS**

The Company has operating leases, principally for office space, with various renewal options. Substantially all operating leases are non-cancelable or cancelable only by the payment of penalties. Rental expense in agreements with rent holidays and scheduled rent increases is recorded on a straight-line basis over the lease term. Rental expense, including operating costs and taxes and sublease income from third parties, during fiscal 2011 and the fifteen months ended August 31, 2010 was as follows:

	<b>Fiscal 2011</b>	<b>Fiscal 2010</b>	<b>3 Months Ended August 31, 2009</b>	<b>15 Months Ended August 31, 2010</b>
Rental expense	\$ 493,734	\$ 467,838	\$ 125,237	\$ 593,075
Sublease income from third parties	(32,503)	(30,741)	(8,295)	(39,036)

Future minimum rental commitments under non-cancelable operating leases as of August 31, 2011, were as follows:

	<b>Operating Lease Payments</b>	<b>Operating Sublease Income</b>
2012	\$ 426,611	\$ (29,952)
2013	304,929	(29,160)
2014	237,948	(29,813)
2015	184,465	(26,587)
2016	132,224	(21,780)
Thereafter	555,984	(30,769)
	\$ 1,842,161	\$ (168,061)

**14. COMMITMENTS AND CONTINGENCIES****Commitments**

The Company has the right to purchase or may also be required to purchase substantially all of the remaining outstanding shares of its Avanade Inc. subsidiary (Avanade) not owned by the Company at fair value if certain events occur. Certain holders of Avanade common stock and options to purchase the stock have put rights that, under certain circumstances and conditions, would require Avanade to redeem shares of its stock at fair value. As of August 31, 2011 and 2010, the Company has reflected the fair value of \$113,143 and \$93,404, respectively, related to

## Edgar Filing: Accenture plc - Form PRE 14A

Avanade's redeemable common stock and the intrinsic value of the options on redeemable common stock in Other accrued liabilities on the Consolidated Balance Sheet.

A-71

---

**Table of Contents**

**ACCENTURE PLC**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)**

**(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

**Indemnifications and Guarantees**

In the normal course of business and in conjunction with certain client engagements, the Company has entered into contractual arrangements through which it may be obligated to indemnify clients with respect to certain matters. These arrangements with clients can include provisions whereby the Company has joint and several liability in relation to the performance of certain contractual obligations along with third parties also providing services and products for a specific project. Indemnification provisions are also included in arrangements under which the Company agrees to hold the indemnified party harmless with respect to third-party claims related to such matters as title to assets sold or licensed or certain intellectual property rights.

Typically, the Company has contractual recourse against third parties for certain payments made by the Company in connection with arrangements where third-party nonperformance has given rise to the client's claim. Payments by the Company under any of the arrangements described above are generally conditioned on the client making a claim, which may be disputed by the Company typically under dispute resolution procedures specified in the particular arrangement. The limitations of liability under these arrangements may be expressly limited or may not be expressly specified in terms of time and/or amount.

As of August 31, 2011 and 2010, the Company's aggregate potential liability to its clients for expressly limited guarantees involving the performance of third parties was approximately \$976,000 and \$556,000, respectively, of which all but approximately \$256,000 and \$71,000, respectively, may be recovered from the other third parties if the Company is obligated to make payments to the indemnified parties that are the consequence of a performance default by the other third parties. For arrangements with unspecified limitations, the Company cannot reasonably estimate the aggregate maximum potential liability, as it is inherently difficult to predict the maximum potential amount of such payments, due to the conditional nature and unique facts of each particular arrangement.

To date, the Company has not been required to make any significant payment under any of the arrangements described above. The Company has assessed the current status of performance/payment risk related to arrangements with limited guarantees, unspecified limitations and/or indemnification provisions and believes that any potential payments would be immaterial to the Consolidated Financial Statements, as a whole.

**Legal Contingencies**

As of August 31, 2011, the Company or its present personnel had been named as a defendant in various litigation matters. The Company and/or its personnel also from time to time are involved in investigations by various regulatory or legal authorities concerning matters arising in the course of its business around the world. Based on the present status of these matters, management believes the range of reasonably possible losses in addition to amounts accrued, net of insurance recoveries, will not have a material effect on the Company's results of operations or financial condition.

**15. SEGMENT REPORTING**

Operating segments are components of an enterprise where separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision-making group, in deciding how to allocate resources and in assessing performance.

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

The Company's chief operating decision maker is its Chief Executive Officer. The Company's operating segments are managed separately because each operating segment represents a strategic business unit providing management consulting, technology and outsourcing services to clients in different industries.

The Company's reportable operating segments are the five operating groups, which are Communications & High Tech, Financial Services, Health & Public Service, Products and Resources. Information regarding the Company's reportable operating segments is as follows:

<b>Fiscal 2011</b>	<b>Comm. &amp; High Tech</b>	<b>Financial Services</b>	<b>Health &amp; Public Service</b>	<b>Products</b>	<b>Resources</b>	<b>Other</b>	<b>Total</b>
Revenues before reimbursements	\$ 5,434,024	\$ 5,380,674	\$ 3,861,146	\$ 5,931,333	\$ 4,882,248	\$ 17,611	\$ 25,507,036
Depreciation(1)	63,524	56,256	56,207	68,136	53,426		297,549
Operating income	727,761	898,287	318,430	679,716	846,263		3,470,457
Assets as of August 31(2)	556,190	189,611	576,505	579,616	642,250	(86,104)	2,458,068

**Fiscal 2010**

Revenues before reimbursements	\$ 4,612,290	\$ 4,446,038	\$ 3,580,802	\$ 4,985,347	\$ 3,911,041	\$ 15,050	\$ 21,550,568
Depreciation(1)	60,727	52,972	43,566	65,680	46,127		269,072
Operating income	614,777	772,499	286,510	592,152	648,907		2,914,845
Assets as of August 31(2)	566,630	97,731	420,172	449,891	455,070	(23,914)	1,965,580

**3 Months Ended****August 31, 2009**

Revenues before reimbursements	\$ 1,117,807	\$ 1,017,167	\$ 940,823	\$ 1,121,522	\$ 942,517	\$ 6,100	\$ 5,145,936
Depreciation(1)	13,947	15,890	7,070	20,236	12,569		69,710
Operating income	103,417	79,650	93,666	32,932	109,921		419,586

**15 Months Ended****August 31, 2010**

Revenues before reimbursements	\$ 5,730,097	\$ 5,463,205	\$ 4,521,625	\$ 6,106,869	\$ 4,853,558	\$ 21,150	\$ 26,696,504
Depreciation(1)	74,674	68,862	50,636	85,916	58,696		338,782
Operating income	718,194	852,149	380,176	625,084	758,828		3,334,431

(1) Amounts include depreciation on property and equipment controlled by each operating segment, as well as an allocation for depreciation on property and equipment they do not directly control.

