

Accenture plc
Form DEF 14A
December 15, 2016
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)

Edgar Filing: Accenture plc - Form DEF 14A

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.

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

- 2) Aggregate number of securities to which transaction applies:

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

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

Fee paid previously with preliminary materials.

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

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Table of Contents

Table of Contents

December 15, 2016

Dear Fellow Shareholder:

You are cordially invited to join Accenture plc's Board of Directors and senior leadership at the 2017 annual general meeting of shareholders, which will be held at 12:00 pm local time on Friday, February 10, 2017. The meeting will be held at Accenture's Dublin office, located at 1 Grand Canal Square, Grand Canal Harbour, Dublin 2, Ireland.

The attached notice of the 2017 annual general meeting of shareholders and proxy statement provide important information about the meeting and will serve as your guide to the business to be conducted at the meeting. Your vote is very important to us. We urge you to read the accompanying materials regarding the matters to be voted on at the meeting and to submit your voting instructions by proxy. The Board of Directors recommends that you vote **FOR** each of the proposals and vote **ONE YEAR** with respect to the say-on-frequency proposal, Proposal No. 3 as listed on the attached notice.

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

Thank you for your continued support.

Sincerely,

Pierre Nanterme

Chairman & CEO

Table of Contents

Notice of Annual General Meeting of Shareholders

Date: Friday, February 10, 2017
Time: 12:00 pm local time
Place: Accenture Dublin Office, 1 Grand Canal Square, Grand Canal Harbour, Dublin 2, Ireland
Record Date: December 12, 2016

ITEMS OF BUSINESS

1. By separate resolutions, re-appoint the 11 director nominees described in the proxy statement
2. Approve, in a non-binding vote, the compensation of our named executive officers
3. Recommend, in a non-binding vote, whether a shareholder vote to approve the compensation of our named executive officers should occur every 1, 2 or 3 years
4. Ratify, in a non-binding vote, the appointment of KPMG LLP (KPMG) as independent auditors of Accenture plc (the Company) and to authorize, in a binding vote, the Audit Committee of the Board of Directors (the Board) to determine KPMG 's remuneration

Annual Irish Law Proposals:

5. Grant the Board the authority to issue shares under Irish law
6. Grant the Board the authority to opt-out of pre-emption rights under Irish law
7. Determine the price range at which the Company can re-allot shares that it acquires as treasury shares under Irish law
The Board recommends that you vote FOR each director nominee included in Proposal No. 1, FOR each of the other proposals and vote ONE YEAR for Proposal No. 3. The full text of these proposals is set forth in the accompanying proxy statement.

During the meeting, management will also present, and the auditors will report to shareholders on, our Irish financial statements for the fiscal year ended August 31, 2016.

HOW TO VOTE

Your vote is important. You are eligible to vote and receive notice of the meeting if you were a registered holder of Class A ordinary shares and/or Class X ordinary shares of the Company at the close of business on December 12, 2016, the record date. To make sure your shares are represented at the meeting, please cast your vote as soon as possible in one of the following ways:

Edgar Filing: Accenture plc - Form DEF 14A

By Telephone

You can vote by calling 1 (800) 690 6903 from the United States and Canada. You will need your 16-digit control number on your Notice of Internet Availability, proxy card or voting instruction form.

By Internet

You can vote online at www.proxyvote.com. You will need your 16-digit control number on your Notice of Internet Availability, proxy card or voting instruction form.

By Mail

You can vote by marking, signing and dating your proxy card or voting instruction form and returning it in the postage-paid envelope.

By Scanning

You can vote online by scanning the QR code above. You will need your 16-digit control number on your Notice of Internet Availability, proxy card or voting instruction form. Additional software may be required for scanning.

Please let us know if you will attend the meeting by following the instructions under "What do I need to be admitted to the Annual Meeting?" on page 74. A shareholder entitled to attend and vote at the Annual meeting is entitled to appoint one or more proxies using the proxy card provided (or in the form in section 184 of the Companies Act 2014) to attend, speak and vote instead of him or her at the Annual Meeting by delivering such proxy to the registered office of the Company not later than February 9, 2017 at 11:59 pm EST. The proxy need not be a registered shareholder.

Important Notice Regarding the Availability of Materials for the 2017 Annual General Meeting of Shareholders to be Held on February 10, 2017 (the Annual Meeting): The proxy statement, our Annual Report for the fiscal year ended August 31, 2016 and our Irish financial statements are available free of charge at www.proxyvote.com.

By order of the Board of Directors December 15, 2016

Joel Unruch, Corporate Secretary

Table of Contents**Proxy Statement Summary**

This Proxy Statement Summary highlights information contained elsewhere in this proxy statement, which is first being sent or made available to shareholders on or about December 19, 2016. This summary does not contain all of the information you should consider, and you should read the entire proxy statement carefully before voting.

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

MATTERS TO BE VOTED UPON

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

Proposals	Required Approval	Board Recommendation	Page Reference
1. Re-Appointment of Directors	Majority of Votes Cast	FOR each nominee	14
2. Advisory Vote on Executive Compensation	Majority of Votes Cast	FOR	63
3. Advisory Vote on Frequency of the Vote on Executive Compensation	Majority of Votes Cast	ONE YEAR	65
4. Ratify the Appointment and Remuneration of Auditors	Majority of Votes Cast	FOR	67
5. Grant Board Authority to Issue Shares	Majority of Votes Cast	FOR	69
6. Grant Board Authority to Opt-Out of Pre-emption Rights	75% of Votes Cast	FOR	70
7. Determine Price Range for the Re-Allotment of Treasury Shares	75% of Votes Cast	FOR	71

During the meeting, management will also present, and the auditors will report to shareholders on, Accenture's Irish financial statements for the fiscal year ended August 31, 2016.

CORPORATE GOVERNANCE HIGHLIGHTS (page 1)

Accenture has a history of strong corporate governance. The Company believes good governance is one critical element to achieving long-term shareholder value. We are committed to governance policies and practices that serve the long-term interests of the Company and its shareholders.

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

Edgar Filing: Accenture plc - Form DEF 14A

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

Table of Contents

FINANCIAL HIGHLIGHTS (page 32)

Fiscal 2016 Company Performance

In fiscal 2016, the Company met or exceeded the initial business outlook provided in its September 24, 2015 earnings announcement.

Table of Contents

Historical Financial Performance

Driving Shareholder Value Through Sustained Financial Performance

For the 3-year period from the end of fiscal 2013 through fiscal 2016, our performance demonstrates our focus on delivering shareholder value.

Broad-based Revenue Growth. Net revenues grew at a 5% compounded annual growth rate (CAGR) in U.S. dollars and 9% in local currency over this 3-year period.

Sustained Margin Expansion. Although operating margin has contracted 60 basis points on a GAAP basis over this 3-year period, it has expanded 40 basis points on a non-GAAP basis, excluding the impact of benefits from reductions in reorganization liabilities in 2013.

Strong Earnings Growth. Over this 3-year period, earnings per share grew at a 9% CAGR on a GAAP basis and 8% on a non-GAAP basis, excluding the impact of gains from the sale of businesses, net of tax, in 2016 and benefits from reductions in reorganization liabilities and final determinations of prior-year tax liabilities in 2013.

Cash Returned to Shareholders. 110% of free cash flow was returned to shareholders, with an 11% dividends per share CAGR, over this 3-year period.

INVESTMENT HIGHLIGHTS (page 33)

In fiscal 2016, we continued to make significant investments in strategic acquisitions, in assets and offerings, in branding and thought leadership, in addition to attracting and developing talent to further enhance our differentiation and competitiveness. We invested more than \$930 million in acquisitions in fiscal 2016 and approximately 70% of that capital was invested in new high growth areas including digital, cloud and security related services. We also invested \$941 million in training and professional development to build the skills of our people and ensure they have the capabilities to continue helping clients.