(2) The Company does not allocate total assets by operating segment. Operating segment assets directly attributed to an operating segment and provided to the chief operating decision maker include Receivables from clients, current and non-current Unbilled services, Deferred contract costs and current and non-current Deferred revenues.

The accounting policies of the operating segments are the same as those described in Note 1 (Summary of Significant Accounting Policies) to these Consolidated Financial Statements.



**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

Revenues are attributed to geographic regions and countries based on where client services are supervised. Information regarding geographic regions and countries is as follows:

<b>Fiscal 2011</b>	<b>Americas</b>	<b>EMEA(1)</b>	<b>Asia Pacific</b>	<b>Total</b>
Net revenues	\$ 11,270,668	\$ 10,853,684	\$ 3,382,684	\$ 25,507,036
Reimbursements	851,081	699,631	295,166	1,845,878
<b>Revenues</b>	<b>12,121,749</b>	<b>11,553,315</b>	<b>3,677,850</b>	<b>27,352,914</b>
Property and equipment, net as of August 31	235,900	230,805	318,526	785,231
<b>Fiscal 2010</b>				
Net revenues	\$ 9,465,357	\$ 9,583,268	\$ 2,501,943	\$ 21,550,568
Reimbursements	808,951	534,566	199,993	1,543,510
<b>Revenues</b>	<b>10,274,308</b>	<b>10,117,834</b>	<b>2,701,936</b>	<b>23,094,078</b>
Property and equipment, net as of August 31	240,228	204,948	214,393	659,569
<b>3 Months Ended</b>				
<b>August 31, 2009</b>				
Net revenues	\$ 2,264,130	\$ 2,274,084	\$ 607,722	\$ 5,145,936
Reimbursements	192,229	119,381	47,903	359,513
<b>Revenues</b>	<b>2,456,359</b>	<b>2,393,465</b>	<b>655,625</b>	<b>5,505,449</b>
<b>15 Months Ended</b>				
<b>August 31, 2010</b>				
Net revenues	\$ 11,729,487	\$ 11,857,352	\$ 3,109,665	\$ 26,696,504
Reimbursements	1,001,180	653,947	247,896	1,903,023
<b>Revenues</b>	<b>12,730,667</b>	<b>12,511,299</b>	<b>3,357,561</b>	<b>28,599,527</b>

(1) EMEA includes Europe, Middle East and Africa.

The Company conducts business in the following countries that individually comprised 10% or more of consolidated Net revenues:

Edgar Filing: Accenture plc - Form PRE 14A

	Fiscal	
	2011	2010
United States	35%	36%
United Kingdom	10	10

The Company conducts business in the following countries that hold 10% or more of its total consolidated Property and equipment, net:

	August 31,	
	2011	2010
United States	23%	30%
India	23	17

A-74

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

Net revenues by type of work were as follows:

	<b>Fiscal 2011</b>	<b>Fiscal 2010</b>	<b>3 Months Ended August 31, 2009</b>	<b>15 Months Ended August 31, 2010</b>
Consulting	\$ 14,924,187	\$ 12,371,268	\$ 2,913,735	\$ 15,285,003
Outsourcing	10,582,849	9,179,300	2,232,201	11,411,501
Net revenues	25,507,036	21,550,568	5,145,936	26,696,504
Reimbursements	1,845,878	1,543,510	359,513	1,903,023
Revenues	\$ 27,352,914	\$ 23,094,078	\$ 5,505,449	\$ 28,599,527

**16. EMPLOYEES**

The average number of persons employed by the Company during fiscal 2011 and the fifteen months ended August 31, 2010 was as follows:

	<b>Fiscal 2011</b>	<b>15 Months Ended August 31, 2010(1)</b>
Consulting	53,462	47,688
Solutions	82,567	62,180
Total Consulting & Solutions	136,029	109,867
Services	67,295	60,767
Total Billable	203,324	170,634
Enterprise	14,552	13,695
Total	217,876	184,329

(1) May not total due to rounding.

Employee costs for fiscal 2011 and the fifteen months ended August 31, 2010 were as follows:

	<b>Fiscal 2011</b>	<b>15 Months Ended August 31, 2010</b>
Wages and salaries	\$ 12,763,306	\$ 13,394,050
Social welfare costs	1,511,056	1,586,183
Share based compensation expense	450,137	535,810

Edgar Filing: Accenture plc - Form PRE 14A

Pension and postretirement expense	594,941	636,525
Other, principally employee benefits	846,063	767,747
Total employee costs	\$ 16,165,503	\$ 16,920,315

A-75

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)****17. DIRECTORS REMUNERATION**

Directors' remuneration for fiscal 2011 and the fifteen months ended August 31, 2010 is set forth in the table below. Mr. Green, the Company's chairman and former chief executive officer, and Mr. Nanterme, the Company's chief executive officer, are not compensated for their services as a director. Accordingly, the amounts below include compensation for Mr. Green's service as chairman and chief executive officer and Mr. Nanterme's service as chief executive officer (referred to as "Managerial Services") as well as compensation for all non-employee directors in their capacities as such (referred to as "Director Services").

	Fiscal 2011	15 Months Ended August 31, 2010
Managerial services(1)	\$ 25,436	\$ 15,685
Director services(2)	2,641	2,383

(1) This calculation was made in accordance with the requirements of the Irish Companies Acts and includes the following during fiscal 2011 and the fifteen months ended August 31, 2010, respectively: base compensation earned during the period of \$2,405 and \$1,250; non-equity incentive plan cash payments of \$6,248 and \$3,040 comprising annual bonus and individual performance bonus payments; share based compensation expense of \$16,769 and \$11,369 calculated in accordance with US GAAP; and other of \$14 and \$26.

(2) This calculation was made in accordance with the requirements of the Irish Companies Acts.

**18. AUDITORS REMUNERATION**

Fees paid to KPMG, the Company's statutory auditor, during fiscal 2011 and the fifteen months ended August 31, 2010 were as follows:

	Fiscal 2011	15 Months Ended August 31, 2010
Audit fees paid to KPMG and its affiliates(1)	\$ 13,864	\$ 16,308
Audit of the parent company financial statements	75	75
Tax advisory services provided by statutory auditor	205	250
Total	\$ 14,144	\$ 16,633

(1) Includes audit fees paid to KPMG Ireland for the statutory audit of Accenture plc and subsidiaries of \$758 and \$772 for fiscal 2011 and the fifteen months ended August 31 2010, respectively.

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)****19. SUBSIDIARIES**

As of August 31, 2011, the Company's subsidiaries were as follows:

<b>Name</b>	<b>Country of Organization</b>
Sistemas Consulting S.A	Andorra
Accenture SRL	Argentina
Accenture Service Center SRL	Argentina
Accenture Technology Solutions Pty Ltd.	Australia
Accenture Australia Holdings Pty Ltd.	Australia
Avanade Australia Pty Ltd.	Australia
Navitaire Australia Pty Ltd.	Australia
MediaSenz Pty Ltd.	Australia
Accenture GmbH	Austria
Accenture Technology Solutions GmbH	Austria
Accenture BPM CVBA/SCRL	Belgium
Accenture S.A.\.N.V.	Belgium
Accenture Technology Solutions NV/SA	Belgium
Accenture Technology Ventures S.P.R.L.	Belgium
Avanade Belgium SPRL	Belgium
Accenture Australia Ltd.	Bermuda
Accenture Australia (1) Ltd.	Bermuda
Accenture Australia (2) Ltd.	Bermuda
Accenture Australia (3) Ltd.	Bermuda
Blue Insurance Ltd.	Bermuda
ENMAX Technology Bolivia S.A.	Bolivia
Accenture (Botswana) (PTY) Ltd.	Botswana
Du Chazal Du Mee Pty Ltd	Botswana
Accenture do Brasil Ltda	Brazil
Accenture Automacao e TI Industrial Ltda	Brazil
Accenture Servicos de Suporte de Negocios Ltda	Brazil
Avanade do Brasil Ltda	Brazil
Accenture Canada Holdings Inc.	Canada
1021904 Ontario Limited	Canada
Accenture Inc.	Canada
Accenture Technology Solutions Canada, Inc.	Canada
Also known as Solutions technologiques Accenture Canada, Inc.	Canada
Accenture Business Services of British Columbia Limited Partnership	Canada
Accenture Business Services for Utilities Inc.	Canada
Accenture Business Services General Partner Inc.	Canada
Accenture Nova Scotia Unlimited Liability Co.	Canada
Avanade Canada Inc.	Canada
Accenture Chile Asesorias y Servicios Ltda	Chile
Accenture (China) Co Ltd.	China
Accenture Technology Solutions (Dalian) Co Ltd.	China
Guangzhou Bao Zhe Information Consulting Co Ltd.	China
Qi Jie (Beijing) Info Tech Co Ltd.	China
Avanade Guangzhou	China

Edgar Filing: Accenture plc - Form PRE 14A

Avanade GZ Computer Technology Development Co. Ltd. (SH)  
Accenture Ltda  
Accenture Services s.r.o

China  
Colombia  
Czech Republic

A-77

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

<b>Name</b>	<b>Country of Organization</b>
Accenture Technology Solutions s.r.o.	Czech Republic
Navitaire Prague s.r.o.	Czech Republic
Accenture Denmark Holdings A/S	Denmark
Accenture Technology Solutions A/S	Denmark
Avanade Denmark ApS	Denmark
ENMAX Technology-Ecuador S.A.	Ecuador
Accenture Egypt LLC	Egypt
Accenture Oy	Finland
Accenture Technology Solutions Oy	Finland
Accenture Services Oy	Finland
Avanade Finland Oy	Finland
Digiplug SAS	France
Accenture Technology Solutions SAS	France
InVita SAS	France
Avanade SAS	France
Accenture Holdings France SAS	France
Insurance Services SAS	France
Acceria SAS	France
Accenture GmbH	Germany
Accenture Management GmbH	Germany
Accenture Holding GmbH & Co. KG	Germany
Accenture Dienstleistungen GmbH	Germany
Accenture Services GmbH	Germany
Accenture Technology Solutions GmbH	Germany
Accenture Services für Kreditinstitute GmbH	Germany
Avanade Deutschland GmbH	Germany
Accenture CAS GmbH	Germany
Accenture Finance (Gibraltar) III Ltd.	Gibraltar
Accenture Minority III Ltd.	Gibraltar
Accenture PLC	Gibraltar
Accenture S.A.	Greece
Accenture BPM S.A.	Greece
Accenture Co Ltd.	Hong Kong SAR
Accenture Technology Solutions (HK)Co. Ltd.	Hong Kong SAR
Avanade Hong Kong Ltd.	Hong Kong SAR
Accenture Tanacsado Korlatolt Felelossegu Tarsasag	
KFT (Also known as Accenture KFT)	Hungary
Accenture Services Private Ltd.	India
P.T. Accenture	Indonesia
Accenture	Ireland
Accenture Global Services Ltd.	Ireland
Accenture Technology Solutions	Ireland
Accenture Defined Benefit Pension Plan Trustees Ltd	Ireland
Accenture Defined Contribution Pension Plan Trustees Ltd	Ireland
Accenture IOM 1 Company Limited	Isle of Man
Accenture IOM 2 Company Limited	Isle of Man
Accenture Ltd.	Israel
Accenture SpA	Italy
Accenture Technology Solutions SRL	Italy





**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

<b>Name</b>	<b>Country of Organization</b>
Accenture Insurance Services SpA	Italy
Accenture Finance and Accounting BPO Services SpA	Italy
Accenture Insurance Services and Systems SpA	Italy
Accenture HR Services SpA/TESS SpA	Italy
Avanade Italy SRL	Italy
Accenture Japan Ltd.	Japan
Accenture Technology Solutions Japan KK	Japan
Proquire KK	Japan
Avanade Japan KK	Japan
Sopia Corporation (Kabushiki Kaisha Sopia)	Japan
Accenture East Africa Ltd.	Kenya
Accenture Sàrl	Luxembourg
Accenture S.C.A.	Luxembourg
Accenture International Sàrl	Luxembourg
Accenture International Capital SCA	Luxembourg
Accenture Sdn. Bhd	Malaysia
Accenture Technology Solutions Sdn Bhd	Malaysia
Accenture Solutions Sdn Bhd	Malaysia
Advent Business Services Sdn. Bhd	Malaysia
Avanade Malaysia Sdn Bhd	Malaysia
Accenture Mauritius Ltd.	Mauritius
Accenture (Mauritius) Onshore Ltd.	Mauritius
Beaumont Development Centre Holding Ltd.	Mauritius
AP Holdings Co Ltd.	Mauritius
Accenture S.C.	Mexico
Operaciones Accenture S.A. de C.V.	Mexico
Accenture Technology Solutions S.C.	Mexico
Servicios Tecnicos de Programacion Accenture S.C.	Mexico
Accenture Service Centre Morocco SA	Morocco
Accenture Holdings B.V.	Netherlands
Accenture Branch Holdings B.V.	Netherlands
Accenture Middle East B.V.	Netherlands
Accenture Central Europe B.V.	Netherlands
Accenture Australia Holding B.V.	Netherlands
Accenture Korea BV	Netherlands
Accenture Technology Ventures BV	Netherlands
Accenture Participations BV	Netherlands
Accenture Minority I BV	Netherlands
Accenture BV	Netherlands
Accenture Technology Solutions BV	Netherlands
Accenture Insurance Services BV	Netherlands
Avanade Netherlands BV	Netherlands
Partners Technology Mexico Holdings BV	Netherlands
Accenture Equity Finance BV	Netherlands
Accenture NZ Limited	New Zealand
Accenture Ltd.	Nigeria
Accenture A.S	Norway
Avanade Norway AS	Norway
Accenture Inc.	Philippines