We continued our commitment to developing leading-edge ideas through research and innovation, investing \$643 million in fiscal 2016 to help create, commercialize and disseminate innovative business strategies and technology solutions. Our unique approach enables us to combine our capabilities across the Company to develop and deliver disruptive innovations for clients and to scale them faster. A key indicator of our innovation capabilities is our extensive intellectual property portfolio, which today includes approximately 5,500 patents and pending patent applications in 44 countries. Our intellectual property is an important asset for Accenture, differentiating our services and driving value in the marketplace.

Table of Contents**COMPENSATION PRACTICES (page 34)**

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

What We Do

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

What We Don't Do

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

SAY-ON-PAY (page 36)

Shareholders continued to show strong support of our executive compensation programs, with approximately 97% of the votes cast for the approval of the say-on-pay proposal at the 2016 annual general meeting of shareholders.

Table of Contents

2016 CEO TOTAL COMPENSATION MIX (page 40)

The compensation program for named executive officers is designed to reward them for their overall contribution to Company performance, including the Company's execution against its business plan and the creation of shareholder value, and to provide executives with an incentive to continue to expand their contributions to Accenture. The following reflects the mix of pay for our chairman and chief executive officer, Pierre Nanterme, for fiscal 2016 performance:

PAY-FOR-PERFORMANCE (page 35)

The Compensation Committee believes that total realizable compensation for the Company's named executive officers should be closely aligned with the Company's performance and each individual's performance. As the graph below shows, the Company's performance with respect to total shareholder return over a 3-year period was at the 64th percentile among the companies in our peer group. The realizable total direct compensation for our chairman and chief executive officer was in the 37th percentile, which indicates that pay and performance were aligned over a 3-year period, as relative company performance ranked higher than relative realizable pay, as compared to our peer group. See page 36 for a definition of realizable total direct compensation.

Table of Contents

TABLE OF CONTENTS

Table of Contents

<u>CORPORATE GOVERNANCE</u>	1
<u>Corporate Governance Practices</u>	1
<u>Leadership Structure</u>	2
<u>Lead Director; Executive Sessions</u>	3
<u>Director Independence</u>	3
<u>Strategic Oversight</u>	4
<u>Risk Oversight</u>	4
<u>Board Meetings</u>	5
<u>Director Attendance at Annual Meetings</u>	5
<u>Committees of the Board</u>	6
<u>Oversight of Compensation</u>	9
<u>Role of Compensation Consultants</u>	9
<u>Certain Relationships and Related Person Transactions</u>	10
<u>Shareholder Engagement</u>	11
<u>Political Contributions and Lobbying</u>	11
<u>Corporate Citizenship and Sustainability</u>	12
<u>Communicating with the Board</u>	13
<u>RE-APPOINTMENT OF DIRECTORS</u>	14
<u>Proposal No. 1</u> <i>Re-Appointment of Directors</i>	14
<u>Director Characteristics</u>	14
<u>Board Diversity and Tenure</u>	15
<u>Qualifications and Experience of Director Nominees</u>	15
<u>Process for Selecting New Directors</u>	15
<u>Director Orientation and Continuing Education</u>	16
<u>Process for Shareholders to Recommend Director Nominees</u>	16
<u>Director Biographies</u>	17
<u>DIRECTOR COMPENSATION</u>	23
<u>Elements of Director Compensation</u>	23
<u>Director Compensation for Fiscal 2016</u>	24

Table of Contents

TABLE OF CONTENTS

<u>BENEFICIAL OWNERSHIP</u>	26
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	26
<u>Beneficial Ownership of Directors and Executive Officers</u>	26
<u>Beneficial Ownership of More than 5%</u>	28
<u>EXECUTIVE COMPENSATION</u>	29
<u>Compensation Discussion and Analysis</u>	29
<u>Compensation Committee Report</u>	49
<u>Compensation Committee Interlocks and Insider Participation</u>	49
<u>Summary Compensation Table</u>	50
<u>Grants of Plan-Based Awards for Fiscal 2016</u>	52
<u>Narrative Supplement to Summary Compensation Table and to Grants of Plan-Based Awards Table</u>	53
<u>Outstanding Equity Awards at August 31, 2016</u>	56
<u>Option Exercises and Stock Vested in Fiscal 2016</u>	57
<u>Pension Benefits for Fiscal 2016</u>	59
<u>Potential Payments upon Termination</u>	60
<u>Proposal No. 2 Non-Binding Vote on Executive Compensation</u>	63
<u>Proposal No. 3 Non-Binding Vote on the Frequency of the Vote on Executive Compensation</u>	65
<u>AUDIT</u>	66
<u>Audit Committee Report</u>	66
<u>Proposal No. 4 Non-Binding Ratification of Appointment of Independent Auditors and Binding Authorization of the Board to Determine Its Remuneration</u>	67
<u>Independent Auditor's Fees</u>	68
<u>Procedures for Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditor</u>	68
<u>ANNUAL IRISH LAW PROPOSALS</u>	69
<u>Proposal No. 5 Board Authority to Issue Shares</u>	69
<u>Proposal No. 6 Board Authority to Opt-Out of Pre-emption Rights</u>	70
<u>Proposal No. 7 Determine Price Range for Re-Allotment of Treasury Shares</u>	71

Table of Contents

TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING</u>	72
<u>ADDITIONAL INFORMATION</u>	77
<u>Householding of Shareholder Documents</u>	77
<u>Submission of Future Shareholder Proposals</u>	77
<u>About Accenture</u>	78
<u>Reconciliation of Non-GAAP Measures to GAAP Measures</u>	79
<u>Forward-Looking Statements</u>	79

Table of Contents

CORPORATE GOVERNANCE

Corporate Governance

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

Key Corporate Governance Documents

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

Corporate Governance Guidelines

Code of Business Ethics

Committee Charters

Memorandum and Articles of Association

Printed copies of all of these documents are also available free of charge upon written request to our Investor Relations group at Accenture, Investor Relations, 1345 Avenue of the Americas, New York, New York 10105, USA. Accenture's Code of Business Ethics is applicable to all of our directors, officers and employees. If the Board grants any waivers from our Code of Business Ethics to any of our directors or executive officers, or if we amend our Code of Business Ethics, we will, if required, disclose these matters through the Investor Relations section of our website on a timely basis.

CORPORATE GOVERNANCE PRACTICES

Edgar Filing: Accenture plc - Form DEF 14A

Accenture has a history of strong corporate governance. We are committed to governance policies and practices that serve the interests of the Company and its shareholders. Over the years, our Board has evolved our practices in the interests of Accenture's shareholders. Our governance practices and policies include the following, among other things:

Annual election of all directors

All of our directors are elected annually.

Majority vote standard for directors

In an uncontested election, all of our directors are required to receive at least a majority of the votes cast to be re-appointed to the Board.

Authority to call special meetings

Shareholders holding 10% or more of our outstanding share capital have the right to convene a special meeting.

No shareholder rights plan ("poison pill")

The Company does not have a poison pill.

Proxy access

Eligible shareholders can include their own director nominees in our proxy materials.

Independent Board

All of our directors are independent except for our chairman and chief executive officer.

Independent Board committees

Each of our 4 committees is made up solely of independent directors. Each standing committee operates under a written charter that has been approved by the Board.