**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

<b>Name</b>	<b>Country of Organization</b>
Accenture Healthcare Processing Inc.	Philippines
Accenture Sp. z.o.o.	Poland
Accenture Services Sp. z.o.o.	Poland
Accenture Consultores de Gestao S.A.	Portugal
Accenture Technology Solutions S.A.	Portugal
Accenture Technology Solutions-Solucoes Informaticas Integrados, S.A.	Portugal
Accenture Services S.r.l.	Romania
Accenture OOO	Russia
Accenture Pte Ltd.	Singapore
Accenture Technology Solutions Pte Ltd.	Singapore
Avanade Asia Pte Ltd.	Singapore
Accenture s.r.o.	Slovak Republic
Accenture Services s.r.o.	Slovak Republic
Accenture Technology Solutions Slovakia s.r.o.	Slovak Republic
Accenture (South Africa) Pty Ltd.	South Africa
Accenture Services (South Africa) Pty Ltd.	South Africa
Accenture Technology Solutions Pty Ltd.	South Africa
Accenture Africa Pty Ltd.	South Africa
Accenture Technology Infrastructure Services Pty Ltd.	South Africa
Accenture Yuhan Hoesa Also known as Accenture Ltd.	South Korea
Accenture Technology Solutions Ltd.	South Korea
Accenture S.L.	Spain
Accenture Outsourcing Services S.A.	Spain
Accenture Human Capital Mgmt. Sol. S.L.	Spain
Accenture Holdings (Iberia) S.L.	Spain
Coritel S.A.	Spain
Alnova Technologies Corporation S.L.	Spain
Avanade Spain SL	Spain
CustomerWorks Europe SL	Spain
Energuiaweb SL	Spain
Accenture AB	Sweden
Accenture Services AB	Sweden
Avanade Sweden AB	Sweden
Accenture AG	Switzerland
Accenture Technology Solutions AG	Switzerland
Accenture Holding GmbH	Switzerland
Accenture Global Services GmbH	Switzerland
Accenture Finance GmbH	Switzerland
Accenture Finance II GmbH	Switzerland
Avanade Schweiz GmbH	Switzerland
Accenture Services AG	Switzerland
Accenture Supply Chain Services	Switzerland
Accenture Co Ltd.	Taiwan
Accenture Solutions Co Ltd.	Thailand
Accenture Co Ltd.	Thailand
Accenture Technolgy Solutions (Thailand) Ltd.	Thailand
Avanade (Thailand) Co Ltd.	Thailand
Accenture Danismanlik Limited Sirketi	Turkey
Accenture BPM is Yonetimi Limited Sirketi	Turkey

A-80

**Table of Contents****ACCENTURE PLC****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (continued)****(In thousands of U.S. dollars, except share and per share amounts or as otherwise disclosed)**

<b>Name</b>	<b>Country of Organization</b>
Accenture (UK) Ltd.	United Kingdom
Avanade UK Ltd.	United Kingdom
Avanade Europe Holdings Ltd.	United Kingdom
Avanade Europe Services Ltd.	United Kingdom
Imagine Broadband Ltd.	United Kingdom
The Accenture Group	United Kingdom
Accenture Services Ltd.	United Kingdom
Accenture Technology Solutions Ltd.	United Kingdom
Accenture Properties	United Kingdom
Memetrics Ltd.	United Kingdom
Accenture LLP	United States
Accenture Inc.	United States
Accenture LLC	United States
Accenture Capital Inc.	United States
Accenture Sub Inc.	United States
Accenture Financial Corporation	United States
Avanade Inc.	United States
Avanade International Corporation	United States
Avanade Holdings LLC	United States
Maple Insurance Inc.	United States
Navitaire Inc.	United States
Navitaire International Inc.	United States
Proquire LLC	United States
Accenture National Security Services LLC	United States
Accenture Relocation LLC	United States
Accenture BPO Services LLC	United States
Accenture Insurance Services LLC	United States
Accenture Puerto Rico LLC	United States
BABCN LLC	United States
Accenture 2, Inc.	United States
Origin Digital, Inc.	United States
Avanade Fed Services LLC	United States
Accenture C.A.	Venezuela

**Table of Contents**

**ACCENTURE PLC**  
**COMPANY BALANCE SHEET**

**August 31, 2011 and 2010**

**(In thousands of U.S. dollars)**

	<b>August 31, 2011</b>	<b>August 31, 2010</b>
<b>FIXED ASSETS</b>		
Financial assets	\$ 22,218,628	\$ 21,253,186
<b>TOTAL FIXED ASSETS</b>	22,218,628	21,253,186
<b>CURRENT ASSETS</b>		
Intercompany debtors	1,247,717	1,450,571
Other current assets	924	57
Cash and cash equivalents	179	516
<b>TOTAL CURRENT ASSETS</b>	1,248,820	1,451,144
<b>CURRENT LIABILITIES</b>		
Intercompany creditors	18,837	45,626
Other current liabilities	2	52
<b>TOTAL CURRENT LIABILITIES</b>	18,839	45,678
<b>NET CURRENT ASSETS</b>	1,229,981	1,405,466
<b>NET ASSETS</b>	\$ 23,448,609	\$ 22,658,652
<b>CAPITAL AND RESERVES</b>		
Called up share capital	\$ 74	\$ 74
Share premium	7,686,987	6,075,433
Share-based payments reserve	847,993	1,048,049
Treasury share reserve	(2,946,829)	(1,946,684)
Profit and loss account	17,860,384	17,481,780
<b>SHAREHOLDERS FUNDS</b>	\$ 23,448,609	\$ 22,658,652

The balance sheet was approved and signed on behalf of the Board of Directors on October 28, 2011 by:

**Pierre Nanterme**  
*Director*

**William L. Kimsey**  
*Director*

**Table of Contents**

**ACCENTURE PLC**

**NOTES TO COMPANY BALANCE SHEET**

**(In thousands of U.S. dollars, except share and per share amounts)**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Preparation**

The balance sheet of Accenture plc (the Company) is prepared under the historical cost accounting rules and complies with the financial reporting standards of the Accounting Standards Board as promulgated by the Institute of Chartered Accountants in Ireland. The accompanying balance sheet is presented on a stand-alone basis.