Table of Contents

CORPORATE GOVERNANCE

<i>Independent lead director</i>	We have an independent lead director of the Board who has comprehensive duties that are set forth in the Company's Corporate Governance Guidelines.
<i>Annual Board self-assessment process</i>	The Nominating & Governance Committee conducts a confidential survey of the Board and its committees each year. The lead director and chair of the Nominating & Governance Committee also conduct a self-assessment interview with each Board member that is designed to enhance his or her participation and role as a member of the Board, as well as to assess the competencies and skills each individual director is expected to bring to the Board.
<i>Commitment to Board refreshment</i>	Our Board takes an active role in Board succession planning and Board refreshment and works towards creating a balanced Board with both fresh perspectives and deep experience. The current average tenure of our 11 director nominees is 4.8 years.
<i>Active shareholder engagement</i>	We regularly engage with our shareholders to better understand their perspectives.
<i>Robust Code of Business Ethics</i>	Our Code of Business Ethics, which applies to all employees as well as all members of the Board, reinforces our core values and helps drive our culture of compliance, ethical conduct and accountability.
<i>Clawback policy</i>	We maintain a clawback policy applicable to our chairman and chief executive officer, global management committee members (the Company's primary management and leadership team, which consists of approximately 20 of our most senior leaders other than our chairman and chief executive officer) and approximately 240 of our most senior leaders, which provides for the recoupment of incentive cash bonus and equity-based compensation in the event of a financial restatement under specified circumstances.
<i>Equity ownership requirements</i>	Each named executive officer is required to hold Accenture equity with a value equal to at least 6 times his or her base compensation by the 5th anniversary of becoming a named executive officer. Each director is required to hold Accenture equity having a fair market value equal to 3 times the value of the annual director equity grants within 3 years of

joining the Board.

Prohibition on hedging or pledging of company stock

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

LEADERSHIP STRUCTURE

Pierre Nanterme, our chief executive officer, also serves as the chairman of our Board. Our Corporate Governance Guidelines provide that if the same person holds the chief executive officer and chairman roles or if the chairman is not independent, the Board will designate one of the independent directors to serve as the lead director. Marjorie Magner has served as our independent lead director since January 31, 2014. The Board has determined that the presence of our independent lead director who, as described below, has meaningful oversight responsibilities, together with a strong leader in the combined role of chairman and chief executive officer, serves the best interests of Accenture and its shareholders at this time. The Board believes that in light of Mr. Nanterme's knowledge of Accenture and our industry, which has been built up over 33 years of experience with the Company, he is well positioned to serve as both chairman and chief executive officer of the Company.

Table of Contents

CORPORATE GOVERNANCE

LEAD DIRECTOR; EXECUTIVE SESSIONS

The lead director helps ensure there is an appropriate balance between management and the independent directors and that the independent directors are fully informed and able to discuss and debate the issues that they deem important. The responsibilities of the lead director, which are described in the Company's Corporate Governance Guidelines, include, among others:

Board Matter**Responsibility***Agendas*

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

Board meetings

Presiding at all meetings of the Board at which the chairman is not present.

Executive sessions

Authority to call meetings of independent directors and presiding at all executive sessions of the independent directors.

Communicating with directors

Acting as a liaison between the independent directors and the chairman and chief executive officer.

Communicating with shareholders

If requested by major shareholders, being available for consultation and direct communication. Serving as a liaison between the Board and shareholders on investor matters.

The Board believes that one of the key elements of effective, independent oversight is that the independent directors meet in executive session on a regular basis without the presence of management. Accordingly, our independent directors meet separately in executive session at each regularly scheduled in-person Board meeting. Our independent directors held 4 meetings during fiscal 2016, all of which were led by the lead director.

DIRECTOR INDEPENDENCE

The Board has adopted categorical standards designed to assist the Board in assessing director independence (the Independence Standards), which are included in our Corporate Governance Guidelines. The Corporate Governance

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

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

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

During fiscal 2016, Herbert Hainer, Nancy McKinstry, Gilles C. Pélisson and Paula A. Price were employed by organizations that do business with Accenture. In no instances did the amount received by Accenture or such other organization in fiscal 2016 exceed the greater of \$1 million or 1% of either Accenture's or such organization's consolidated gross revenues.

Table of Contents

CORPORATE GOVERNANCE

- i Ms. Price is a director of a non-profit organization to which Accenture made charitable contributions of less than \$120,000 during fiscal 2016.

STRATEGIC OVERSIGHT

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

RISK OVERSIGHT

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

The Company's chief operating officer, who is a member of our global management committee and reports to our chief executive officer, coordinates the Company's ERM program. The responsibility for managing each of the highest-priority risks is assigned to one or more members of our global management committee. The Company's ERM program is designed to identify, assess and manage the Company's risk exposures. As part of its ERM program, the Company:

- i identifies its material operational, strategic and financial risks;
- i evaluates and prioritizes these risks by taking into account many factors, including the potential impact of risk events should they occur, the likelihood of occurrence and the effectiveness of existing risk mitigation strategies; and
- i develops plans to monitor, manage and mitigate these risks.

The Board plays a direct role in the Company's ERM program. In that regard, the Board 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. In addition, the chief operating officer briefs the Board annually and provides a detailed review of the Company's ERM program, including the annual risk assessment process, program scope and

status of priority risks, among other things.

2016 Proxy Statement

Accenture **4**

Table of Contents

CORPORATE GOVERNANCE

The committees of the Board oversee specific areas of the Company's risk management, which are described below.

Board/Committee**Primary Areas of Risk Oversight***Audit Committee*

The Audit Committee reviews our guidelines and policies with respect to risk assessment and management and our major financial risk exposures, along with the monitoring and control of these exposures. Each quarter the committee reviews the risks believed to be the most important and, at a minimum, annually the chief operating officer provides a review of the ERM program as a whole. The Audit Committee also discusses with the chairs of the Finance and Compensation Committee the risk assessment process for the risks overseen by those committees on at least an annual basis.

Compensation Committee

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

Finance Committee

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

Nominating & Governance Committee

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

BOARD MEETINGS

During fiscal 2016, the Board held 6 meetings, 4 of which were held in person. The Board expects that its members will rigorously prepare for, attend and participate in all Board and applicable committee meetings and each annual general meeting of shareholders. Directors are also expected to become familiar with Accenture's organization, management team and operations in connection with discharging their oversight responsibilities.

All directors attended at least 75% of the meetings of the Board and of the committees on which they served in fiscal 2016.

DIRECTOR ATTENDANCE AT ANNUAL MEETINGS

All of our Board members who served on the Board at the time of our 2016 annual general meeting of shareholders attended that meeting.

2016 Proxy Statement

Accenture **5**

Table of Contents

CORPORATE GOVERNANCE

COMMITTEES OF THE BOARD

The Board has an Audit Committee, a Compensation Committee, a Finance Committee and a Nominating & Governance Committee. From time to time, the Board may also create ad hoc or special committees for certain purposes in addition to these 4 standing committees. Each committee consists entirely of independent, non-employee directors. The charter of each committee provides that non-management directors who are not members of such committee may nonetheless attend the meeting of that committee, but may not vote. The table below lists the current membership of each committee and the number of meetings held in fiscal 2016.

Board Member	Committees			Nominating & Governance
	Audit	Compensation	Finance	
JAIME ARDILA ⁽¹⁾	M		M	
DINA DUBLON ⁽²⁾		M	M	
CHARLES H. GIANCARLO			C	M
HERBERT HAINER ⁽³⁾		M	M	
WILLIAM L. KIMSEY ⁽¹⁾	C	M		
MARJORIE MAGNER ⁽⁴⁾		C		
BLYTHE J. MCGARVIE ⁽¹⁾⁽²⁾	M			M
NANCY MCKINSTRY ⁽¹⁾	M			
GILLES C. PÉLISSON				C
PAULA A. PRICE ⁽¹⁾	M	M		
ARUN SARIN		M		M
WULF VON SCHIMMELMANN ⁽²⁾				M
FRANK K. TANG			M	

NUMBER OF MEETINGS IN FISCAL 2016	9	8	7	4
-----------------------------------	---	---	---	---

M: Member **C:** Chair

- (1) Audit Committee Financial Expert as defined under SEC rules.
- (2) Not subject to re-appointment at the Annual Meeting.
- (3) Joined the Compensation Committee and Finance Committee on November 2, 2016 and therefore did not participate as a member in fiscal 2016.
- (4) Lead director of the Board.