**Reclassifications**

Certain amounts reported in the prior period have been reclassified to conform to the current period presentation.

**Functional Currency**

Items included in the balance sheet are measured using the currency of the primary economic environment in which the Company operates (the functional currency). The balance sheet is presented in United States dollars, which is the Company's functional currency. Transactions in currencies other than the functional currency are recorded at the rate ruling at the date of the transaction. The resulting monetary assets and liabilities are translated at the balance sheet rate with the resulting gains or losses reflected in the profit and loss account.

**Profit and Loss Account**

In accordance with Section 148(8) of the Companies Act 1963 and Section 7(1A) of the Companies (Amendment) Act, 1986, the Company has availed of the exemption from presenting the individual profit and loss account. The Company's profits for the year ended August 31, 2011 and the period from June 10, 2009 (the date of incorporation) to August 31, 2010 were \$1,087 million and \$993 million, respectively.

**Cash Flow Statement**

The Company has availed of the exemption in Financial Reporting Standard (FRS) 1 (Revised) from the requirement to present a cash flow statement on the grounds that the Company's cash flows are included within the Consolidated Cash Flows Statement presented on page A-43.

**Financial Assets**

The Company's investment in subsidiary was recorded at cost which equaled fair value on August 31, 2009 (the day immediately preceding the effective date of the Reorganization referred to in Note 2, History and Description of the Company, below), based on Accenture Ltd's market capitalization at that time. This initial valuation is the Company's cost basis for its investment in its subsidiaries. The investment is tested for impairment if circumstances or indicators suggest that impairment may exist.

**Taxation**

Current tax is provided on the Company's taxable profits, at amounts expected to be paid, using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.



---

**Table of Contents**

**ACCENTURE PLC**

**NOTES TO COMPANY BALANCE SHEET (continued)**

**(In thousands of U.S. dollars, except share and per share amounts)**

Deferred tax is accounted for in respect of all timing differences that have originated but not reversed at the balance sheet date. Provision is made at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse. Timing differences arise from the inclusion of items in income and expenditure in tax computations in periods different from those in which they are included in the financial statements.

A deferred tax asset is only recognized when it is more likely than not the asset will be recoverable in the foreseeable future out of suitable taxable profits from which the underlying timing differences can be recovered.

**Share-Based Payments**

The Company and its subsidiaries operate a number of share-based payment plans the details of which are presented in Note 10 Share-Based Compensation to the Consolidated Financial Statements. The share-based payment expense associated with the share-based payment plans is recognized by the entity which receives services in exchange for the share-based compensation. Share-based payment expense is recognized over the requisite service period for awards of equity instruments to employees based on the grant date fair value of those awards expected to ultimately vest.

Forfeitures are estimated on the date of grant and revised if actual or expected forfeiture activity differs materially from original estimates. The Profit and loss account of the Company is charged with the expense related to the services received by the Company. The remaining portions of the share-based payments represent a contribution to Company entities and are added to the carrying amount of those investments.

The Company issues new Accenture plc Class A ordinary shares and shares from treasury for shares delivered under its subsidiaries various share-based payment plans. Under an agreement, the subsidiaries pay the Company an amount equal to the value of the ordinary shares issued that is in excess of the award exercise price with such amount reducing the Company's investment in its subsidiaries.

The net effect of the grant date fair value of the Company's share-based compensation to employees of the Company's subsidiaries and recharges received from those subsidiaries is presented as a movement in financial fixed assets. For more information on financial fixed assets, see Note 3, (Financial Fixed Assets) below.

**2. HISTORY AND DESCRIPTION OF THE COMPANY**

On June 10, 2009, the Company was incorporated in Ireland, as a public limited company, in order to effectuate moving the Company's principal executive office from Bermuda to Ireland (the Reorganization). On August 5, 2009, the shareholders of Accenture Ltd voted in favor of the Reorganization at a shareholders' meeting. The transaction was subsequently completed on September 1, 2009, following approval from the Supreme Court of Bermuda, at which time the Company replaced Accenture Ltd as the ultimate parent company of Accenture SCA and its subsidiaries (collectively Accenture SCA). Accordingly, all of the outstanding Class A and Class X common shares of Accenture Ltd were cancelled and the Company issued Class A and Class X ordinary shares of the Company on a one-for-one basis to the holders of the cancelled Accenture Ltd common shares. Cash was paid for any fractional shares that were cancelled. In addition, all of the Company's ordinary shares outstanding prior to the Reorganization, which were held by Accenture Ltd and its nominees, were acquired by the Company for no consideration and cancelled.

**Table of Contents****ACCENTURE PLC****NOTES TO COMPANY BALANCE SHEET (continued)****(In thousands of U.S. dollars, except share and per share amounts)**

Class A ordinary shares of the Irish company, Accenture plc, began trading on the New York Stock Exchange on September 1, 2009 under the symbol ACN. Prior to September 1, 2009, the Company had no substantive operating activity.

The principal activity of the Company is an investment holding company. The Company is the parent company of one of the world's leading management consulting, technology services and outsourcing organizations and operates globally with one common brand and business model designed to enable it to provide clients around the world with the same high level of service.

**3. FINANCIAL FIXED ASSETS**

The Company's investment was recorded at fair value on September 1, 2009 (date of the reorganization) based on the market price of the Accenture Ltd Class A common shares at the time of the reorganization. This initial investment has been subsequently adjusted to reflect the activity related to subsidiary share transactions and share-based payment transactions.

Balance as of June 10, 2009	\$
Reorganization	22,341,595
Net activity related to subsidiary share transactions	(1,505,017)
Net activity related to share-based payment plans	416,608
Balance as of August 31, 2010	\$ 21,253,186
Net activity related to subsidiary share transactions	(493,830)
Net activity related to share-based payment plans	1,459,272
Balance as of August 31, 2011	\$ 22,218,628

**4. CALLED UP SHARE CAPITAL**

	August 31, 2011	August 31, 2010
<b>Authorized:</b>		
40,000 ordinary shares of 1 par value	\$ 57	\$ 57
20,000,000,000 Class A ordinary shares of \$0.0000225 par value	450	450
1,000,000,000 Class X ordinary shares of \$0.0000225 par value	23	23
2,000,000,000 undesignated shares of \$0.0000225 par value	45	45
	\$ 575	\$ 575
<b>Allotted, called-up and fully paid equity:</b>		
Ordinary shares, par value 1.00 euros per share, 40,000 shares as of August 31, 2011 and 2010	\$ 57	\$ 57
	16	16

## Edgar Filing: Accenture plc - Form PRE 14A

Class A ordinary shares, par value \$0.0000225 per share, 727,795,770 and 696,814,789 shares as of August 31, 2011 and 2010, respectively(1)		
Class X ordinary shares, par value \$0.0000225 per share, 49,365,379 and 64,985,193 shares as of August 31, 2011 and 2010, respectively(2)	1	1
Ordinary shares, par value \$0.0000225 per share, 777,201,149 and 761,839,982 shares as of August 31, 2011 and 2010, respectively	\$ 74	\$ 74

(1) Includes the issuance of 30,980,981 and 19,794,294 Class A ordinary shares during the year ended August 31, 2011 and the fifteen months ended August 31, 2010, respectively.

A-85

---

**Table of Contents**

**ACCENTURE PLC**

**NOTES TO COMPANY BALANCE SHEET (continued)**

**(In thousands of U.S. dollars, except share and per share amounts)**

(2) 15,619,814 and 24,933,615 Class X ordinary shares were cancelled during the year ended August 31, 2011 and the fifteen months ended August 31, 2010, respectively.

**Ordinary Shares**

The Company has 40,000 authorized ordinary shares, par value \$1 per share. Each ordinary share of Accenture plc entitles its holder to receive payments upon a liquidation of Accenture plc; however a holder of an ordinary share is not entitled to vote on matters submitted to a vote of shareholders of Accenture plc or to receive dividends.

**Class A Ordinary Shares**

An Accenture plc Class A ordinary share entitles its holder to one vote per share, and shareholders do not have cumulative voting rights. Each Class A ordinary share entitles its holder to a pro rata part of any dividend at the times and in the amounts, if any, which Accenture plc's Board of Directors determines to declare, subject to any preferred dividend rights attaching to any preferred shares. Each Class A ordinary share is entitled on a winding-up of Accenture plc to be paid a pro rata part of the value of the assets of Accenture plc remaining after payment of its liabilities, subject to any preferred rights on liquidation attaching to any preferred shares.

**Class X Ordinary Shares**

An Accenture plc Class X ordinary share entitles its holder to one vote per share, and shareholders do not have cumulative voting rights. A Class X ordinary share does not entitle its holder to receive dividends, and holders of those shares are not entitled to be paid any amount upon a winding-up of Accenture plc. Most of the Company's partners who received Accenture SCA Class I common shares or Accenture Canada Holdings Inc. exchangeable shares in connection with the Company's transition to a corporate structure received a corresponding number of Accenture plc Class X ordinary shares. Accenture plc may redeem, at its option, any Class X ordinary share for a redemption price equal to the par value of the Class X ordinary share. Accenture plc has separately agreed with the original holders of Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares not to redeem any Class X ordinary share of such holder if the redemption would reduce the number of Class X ordinary shares held by that holder to a number that is less than the number of Accenture SCA Class I common shares or Accenture Canada Holdings Inc. exchangeable shares owned by that holder, as the case may be. Accenture plc will redeem Class X ordinary shares upon the redemption or exchange of Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares so that the aggregate number of Class X ordinary shares outstanding at any time does not exceed the aggregate number of Accenture SCA Class I common shares and Accenture Canada Holdings Inc. exchangeable shares outstanding. Class X ordinary shares are not transferable without the consent of Accenture plc.

**Table of Contents****ACCENTURE PLC****NOTES TO COMPANY BALANCE SHEET (continued)**

(In thousands of U.S. dollars, except share and per share amounts)

**5. RESERVES**

	Share premium	Share-based payments reserve	Treasury share reserve	Profit and loss account	Total
Balance as of June 10, 2009	\$	\$	\$	\$	\$
No activity					
Balance as of August 31, 2009					
Issuance of shares upon the Reorganization	22,341,578				22,341,578
Transfer to Profit and loss account	(17,341,578)			17,341,578	
Issuance of ordinary shares	1,075,433		95,893	(4,459)	1,166,867
Net activity related to share-based payments reserve		950,922			950,922
Repurchases of treasury shares			(2,042,577)		(2,042,577)
Profit for period				993,157	993,157
Dividends		97,127		(848,496)	(751,369)
Balance as of August 31, 2010	\$ 6,075,433	\$ 1,048,049	\$ (1,946,684)	\$ 17,481,780	\$ 22,658,578
Issuance of ordinary shares	1,611,554		599,589	(85,640)	2,125,503
Net activity related to share-based payments reserve		(232,611)			(232,611)
Repurchases of treasury shares			(1,599,734)		(1,599,734)
Profit for period				1,087,394	1,087,394
Dividends		32,555		(623,150)	(590,595)
Balance as of August 31, 2011	\$ 7,686,987	\$ 847,993	\$ (2,946,829)	\$ 17,860,384	\$ 23,448,535

**Transfer to Profit and Loss Account**

On September 23, 2009, the Irish High Court approved the creation of distributable reserves of the Company through the reduction of the Share premium account, so as to facilitate the ongoing payment of dividends to the shareholders of the Company and to effect the repurchase of shares. The court order authorizing the creation of distributable reserves was filed with the Registrar of Companies in Ireland and became effective on September 24, 2009.

**6. RELATED PARTY TRANSACTIONS**

The Company has entered into various related party transactions with its subsidiaries that comprise \$1,089 million and \$996 million of profit recorded during the year ended August 31, 2011 and the fifteen months ended August 31, 2010, respectively. Additionally, dividends of \$12 million and \$41 million were paid to subsidiaries of the Company during the year ended August 31, 2011 and the fifteen months ended August 31, 2010, respectively. The amounts recorded in Debtors and Creditors represent amounts due entirely to directly and indirectly held subsidiaries. The Company had no related party transactions with any parties outside of the group of companies headed by Accenture plc that would require disclosure under FRS 8, *Related Parties* (FRS 8), other than fees paid to members of the Board of Directors. The Company considers the members of the Board of Directors to constitute Key Management Personnel as defined in FRS 8. Disclosure of remuneration paid to the members of the Board of Directors is provided in Note 17 (Directors Remuneration) to the Consolidated Financial Statements.