AUDIT COMMITTEE

The Audit Committee was established by the Board for the purpose of, among other things, overseeing Accenture's accounting and financial reporting processes and audits of our financial statements and internal controls.

MEMBERS (ALL INDEPENDENT):

William L. Kimsey (Chair)

Jaime Ardila

Blythe J. McGarvie (Retiring at the Annual Meeting)

Nancy McKinstry (Joined July 13, 2016)

Paula A. Price

Table of Contents

CORPORATE GOVERNANCE

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

the quality and integrity of the Company's accounting and reporting practices and controls, and the financial statements and reports of the Company;

the Company's compliance with legal and regulatory requirements;

the independent auditor's qualifications and independence; and

the performance of the Company's internal audit function and independent auditors.

The Board has determined that each member of the Audit Committee meets the financial literacy and independence requirements of the Securities & Exchange Commission (the SEC) and the NYSE applicable to audit committee members and that each member also qualifies as an audit committee financial expert for purposes of SEC rules. Further, the Board has determined that each member of the Audit Committee qualifies as an independent director and possesses the requisite competence in accounting or auditing to satisfy the requirements for audit committees required by the Companies Act 2014.

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

FINANCE COMMITTEE

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

MEMBERS (ALL INDEPENDENT):

Charles H. Giancarlo (Chair)

Jaime Ardila

Dina Dublon (Retiring at the Annual Meeting)

Herbert Hainer (Joined November 2, 2016)

Frank K. Tang

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

capital structure and corporate finance strategy and activities;

share redemption and purchase activities;

treasury function, investment management and financial risk management;

defined benefit and contribution plan investment planning;

insurance plans; and

major acquisitions, dispositions, joint ventures or similar transactions.

2016 Proxy Statement

Accenture 7

Table of Contents

CORPORATE GOVERNANCE

NOMINATING & GOVERNANCE COMMITTEE

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

MEMBERS (ALL INDEPENDENT):

Gilles C. Pélisson (Chair)

Charles H. Giancarlo

Blythe J. McGarvie (Retiring at the Annual Meeting)

Arun Sarin

Wulf von Schimmelmann (Retiring at the Annual Meeting)

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

assessing and selecting/nominating (or recommending to the Board for its selection/nomination) strong and capable candidates to serve on the Board;

making recommendations as to the size, composition, structure, operations, performance and effectiveness of the Board;

overseeing the Company's chief executive officer succession planning process;

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

developing and recommending to the Board a set of corporate governance principles, including independence standards; and

otherwise taking a leadership role in shaping the corporate governance of the Company. Consistent with its duties and responsibilities, the Nominating & Governance Committee conducts a confidential survey of the Board, which is designed to evaluate the operation and performance of the Board and each of its committees. At least annually, each committee also undertakes an evaluation of its performance and the performance of its members, in accordance with each respective committee charter. The lead director and chair of the Nominating & Governance Committee also conduct a self-assessment interview with each Board member designed to enhance his or her participation and role as a member of the Board, as well as to assess the competencies and skills each individual director is expected to bring to the Board.

COMPENSATION COMMITTEE

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

MEMBERS (ALL INDEPENDENT):

Marjorie Magner (Chair)

Dina Dublon (Retiring at the Annual Meeting)

Herbert Hainer (Joined November 2, 2016)

William L. Kimsey

Paula A. Price

Arun Sarin

Table of Contents

CORPORATE GOVERNANCE

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

- i together with the Nominating & Governance Committee, conducting an annual review of the Company's chairman and chief executive officer;
- i setting the compensation of our chairman and chief executive officer and members of our global management committee;
- i overseeing the Company's equity-based plans; and
- i reviewing and making recommendations to the full Board regarding Board compensation.

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

OVERSIGHT OF COMPENSATION

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

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

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

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

ROLE OF COMPENSATION CONSULTANTS

The Compensation Committee has engaged Pay Governance LLC (Pay Governance) to serve as the Compensation Committee's independent compensation consultant. Pay Governance and its affiliates do not provide any services to the Company or any of the Company's affiliates other than advising the Compensation Committee on director and executive compensation. As requested by the Compensation Committee, Pay Governance advises the Compensation Committee on general marketplace trends in executive compensation, makes proposals for executive compensation programs, recommends peer companies for inclusion in competitive market analyses of compensation and otherwise advises the Compensation Committee with regard to the compensation of our chairman and chief executive officer and the members of our global management committee. Pay Governance also provides input for the Compensation Committee to consider regarding the final compensation packages of our chairman and chief executive officer, as discussed under Executive Compensation Compensation Discussion and Analysis Process for Determining Executive Compensation.

Table of Contents

CORPORATE GOVERNANCE

Management separately receives benchmarking information with respect to the members of our global management committee from its compensation consultant, Willis Towers Watson plc (Willis Towers Watson). This information is based on a benchmarking approach developed by Willis Towers Watson and Pay Governance and is used by the chairman and chief executive officer in making his recommendations to the Compensation Committee with respect to the compensation of the members of our global management committee. While Willis Towers Watson also acts as management's compensation consultant in various capacities with respect to our global workforce of approximately 384,000 employees and assists management in formulating its compensation recommendations for members of our global management committee, the Compensation Committee has separately engaged Pay Governance as its independent compensation consultant to provide it with independent advice and to avoid any conflicts of interest.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

Review and Approval of Related Person Transactions

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

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

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

- i the identity of the related person, the nature of the related person's interest in the transaction and the material terms of the transaction;
- i the importance of the transaction both to the Company and to the related person;
- i whether the transaction would likely impair the judgment of a director or an executive officer to act in the best interest of the Company and, in the case of an outside director, whether it would impair his or her independence; and

- i whether the value and the terms of the transaction are fair to the Company and on a substantially similar basis as would apply if the transaction did not involve a related person.

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

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

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

Certain Related Person Transactions

From time to time, institutional investors, such as large investment management firms, mutual fund management organizations and other financial organizations, become beneficial owners of 5% or more of our Class A ordinary

Table of Contents**CORPORATE GOVERNANCE**

shares and, as a result, are considered related persons under the Related Person Transactions Policy. We may conduct business with these organizations in the ordinary course. During fiscal 2016, the following transactions occurred with investors who reported beneficial ownership of 5% or more of the Company's voting securities. Each of the following transactions was entered into on an arm's-length basis in the ordinary course and in accordance with our Related Person Transactions Policy described above:

- i We provided consulting and outsourcing services to MFS Investment Management (also known as Massachusetts Financial Services Company or MFS), which, together with its affiliates, beneficially owned approximately 7.9% of our outstanding Class A ordinary shares based on information contained in a Notification of Holdings under Irish law provided to Accenture on February 26, 2016 and reporting ownership as of February 25, 2016. Accenture recorded revenues of approximately \$12.6 million for these services. In addition, MFS and its affiliates received investment management fees totaling approximately \$333,000 with respect to mutual funds offered under the Company's global retirement programs.
- i We provided consulting and outsourcing services to the Capital Group Companies, Inc. (Capital), which, together with its affiliates, beneficially owned approximately 6.0% of our outstanding Class A ordinary shares based on information contained in a Notification of Holdings under Irish law provided to Accenture on April 14, 2016 and reporting ownership as of April 13, 2016. Accenture recorded revenues of approximately \$57.8 million for these services. In addition, Capital and its affiliates received investment management fees totaling approximately \$1.5 million in with respect to mutual funds offered under the Company's global retirement programs.
- i We provided consulting and outsourcing services to The Vanguard Group (Vanguard), which, together with its affiliates, beneficially owned approximately 5.9% of our outstanding Class A ordinary shares based on information disclosed in a Schedule 13G/A filed with the SEC on February 10, 2016. Accenture recorded revenues of approximately \$4.5 million for these services. In addition, Vanguard and its affiliates received investment management fees totaling approximately \$2.7 million with respect to mutual funds offered under the Company's global retirement programs.
- i We provided consulting and outsourcing services to BlackRock, Inc. (BlackRock), which, together with its affiliates, beneficially owned approximately 5.0% of our outstanding Class A ordinary shares based on information contained in a Notification of Holdings under Irish law provided to Accenture on June 28, 2016 and reporting ownership as of June 24, 2016. Accenture recorded revenues of approximately \$207,000 for these services. In addition, BlackRock and its affiliates received investment management fees totaling approximately \$455,000 with respect to mutual funds offered under the Company's global retirement programs.
- i We provided consulting and outsourcing services to Wellington Management Group LLP, which, together with its affiliates, beneficially owned approximately 5.1% of our outstanding Class A ordinary shares until

February 11, 2016 based on information disclosed in a Schedule 13G filed with the SEC on February 12, 2015 and a Schedule 13G/A filed with the SEC on February 10, 2016. Accenture recorded revenues of approximately \$11.8 million for these services.

SHAREHOLDER ENGAGEMENT

We maintain an ongoing, proactive outreach effort with our shareholders. Throughout the year, members of our Investor Relations team and leaders of our business engage with our shareholders to seek their input, to remain well-informed regarding their perspectives and to help increase their understanding of our business.

POLITICAL CONTRIBUTIONS AND LOBBYING

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

Table of Contents**CORPORATE GOVERNANCE**

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

CORPORATE CITIZENSHIP AND SUSTAINABILITY

At Accenture, corporate citizenship is central to our vision to improve the way the world works and lives, and it reflects our core values. Economic, political and social transformation present challenges and opportunities for Accenture and our stakeholders. From closing employment gaps, to advancing client sustainability, to accelerating gender equality in the workforce, our people convene innovative partnerships and leverage technology to create long-term value for our communities, business and society.

Key highlights include:

- i *Skills to Succeed:* Accenture's corporate citizenship initiative advances employment and entrepreneurship opportunities around the world, leveraging technology to drive impact at scale. Together with our strategic partners, we have equipped more than 1.2 million people with the skills to get a job or build a business – more than 4 times the impact we set out to achieve when we first established our Skills to Succeed goal in 2010. By the end of fiscal 2020, we will equip more than 3 million people; enable their successful transition to employment; and create large-scale, lasting solutions aimed at closing global employment gaps.
- i *Environment:* Fostering sustainable economic growth for our Company and our stakeholders is at the heart of our environmental strategy, which focuses on 3 areas: running efficient operations; enabling client and supplier sustainability; and engaging our people. By the end of fiscal 2020, we will reduce our carbon emissions to an average of 2 metric tons per employee – representing a more than 50% reduction from our 2007 baseline – and we will begin to measure and report the impact of our work with clients and suppliers in key areas of sustainability. Leveraging the power of our people and the digital world is key to achieving our environmental goals and in 2016 we were named to CDP's Climate A List – for the third consecutive year for our actions and strategies in responding to climate change. In 2016, we were included for the 12th consecutive year on both the Dow Jones Sustainability North America Index and the FTSE4Good Global Index.
- i *Our People:* As a talent-led organization, our people's contributions fuel our clients' and our own business results. In fiscal 2016, we invested \$941 million in training and professional development for our people and continued our shift from an annual performance-management process to an ongoing forward-looking approach called Performance Achievement. The rich diversity of our people makes our Company stronger, smarter and

more innovative, which helps us better serve our clients and communities. We empower our people to lead, including the more than 145,000 women in our workforce. As of the end of fiscal 2016, women made up more than one-third of our global workforce and we surpassed our goal to reach 40% women new hires worldwide.

- i *Supply Chain:* As a company with a multi-billion dollar global supply chain, we have the opportunity to promote sustainable and inclusive business practices beyond our Company. By the end of fiscal 2016, all of our geographic procurement teams included environmental, social and governance performance of prospective suppliers as a weighted factor for purchasing decisions in the categories with the largest sustainability impact. Additionally, by the end of fiscal 2020, we will expand to 75% the percentage of our key suppliers who disclose their targets and actions toward emissions reduction. We are also advancing supplier inclusion and diversity through the integration of more small, medium and diverse enterprises into our global supply chain and by helping them develop their businesses, we are generating broader supply choice for our clients and our communities.

Annually, we publish our Corporate Citizenship Report, which explores our goals, progress and performance across each of the 5 pillars of our reporting strategy: Ethics & Governance, Skills to Succeed, Environment, Our People and Supply Chain and serves as our Communication on Progress to the United Nations Global Compact. It is accessible through the Investor Relations page of our website at <http://investor.accenture.com>.

Table of Contents

CORPORATE GOVERNANCE

COMMUNICATING WITH THE BOARD

The Board welcomes questions and comments. Any interested parties, including shareholders, who would like to communicate directly with the Board, our independent directors as a group or our lead director, may submit their communication to our Corporate Secretary, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA. Communications and concerns will be forwarded to the Board, our independent directors as a group or our lead director as determined by our Corporate Secretary. We also have established mechanisms for receiving, retaining and addressing concerns or complaints. You may report any such concerns at <https://businessethicsline.com/accenture> or by calling the Accenture Business Ethics Line at 1 (312) 737-8262. Our Code of Business Ethics and underlying policies prohibit any retaliation or other adverse action against anyone for raising a concern. Employees may raise concerns in a confidential and/or anonymous manner in accordance with the instructions for the Accenture Business Ethics Line.

2016 Proxy Statement

Accenture 13

Table of Contents

RE-APPOINTMENT OF DIRECTORS

Re-Appointment of Directors

PROPOSAL NO. 1 RE-APPOINTMENT OF DIRECTORS

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

All of the director nominees are current Board members. The Nominating & Governance Committee reviewed the performance and qualifications of the directors listed below and recommended to the Board, and the Board approved, that each be recommended to shareholders for re-appointment to serve for an additional 1-year term. Nancy McKinstry and Herbert Hainer were appointed by the Board as directors effective July 13, 2016 and November 2, 2016, respectively, and each is subject to re-appointment by our shareholders at the Annual Meeting. In addition, in connection with our efforts to continually refresh the Board, each of Dina Dublon, Blythe McGarvie and Wulf von Schimmelmann will not stand for re-appointment at the Annual Meeting.

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

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

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

By separate resolutions, to re-appoint the following eleven directors: Jaime Ardila; Charles H. Giancarlo; Herbert Hainer; William L. Kimsey; Marjorie Magner; Nancy McKinstry; Pierre Nanterme; Gilles C. Pélisson; Paula A. Price; Arun Sarin and Frank K. Tang.

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

DIRECTOR CHARACTERISTICS

The Nominating & Governance Committee is responsible for identifying individuals who are qualified candidates for Board membership. Consistent with the Company's Corporate Governance Guidelines, the Nominating & Governance Committee seeks to ensure that the Board is composed of individuals whose particular backgrounds, skills and

expertise, when taken together, will provide the Board with the range of skills and expertise to guide and oversee Accenture's strategy, operations and management. The Nominating & Governance Committee seeks candidates who, at a minimum, have the following characteristics:

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

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

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

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

Table of Contents

RE-APPOINTMENT OF DIRECTORS

BOARD DIVERSITY AND TENURE

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

In addition, we believe that diversity with respect to tenure is important in order to provide for both fresh perspectives and deep experience and knowledge of the Company. Therefore, we aim to maintain an appropriate balance of tenure across our directors. In furtherance of the Board's active role in Board succession planning, the Board has appointed five new directors since 2014.

Our director nominees reflect those efforts and the importance of diversity to the Board. Of our 11 director nominees:

QUALIFICATIONS AND EXPERIENCE OF DIRECTOR NOMINEES

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

Each director nominee has served in senior roles with significant responsibility and has gained expertise in areas relevant to the Company and its business. The Nominating & Governance Committee considered both the background and experience of each director nominee as well as the specific experience, qualifications, attributes or skills set forth in the biographies on pages 17 to 22 of this proxy statement.

PROCESS FOR SELECTING NEW DIRECTORS

Edgar Filing: Accenture plc - Form DEF 14A

To identify, recruit and evaluate qualified candidates for the Board, the Board has used the services of professional search firms. In some cases, nominees have been individuals known to Board members or others through business or other relationships. In the case of Nancy McKinstry, a third-party professional search firm identified her as a potential director nominee and in the case of Herbert Hainer, he was identified by a non-management member of our Board. Prior to their nominations, each of Ms. McKinstry and Mr. Hainer also met separately with the chairman and chief executive officer, the chair of the Nominating & Governance Committee and the lead director, who initially considered their candidacies. In addition, the professional search firm retained by the Nominating & Governance Committee

2016 Proxy Statement

Accenture 15

Table of Contents

RE-APPOINTMENT OF DIRECTORS

verified information about the prospective candidates. A background check was also completed with respect to each candidate before a final recommendation was made to the Board. Ms. McKinstry and Mr. Hainer each met separately with other members of the Board, and after review and discussion with each of these directors, the Nominating & Governance Committee recommended, and the Board approved, each of Ms. McKinstry's and Mr. Hainer's appointments as a director.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

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

PROCESS FOR SHAREHOLDERS TO RECOMMEND DIRECTOR NOMINEES

Our Corporate Governance Guidelines and Articles of Association address the processes by which shareholders may recommend director nominees, and the policy of the Nominating & Governance Committee is to welcome and consider any such recommendations. If you would like to recommend a future nominee for Board membership, you can submit a written recommendation in accordance with our Articles of Association and applicable law, including the name and other pertinent information for the nominee, to: Mr. Gilles C. Pélisson, chair of the Nominating & Governance Committee, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA, Attention: Corporate Secretary. As provided for in our Corporate Governance Guidelines, the Nominating & Governance Committee uses the same criteria for evaluating candidates regardless of the source of referral. Please note that Article 84(a)(ii) of our Articles of Association prescribes certain timing and nomination requirements with respect to any such recommendation and Article 84(b) prescribes certain other requirements if an eligible shareholder wishes to have their nominee included in our proxy materials for our annual general meeting (see [Additional Information](#) [Submission of Future Shareholder Proposals](#) for additional details on how to submit a director nominee for our 2018 annual general meeting).

Table of Contents

RE-APPOINTMENT OF DIRECTORS

DIRECTOR BIOGRAPHIES

Set forth below are the biographies of our director nominees up for reelection at the Annual Meeting.

Director since 2013 Jaime Ardila

Independent

61 years old

Audit Committee (*Member*)

Finance Committee (*Member*)

Jaime Ardila was formerly the executive vice president of automobile manufacturer General Motors Company (GM), president of GM 's South America region and was a member of GM 's executive committee, from 2010 until his retirement in March 2016. He previously served as president and managing director of GM 's operations in Brazil, Argentina, Uruguay and Paraguay from November 2007 to June 2010. Prior to serving in that role, he served as vice president and chief financial officer of GM 's Latin America, Africa and Middle East region from March 2003 to October 2007, as president and managing director of GM Argentina from March 2001 to February 2003, and as president of GM Colombia from March 1999 to March 2001. Mr. Ardila joined GM in 1984 and held a variety of financial and senior positions with the company, primarily in Latin America, as well as in Europe and the United States. From 1996 to 1998, Mr. Ardila served as the managing director, Colombian Operations, of N M Rothschild & Sons Ltd and then rejoined GM in 1998 as president of GM Ecuador.

Mr. Ardila is a director of Ecopetrol S. A. and Goldman Sachs BDC, Inc.

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

Director since 2008

Charles H. Giancarlo

Independent

59 years old

Finance Committee (*Chair*)

Nominating & Governance Committee (*Member*)

Charles H. Giancarlo served as a managing director of the private investment firm Silver Lake from 2007 to 2013 and served as a senior advisor to the firm until 2015. Previously, Mr. Giancarlo held a variety of roles at Cisco Systems, Inc. (Cisco), where he worked for almost 15 years. His last position at Cisco was as executive vice president and chief development officer, a position he held starting in July 2005. In this position, he was responsible for all Cisco business units and divisions and more than 30,000 employees. Mr. Giancarlo was also president of Cisco-Linksys, LLC starting in June 2004.

Mr. Giancarlo is chairman of the board of Avaya Inc. and a director of Arista Networks, Inc., Imperva, Inc. and ServiceNow, Inc. Mr. Giancarlo previously served as a director of Netflix, Inc. from 2007 until 2012.

Specific Expertise: Mr. Giancarlo brings to the Board significant managerial, operational and financial experience as a result of the numerous senior positions he has held at multi-national corporations as well as his service as a director of other public company boards. Mr. Giancarlo brings to the Board an important perspective on technology,

technology-enabled and related growth industries, as well as acquisitions and the private equity industry.

Table of Contents

RE-APPOINTMENT OF DIRECTORS

Director since 2016

Herbert Hainer

Independent

62 years old

Compensation Committee (*Member*)

Finance Committee (*Member*)

Herbert Hainer was the chief executive officer of the sporting goods company adidas AG (adidas) from March 2001 until his retirement in September 2016. Mr. Hainer was also a member of the adidas executive board from March 1997 until his retirement. Mr. Hainer previously served as senior vice president of sales and logistics of adidas in Europe, Africa and the Middle East from 1996 until March 1997. Prior to serving in that role, he served as managing director sales and logistics of adidas Germany from 1993 until 1995 and prior to that as national sales director of adidas Germany from 1991 until 1993. Mr. Hainer joined adidas in 1987 and held a variety of senior positions with the company. From 1979 to 1987, Mr. Hainer served as division manager sales and marketing Germany of Procter & Gamble GmbH.

Mr. Hainer is a director of Deutsche Lufthansa AG.

Specific Expertise: Mr. Hainer brings to the Board significant managerial, operational and global experience as a result of the various senior positions he held during his tenure with adidas, including as its chief executive officer. The Board also benefits from his experience in sales, knowledge of the European market and significant experience in international business.

Director since 2003

William L. Kimsey

Independent

74 years old

Audit Committee (*Chair*)

Compensation Committee (*Member*)

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

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

Specific Expertise: Mr. Kimsey brings to the Board significant knowledge and expertise in finance and accounting matters as a result of his many years of practicing as a certified public accountant and his tenure as global chief executive officer of Ernst & Young Global Limited. Mr. Kimsey also brings an important perspective from his service as a director of other public company boards.