**Table of Contents**

**ACCENTURE PLC**

**NOTES TO COMPANY BALANCE SHEET (continued)**

**(In thousands of U.S. dollars, except share and per share amounts)**

**7. GUARANTEES**

The Company is party to, or guarantor of, several credit arrangements, including a \$1.2 billion syndicated loan facility expiring in July 2012, two separate bilateral revolving credit facilities totaling \$480 million and certain other local lines of credit totaling \$169 million, for an aggregate borrowing capacity of \$1.8 billion available to operating affiliates as of August 31, 2011. Upon the completion of the Reorganization on September 1, 2009, the Company assumed certain obligations of Accenture Ltd, including the full and unconditional guarantee of borrowings by operating affiliates under the syndicated loan facility, the bilateral revolving credit facilities and certain of the local lines of credit. As of August 31, 2011 and 2010 the Company's subsidiaries had minimal borrowings under these facilities.

The Company has irrevocably guaranteed the liabilities of an Irish subsidiary for the year ended August 31, 2011 and the fifteen months ended August 31, 2010 and, pursuant to the provisions of Section 17, Companies (Amendment) Act, 1986, such subsidiary has been exempted from the filing provisions of Section 7, Companies (Amendment) Act, 1986.

**8. TAX**

As of August 31, 2011 and 2010, the Company had unrecognized deferred tax assets of \$62 million and \$68 million, respectively, principally from dividend tax credits. The Company believes it is more likely than not that these assets will not be realized in the future and accordingly has fully provided against the assets.

**9. EMPLOYEES**

The Company has no employees.

**Table of Contents**

**Annex B**

**PROPOSED AMENDMENTS TO ACCENTURE PLC S ARTICLES OF ASSOCIATION**

82. (a) At the date of adoption of these articles ~~December~~, 2012, the Board consists of the following persons:

**Name**

William D. Green

Dina Dublon

Charles H. Giancarlo

Dennis F. Hightower

Nobuyuki Idei

William L. Kimsey

Robert I. Lipp

Marjorie Magner

Pierre Nanterme

Mark Moody-Stuart

Blythe J. McGarvie

Wulf von Schimmelmann

(b) Charles H. Giancarlo, Blythe J. McGarvie, Dennis F. Hightower and Mark Moody-Stuart are designated as class I Directors; Dina Dublon, William D. Green, Nobuyuki Idei and Marjorie Magner, are designated as class II Directors and ~~Dennis F. Hightower~~, William L. Kimsey, Robert I. Lipp, Pierre Nanterme, and Wulf von Schimmelmann are designated as class III Directors for the purposes of these articles. There is no distinction in the voting or other powers and authorities of Directors of different classes; the classifications are solely for the purposes of the retirement by rotation provisions set out in article 83. ~~All~~Subject to article 83(f), all Directors will be designated as either class I, class II or class III Directors. ~~The~~Subject to article 83(f), the Board shall from time to time by resolution determine the respective numbers of class I Directors, class II Directors and class III Directors.

(c) Upon the resignation or termination of office of any Director, if a new Director shall be appointed to the Board he will be designated to fill the vacancy arising and shall, for the purposes of these articles, subject to article 83(f), constitute a member of the class of Directors represented by the person that he replaces.

83. (a) Each class I Director shall (unless his office is vacated in accordance with these articles) continue to serve ~~initially~~ until the conclusion of the annual general meeting of the Company held in the calendar year 2014 and subsequently shall (unless his office is vacated in accordance with these articles) serve for ~~three~~ one-year terms, each concluding at the ~~third~~ annual general meeting after ~~the class I~~ such Directors ~~together~~ (or any of them) were last appointed or re-appointed.



B-1

**Table of Contents**

- (b) Each class II Director shall (unless his office is vacated in accordance with these articles) continue to serve ~~initially~~ until the conclusion of the annual general meeting of the Company held in the calendar year 2012~~5~~ and subsequently shall (unless his office is vacated in accordance with these articles) serve for ~~three~~ one-year terms, each concluding at the ~~third~~ annual general meeting after ~~the class II such Directors together~~ (or any of them) were last appointed or re-appointed.
- (c) Each class III Director shall (unless his office is vacated in accordance with these articles) continue to serve ~~initially~~ until the conclusion of the annual general meeting of the Company held in the calendar year 2010~~3~~ and subsequently shall (unless his office is vacated in accordance with these articles) serve for ~~three~~ one-year terms, each concluding at the ~~third~~ annual general meeting after ~~the class III such Directors~~ (or any of them) were last appointed or re-appointed.
- (d) Any Director retiring at an annual general meeting will be eligible for re-appointment and will retain office until the close of the meeting at which he retires or (if earlier) until a resolution is passed at that meeting not to fill the vacancy or the resolution to re-appoint him is put to a vote at the meeting and is lost.
- (e) If the Company, at the meeting at which a Director (of any class) retires by rotation or otherwise, does not fill the vacancy, the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
- (f) The designation of a Director as class I, class II or class III shall be abolished for the purposes of these articles with effect from:
  - (i) in the case of class I, the conclusion of the annual general meeting of the Company held in the calendar year 2014;
  - (ii) in the case of class II, the conclusion of the annual general meeting of the Company held in the calendar year 2015;  
and
  - (iii) in the case of class III, the conclusion of the annual general meeting of the Company held in the calendar year 2013.

87. Subject to article 83(e), the Directors shall be individuals appointed as follows:

- (a) the Company by Ordinary Resolution at the annual general meeting in each year or at any extraordinary general meeting called for the purpose may appoint any eligible person as a Director;
- (b) the Board may, by a resolution passed with the approval of a majority of the Directors then in office, appoint any persons as additional Directors (but so as not to exceed the maximum number of Directors permitted by these articles) and a Director so appointed shall (unless he is removed from office or his office is vacated in accordance with these articles) hold office until he is required to retire under the following provisions of this article 87;
- (c) so long as there remains in office a sufficient number of Directors to constitute a quorum of the Board in accordance with article 113(a), the Board may, by a resolution passed with the approval of a majority of the Directors then in office, appoint any person as a Director to fill any vacancy occurring in the Board and a Director so appointed shall (unless he is removed from office or his office is vacated in accordance with these articles) hold office until he is required to retire under the following provisions of this article 87.



**Table of Contents**

- (d) ~~S~~subject to article 82(c), the resolution appointing any Director must designate the Director as a class I, class II or class III Director, provided always that this provision shall cease to apply in respect to class I, class II and class III with effect from the relevant dates specified in article 83(f).
  