2016 Proxy Statement

Accenture 18

Table of Contents

RE-APPOINTMENT OF DIRECTORS

Director since 2006

Marjorie Magner

Independent Lead Director

67 years old

Compensation Committee (*Chair*)

Marjorie Magner has been our lead director since January 2014. Ms. Magner is currently a partner with Brysam Global Partners, LLC, a private equity firm she co-founded in 2007 that invests in financial services. She was the chairman and chief executive officer, Global Consumer Group, of Citigroup Inc. from 2003 to October 2005. Ms. Magner previously held various other positions within Citigroup Inc., including chief operating officer, Global Consumer Group, from April 2002 to August 2003, and chief administrative officer and senior executive vice president from January 2000 to April 2002.

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

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

Director since 2016 Nancy McKinstry

Independent

57 years old

Audit Committee (*Member*)

Nancy McKinstry has been chief executive officer and chairman of the executive board of Wolters Kluwer, a global professional information services and solutions company, since September 2003 and a member of its executive board since 2001. Before assuming her current position, Ms. McKinstry gained more than a decade of experience with Wolters Kluwer and its North American subsidiaries, serving as chief executive officer of CCH Legal Information Services for three years and as chief executive officer of operations in North America. Earlier in her career, she was a principal with Booz & Company (formerly Booz Allen Hamilton Inc.), focusing on media and technology.

Ms. McKinstry is a director of Abbott Laboratories. McKinstry previously served as a director of LM Ericsson Telephone Company from 2004 to 2013.

Specific Expertise: Ms. McKinstry brings to the Board strong experience in the professional services sector from her long career at Wolters Kluwer, where she has led the company's digital transformation, as well as broad international perspective as both the CEO of a global company and a director of large, multinational companies. The Board also benefits from her experience in the European market and her background in the digital, media and technology industries.

Table of Contents

RE-APPOINTMENT OF DIRECTORS

Director since 2010 Pierre Nanterme

Chairman & CEO
57 years old

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

Specific Expertise: Mr. Nanterme brings to the Board a deep knowledge of Accenture's business, growth strategy and human capital strategy as well as extensive experience serving our clients from his 33 years with the Company, including his executive roles as chairman, chief executive officer, group chief executive Financial Services, and chief leadership officer. Given his role representing Accenture at leading external forums such as the B20 Summit and the World Economic Forum, Mr. Nanterme also brings to the Board a broad understanding of the global economy as well as the technology marketplace and competitive landscape.

Gilles C. Pélisson

Director since 2012

Independent

59 years old

Nominating & Governance Committee (*Chair*)

Gilles C. Pélisson has been the chairman and chief executive officer of TF1 Group, a leading French broadcasting company, since February 2016. He previously served as chief executive officer of global hotel group Accor from 2006 until December 2010 and also as its chairman from 2009 until January 2011. Mr. Pélisson served as chief executive officer of mobile operator Bouygues Telecom from 2001 to 2005 and also as its chairman from 2004 to 2005. From 2000 to 2001, he was with the SUEZ group, and in 2000 he became chairman of Noos, a cable network operator. Mr. Pélisson served as the chief executive officer of Disneyland Paris Resort from 1995 to 2000 and also as its chairman starting in 1997.

Specific Expertise: Mr. Pélisson brings to the Board significant managerial, operational and global experience from his tenure as chairman and chief executive officer of TF1 Group, as chairman and chief executive officer of Accor, as chairman and chief executive officer of Bouygues Telecom, as chairman and chief executive officer of Disneyland Paris and from other senior executive positions he has held at several other companies as well as his previous service as a director of other public company boards. The Board also benefits from his broad experience in the European and Asian markets, as well as his experience in governance.

2016 Proxy Statement

Accenture 20

Table of Contents

RE-APPOINTMENT OF DIRECTORS

Director since 2014

Paula A. Price

Independent

55 years old

Audit Committee (*Member*)

Compensation Committee (*Member*)

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

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

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

Director since 2015

Arun Sarin

Independent

62 years old

Compensation Committee (*Member*)

Nominating & Governance Committee (*Member*)

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

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

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

Table of Contents

RE-APPOINTMENT OF DIRECTORS

Director since 2014 Frank K. Tang

Independent

48 years old

Finance Committee (*Member*)

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

Mr. Tang is also a director of Weibo Corporation.

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

Dina Dublon, Blythe McGarvie and Wulf von Schimmelmann are not subject to re-appointment at the Annual Meeting.

Table of Contents**DIRECTOR COMPENSATION****Director Compensation**

The Compensation Committee reviews and, based in part on the advice of its independent consultant, makes recommendations to the full Board with respect to the compensation of our independent directors at least every 2 years. The full Board reviews these recommendations and makes a final determination on the compensation of our directors. The Compensation Committee reviewed director compensation most recently in fiscal 2016, when it reviewed the compensation practices of the boards of directors of those peer group companies described under Executive Compensation Compensation Discussion and Analysis Fiscal 2016 Compensation Decisions Role of Benchmarking and the general market, as well as a study by Pay Governance prepared at the request of the Compensation Committee that provided input regarding the compensation of our directors.

ELEMENTS OF DIRECTOR COMPENSATION

After review of the Compensation Committee's recommendation, the Board approved the following independent director compensation for fiscal 2016:

Compensation Element	Director Compensation Program
Annual Retainer ⁽¹⁾	\$100,000, except for the lead director
Annual RSU Grant ⁽²⁾	\$185,000 in the form of RSUs (fair market value at time of grant)
Committee Chair Retainer ⁽¹⁾	\$25,000 for the Audit Committee
	\$15,000 for the Compensation Committee
	\$15,000 for the Finance Committee
	\$15,000 for the Nominating & Governance Committee
Committee Member Retainer ⁽¹⁾	\$11,250 for the Audit Committee
	\$7,500 for the Compensation Committee
	\$7,500 for the Finance Committee
	\$7,500 for the Nominating & Governance Committee
Lead Director Retainer ⁽¹⁾	\$142,500
Equity Ownership Guidelines ⁽³⁾	Directors must maintain ownership of Accenture equity having a fair market value equal to 3 times the value of the annual director equity grants. This requirement must be met by each director within 3 years of joining the Board

- (1) Each of our independent directors may elect to receive the annual retainer and other retainers in the form of cash, entirely in the form of restricted share units (RSUs) or one-half in cash and one-half in RSUs.
- (2) Grants of RSUs to our directors are fully vested on the date of grant, and future delivery of the underlying shares is not dependent on a director's continued service. Directors are entitled to a proportional number of additional RSUs on outstanding awards if we pay a dividend. The underlying shares for RSU awards granted in fiscal 2016 will be delivered 1 year after the grant date; directors may not further delay delivery of the shares.
- (3) Each of our independent directors who had been a director for 3 or more years met this requirement in fiscal 2016.
- Other Compensation:* Our non-employee directors do not receive any non-equity incentive plan compensation, participate in any Accenture pension plans or have any non-qualified deferred compensation earnings. We provide our directors with directors and officers liability insurance as part of our corporate insurance policies. We also reimburse our directors for reasonable travel and related fees and expenses incurred in connection with their participation in Board or Board committee meetings and other related activities such as site visits and presentations in which they engage as directors.

Table of Contents**DIRECTOR COMPENSATION**

Limit on Director Compensation: At the 2016 annual general meeting of shareholders, as part of proposed amendments to the Amended and Restated Accenture plc 2010 Share Incentive Plan, shareholders approved an annual limit of a maximum of \$750,000 per individual non-employee director at the recommendation of the Board. The Board believes this is a meaningful limit on total director compensation.

DIRECTOR COMPENSATION FOR FISCAL 2016

As described more fully above, the following table summarizes the annual compensation for our independent directors during fiscal 2016:

Name	Fees Earned or Paid in Cash ^{(\$)(1)}	Stock Awards ^{(\$)(2)(3)}	All Other Compensation ^{(\$)(4)}	Total ^(\$)
JAIME ARDILA	\$118,750	\$184,975		\$ 303,725
DINA DUBLON ⁽⁵⁾	\$115,000	\$184,975		\$ 299,975
CHARLES H. GIANCARLO	\$122,500	\$184,937		\$ 307,437
WILLIAM L. KIMSEY	\$132,500	\$184,996		\$ 317,496
MARJORIE MAGNER	\$157,500	\$184,975		\$ 342,475
BLYTHE J. MCGARVIE ⁽⁵⁾	\$118,750	\$184,975		\$ 303,725
NANCY MCKINSTRY	\$ 63,230	\$184,927		\$ 248,157
GILLES C. PÉLISSON	\$115,000	\$184,943		\$ 299,943
PAULA A. PRICE	\$118,750	\$184,975		\$ 303,725
ARUN SARIN	\$141,374	\$369,870 ⁽⁶⁾		\$ 511,244
WULF VON SCHIMMELMANN ⁽⁵⁾	\$107,500	\$184,975		\$ 292,475
FRANK K. TANG	\$107,500	\$184,950		\$ 292,450

(1) The annual retainers and additional retainers for Board committee service paid to our independent directors during fiscal 2016 were as follows:

Name	Annual Retainer ^(\$)	Committee Chair		Total ^(\$)
		Retainer ^(\$)	Committee Member Retainer ^(\$)	
Jaime Ardila ^(a)	\$100,000		\$18,750	\$ 118,750
Dina Dublon	\$100,000		\$15,000	\$ 115,000
Charles H. Giancarlo ^(a)	\$100,000	\$15,000	\$ 7,500	\$ 122,500
William L. Kimsey ^(a)	\$100,000	\$25,000	\$ 7,500	\$ 132,500

Edgar Filing: Accenture plc - Form DEF 14A

Marjorie Magner	\$142,500	\$15,000		\$ 157,500
Blythe J. McGarvie	\$100,000		\$18,750	\$ 118,750
Nancy McKinstry ^(b)	\$ 56,836		\$ 6,394	\$ 63,230
Gilles C. Pélisson ^(a)	\$100,000	\$15,000		\$ 115,000
Paula A. Price	\$100,000		\$18,750	\$ 118,750
Arun Sarin ^(c)	\$123,736		\$17,638	\$ 141,374
Wulf von Schimmelmann	\$100,000		\$ 7,500	\$ 107,500
Frank K. Tang ^(a)	\$100,000		\$ 7,500	\$ 107,500

2016 Proxy Statement

Accenture 24

Table of Contents**DIRECTOR COMPENSATION**

- (a) Messrs. Ardila, Giancarlo, Kimsey, Pélisson and Tang elected to receive 100% of their annual retainers and additional retainers for Board committee service in the form of fully vested RSUs, with a grant date fair value equal to the amount reported as paid in cash above.
- (b) Ms. McKinstry, who was appointed to the Board on July 13, 2016, received a pro rata portion of the standard annual retainer and additional retainer for Board committee service, based on the number of days remaining in the 2016 director compensation year after the date of her appointment. Ms. McKinstry elected to receive 50% of her pro rata annual retainer and additional retainer for Board committee service in the form of fully vested RSUs, with a grant date fair value equal to the amount reported as paid in cash above.
- (c) Mr. Sarin's annual retainer and additional retainer for Board committee service include a pro rata portion of the 2015 standard annual retainer and additional retainer for Board committee service, based on the total number of days elapsed from Mr. Sarin's appointment to the Board on October 30, 2015 and the date of the 2016 annual general meeting of shareholders.
- (2) Represents aggregate grant date fair value of stock awards, computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation – Stock Compensation (Topic 718), without taking into account estimated forfeitures. The assumptions made when calculating the amounts are found in Note 11 (Share-Based Compensation) to our Consolidated Financial Statements in Part II, Item 8 of our Annual Report on Form 10-K for the year ended August 31, 2016. Reflects the grant of a whole number of shares. With the exception of the award of RSUs with a grant date value equal to \$184,927 awarded to Ms. McKinstry in connection with her appointment to the Board, all other RSU awards represent annual grants to our directors.
- (3) The aggregate number of vested RSU awards outstanding at the end of fiscal 2016 for each of our independent directors was as follows:

Name	Aggregate Number of Vested RSU Awards Outstanding as of August 31, 2016
Jaime Ardila	1,820
Dina Dublon	1,820
Charles H. Giancarlo	3,024
William L. Kimsey	3,123
Marjorie Magner	8,671
Blythe J. McGarvie	1,820
Nancy McKinstry	1,917
Gilles C. Pélisson	2,950
Paula A. Price	1,820
Arun Sarin	3,800

Wulf von Schimmelmann	1,820
Frank K. Tang	2,877

(4) The aggregate amount of perquisites and other personal benefits received by each of our independent directors in fiscal 2016 was less than \$10,000.

(5) Director is not subject to re-appointment at the Annual Meeting.

(6) The amount reported for Mr. Sarin includes an award of RSUs with a grant date fair value equal to \$184,895, which he received in connection with his appointment to the Board on October 30, 2015 and the annual grant of RSUs awarded to all of our then directors on February 3, 2016.

Table of Contents

BENEFICIAL OWNERSHIP

Beneficial Ownership

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under the federal securities laws, our directors, executive officers and beneficial owners of more than 10% of Accenture plc's Class A ordinary shares or Class X ordinary shares are required within a prescribed period of time to report to the SEC transactions and holdings in Accenture plc Class A ordinary shares and Class X ordinary shares. Our directors and executive officers are also required to report transactions and holdings in Accenture Holdings plc ordinary shares. Based solely on a review of the copies of these forms received by us and on written representations from certain reporting persons that no Form 5 was required to be filed, we believe that during fiscal 2016 all of these filing requirements were satisfied in a timely manner.

BENEFICIAL OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

To our knowledge, except as otherwise indicated, each of the persons listed below has sole voting and investment power with respect to the shares beneficially owned by him or her. For purposes of the table below, beneficial ownership is determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the Exchange Act), pursuant to which a person is deemed to have beneficial ownership of any shares that such person has the right to acquire within 60 days after December 12, 2016. For purposes of computing the percentage of outstanding Accenture plc Class A ordinary shares, Class X ordinary shares and/or Accenture Holdings plc ordinary shares held by each person or group of persons named below, any shares that such person or group of persons has the right to acquire within 60 days after December 12, 2016 are deemed to be outstanding but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person or group of persons.

Table of Contents**BENEFICIAL OWNERSHIP**

The following beneficial ownership table sets forth, as of December 12, 2016, information regarding the beneficial ownership of Accenture plc Class A ordinary shares and Class X ordinary shares and of Accenture Holdings plc ordinary shares held by: (1) each of our directors and named executive officers; and (2) all of our current directors and executive officers as a group.

Name of Beneficial Owner ⁽¹⁾	Accenture plc Class A Ordinary Shares		Accenture Holdings plc Ordinary Shares		Accenture plc Class X Ordinary Shares		Percentage of the Total Number of Class A and Class X Ordinary Shares
	Beneficially Owned	% Owned	Beneficially Owned	% Owned	Beneficially Owned	% Owned	Beneficially Owned
	(#)		(#)		(#)		
	Shares	Shares	Shares	Shares	Shares	Shares	Beneficially Owned
PIERRE NANTERME ⁽²⁾	287,186	*%	91,597	**%	91,597	***%	****%
JAIME ARDILA ⁽³⁾	9,021	*					****
DINA DUBLON ⁽³⁾	46,300	*					****
CHARLES H. GIANCARLO ⁽⁴⁾	21,447	*					****
HERBERT HAINER		*					****
WILLIAM L. KIMSEY ⁽⁵⁾	16,267	*					****