- (e) ~~A~~a Director appointed by the Board under articles 87(b) or 87(c) will hold office only until the next following annual general meeting. If not re-appointed at that annual general meeting, the Director will vacate office at the end of that meeting. If re-appointed at that annual general meeting, the Director will subsequently hold office until required to retire by rotation under articles 83(a), 83(b), 83(c), as relevant.
  
- (f) Directors are not entitled to appoint alternate directors.

**Table of Contents**

**Accenture plc**

c/o Corporate Election Services

P.O. Box 1150

Pittsburgh, PA 15230

**SUBMIT YOUR PROXY BY INTERNET**

**AT [WWW.CESVOTE.COM](http://WWW.CESVOTE.COM)**

Have your proxy card available when you access the website at [www.cesvote.com](http://www.cesvote.com) and follow the simple instructions to record your proxy.

**SUBMIT YOUR PROXY BY**

**TELEPHONE AT 1-888-693-8683**

Have your proxy card available when you call 1-888-693-8683 using a touch-tone phone and follow the simple instructions to record your proxy.

**SUBMIT YOUR PROXY BY MAIL**

Please mark, sign and date your proxy card and return it in the postage-paid envelope provided or mail it to: Corporate Election Services, P.O. Box 1150, Pittsburgh, PA 15230.

**Submit Your Proxy**

**by Internet**  
Access the website and

**Submit Your Proxy**

**by Telephone**  
Call toll-free using a

**Submit Your Proxy**

**by Mail**  
Return your

Edgar Filing: Accenture plc - Form PRE 14A

cast your vote:  
[www.cesvote.com](http://www.cesvote.com)

touch-tone phone:  
**1-888-693-8683**

proxy in the  
envelope provided

**Submit your proxy 24 hours a day, 7 days a week!**

**Your telephone or Internet vote must be received by 6:00 a.m. Eastern Standard Time  
on February 9, 2012 to be counted in the final tabulation.**

**Your mailed vote must be received by 5:00 p.m. Eastern Standard Time  
on February 8, 2012 to be counted in the final tabulation.**

**If you submit your proxy by Internet or telephone, please do not mail your proxy card.**

è

---

**Table of Contents**

ACCENTURE PLC

PROXY

**This proxy is solicited on behalf of the Board of Directors for the 2012 annual general meeting of shareholders.**

The undersigned hereby appoints William D. Green, Pierre Nanterme, Pamela J. Craig and Julie S. Sweet as proxies, each with full power of substitution, and hereby authorizes each of them to represent and to vote, as designated on the reverse side, all Class A ordinary shares and Class X ordinary shares of Accenture plc held of record by the undersigned on December 12, 2011, at the 2012 annual general meeting of shareholders to be held on February 9, 2012, and at any adjournment or postponement thereof. The undersigned hereby further authorizes such proxies to vote in their discretion upon such other matters as may properly come before such annual general meeting of shareholders (including any motion to amend the resolutions proposed at the meeting and any motions to adjourn the meeting) and at any adjournment or postponement thereof. If you wish to appoint as a proxy any person other than those specified on this 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 this proxy card and neither you nor your proxy attends the 2012 annual general meeting of shareholders in person, then your shares will not be voted.

Signature

Signature (if held by joint holders)

Date:

Please sign this proxy card exactly as your name appears to the left. Proxies should be dated when signed. When shares are held by joint holders, both should sign. When signing as attorney, executor, administrator, trustee, guardian or other similar capacity, please give your full title as such. If a corporation, a duly authorized officer of the corporation should sign on behalf of the corporation, or the seal of the corporation should be affixed. If a partnership, a partner should sign in the partnership's name.

**Table of Contents**

**YOUR VOTE IS IMPORTANT!**

Please submit your proxy via the Internet or by telephone using the instructions on the reverse side of this proxy card, or mark, sign, date and return this proxy card in the enclosed reply envelope. In order for your mailed proxy to be counted, your proxy must be received no later than February 8, 2012. Submitting your proxy will not affect your right to vote in person if you decide to revoke your proxy and attend the annual general meeting of shareholders.

ACCENTURE PLC

PROXY

**THIS PROXY, WHEN PROPERLY EXECUTED AND DELIVERED, WILL BE VOTED AS DIRECTED BY THE UNDERSIGNED SHAREHOLDER. IF YOU SIGN AND RETURN THIS PROXY BUT NO DIRECTIONS ARE GIVEN, THEN THIS PROXY WILL BE VOTED FOR EACH OF THE NOMINEES IN PROPOSAL 2 AND FOR PROPOSALS 1, 3, 4, 5, 6, 7 AND 8, AND IN THE DISCRETION OF THE PROXIES UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE ANNUAL GENERAL MEETING OF SHAREHOLDERS. YOU MAY ALSO INSTRUCT YOUR PROXY NOT TO VOTE ON A RESOLUTION OR TO WITHHOLD AUTHORITY TO VOTE FOR ANY NOMINEE BY INSERTING AN X IN THE ABSTAIN BOX.**

**The Board of Directors of Accenture plc recommends that you vote FOR each of the Company nominees in Proposal 2 and FOR Company Proposals 1, 3, 4, 5, 6, 7 and 8.**

- |  |            |                |                |
|--|------------|----------------|----------------|
| 1. Acceptance, in a non-binding vote, of the financial statements for the twelve month period ended August 31, 2011 as presented   | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
| 2. Re-appointment of the following nominees to the Board of Directors:   |            |                |                |
| (1) Dina Dublon  | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
| (2) William D. Green   | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
| (3) Nobuyuki Idei  | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
| (4) Marjorie Magner  | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
| 3. Ratification, in a non-binding vote, of appointment of KPMG as independent auditors for the 2012 fiscal year and authorization, in a binding vote, of the Board, acting through the Audit Committee, to determine KPMG's remuneration | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
| 4. Approval, in a non-binding vote, of the compensation of the named executive officers  | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
| 5. Approval of amendments to our articles of association to provide for the phased-in declassification of the Board, beginning in 2013   | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
| 6. Authorization to hold the 2013 annual general meeting of shareholders of Accenture plc at a location outside of Ireland   | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
| 7. Authorization of Accenture to make open-market purchases of Accenture plc Class A ordinary shares   | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
| 8. Determination of the price range at which Accenture plc can re-issue shares that it acquires as treasury stock  | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |

Please check this box if you plan to attend the 2012 annual general meeting of shareholders.

**IMPORTANT THIS PROXY MUST BE SIGNED AND DATED ON THE REVERSE SIDE.**