Accenture plc
Form PRE 14A
December 05, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)
Filed by the Registrant þ
Filed by a Party other than the Registrant ¨
Check the appropriate box:

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

Accenture plc

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

þ No fee required.
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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):

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Table of Contents

Pierre Nanterme
Chairman & CEO

December 9,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999, 2013

Dear Fellow Shareholder:

You are cordially invited to join Accenture plc's Board of Directors and senior leadership at the 2014 annual general meeting of shareholders, which will be held at 12:00 p.m. local time on Thursday, January 30, 2014, at Accenture's New York office, located at 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA.

The attached notice of the 2014 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 the Company. We urge you to read the accompanying materials regarding the matters to be voted on at the meeting and to submit your voting instructions by proxy. The Board of Directors recommends that you vote "for" each of the proposals listed on the attached notice.

You may submit your proxy either by returning the enclosed proxy card or by submitting your proxy over the telephone or the Internet. If you submit your proxy before the meeting but later decide to attend the meeting in person, you may still vote in person at the meeting.

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

Thank you for your continued support.

PIERRE NANTERME
Chairman & CEO

Table of Contents

NOTICE OF THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Date:	Thursday, January 30, 2014
Time:	12:00 p.m. local time
Place:	Accenture New York Office 1345 Avenue of the Americas, 6th Floor New York, New York 10105 USA
Record Date:	December 6, 2013
Proxy Voting:	Only those persons who were registered holders of Accenture plc's Class A ordinary shares or Class X ordinary shares at the close of business on the record date will be entitled to receive notice of the meeting and to attend and vote at the meeting. This proxy statement contains additional information on how to attend the meeting and vote your shares in person. To vote your shares, you will need the number included in the box on the proxy card accompanying this proxy statement. Any registered shareholder entitled to attend and vote at the 2014 annual general meeting of shareholders may appoint one or more proxies, who need not be a registered shareholder(s) of the Company.
Items of Business:	1. To accept, in a non-binding vote, the Company's Irish financial statements for the twelve-month period ended August 31, 2013, as presented 2. To re-appoint Jaime Ardila, Charles H. Giancarlo, William L. Kimsey, Blythe J. McGarvie, Mark Moody-Stuart, Pierre Nanterme, Gilles C. Pélisson and Wulf von Schimmelmann as directors, each for a term expiring at our annual general meeting of shareholders in 2015 3. To ratify, in a non-binding vote, the appointment of KPMG as independent registered public accounting firm of Accenture plc for a term expiring at our annual general meeting of shareholders in 2015 and to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine KPMG's remuneration 4. To approve, in a non-binding vote, the compensation of our named executive officers 5. To grant the Board the authority to issue shares under Irish law 6. To grant the Board the authority to opt-out of statutory pre-emption rights under Irish law 7. To approve a capital reduction and creation of distributable reserves under Irish law 8. To authorize holding the 2015 annual general meeting of shareholders of Accenture plc at a location outside of Ireland as required under Irish law 9. To authorize Accenture to make open-market purchases of Accenture plc Class A ordinary shares under Irish law 10. To determine the price range at which Accenture plc can re-issue shares that it acquires as treasury stock under Irish law

The Board of Directors recommends that you vote "FOR" each of proposals 1 through 10. The full text of these proposals is set forth in the accompanying proxy statement.

Table of Contents

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on January 30, 2014: This proxy statement, along with our Annual Report on Form 10-K for the fiscal year ended August 31, 2013 and the 2013 Letter from Our Chairman & Chief Executive Officer, are available free of charge on the Investor Relations section of our website (http://investor.accenture.com).

By order of the Board of Directors,

JULIE S. SWEET
General Counsel, Secretary &
Chief Compliance Officer

December 9,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999, 2013

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

Table of Contents

TABLE OF CONTENTS

Table of Contents

PROXY STATEMENT

GENERAL INFORMATION

The Board of Directors (the "Board") of Accenture plc is soliciting your proxy for the 2014 annual general meeting of shareholders (the "Annual Meeting") to be held on Thursday, January 30, 2014. These proxy materials are first being sent to shareholders beginning on or about December 9,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999, 2013.

Accenture is one of the world's leading organizations providing management consulting, technology and outsourcing services. As of August 31, 2013, we had approximately 275,000 employees, offices and operations in more than 200 cities in 56 countries and revenues before reimbursements of approximately $28.56 billion for fiscal 2013. We operate globally with one common brand and business model designed to enable us to provide clients around the world with the same high level of service.

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

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

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

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

Table of Contents

ABOUT THE ANNUAL MEETING

Date, Time and Place of the Annual Meeting

We will hold the Annual Meeting at 12:00 p.m. local time on Thursday, January 30, 2014, at our New York office, located at 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA, subject to any adjournments or postponements. For directions to the meeting, you may contact our General Counsel, Secretary & Chief Compliance Officer, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA.

Who Can Vote; Votes Per Share

The Board has set December 6, 2013 as the record date for the Annual Meeting. All persons who were registered holders of Accenture plc's Class A ordinary shares and/or Class X ordinary shares at the close of business on that date are shareholders of record for the purposes of the Annual Meeting and will be entitled to attend and vote at the Annual Meeting. As of the close of business on that date, there were 9,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999Class A ordinary shares outstanding (which includes 9,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999 shares held by Accenture) and 9,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999 Class X ordinary shares outstanding. Class A ordinary shares held by Accenture may not be voted and, accordingly, will have no impact on the outcome of any vote of the shareholders of Accenture plc.

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

How to Vote; Submitting Your Proxy; Revoking Your Proxy

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

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

For registered shareholders and current and former Accenture employees who received, through our employee share plans, shares that are held by Morgan Stanley Smith Barney LLC ("Smith Barney") or UBS Financial Services Inc. ("UBS"), you may submit your proxy either by mail, by telephone (+1 800-690-6903) or via the Internet (www.proxyvote.com). Please let us know whether you plan to attend the Annual Meeting by marking the appropriate box on your proxy card or by following the instructions provided when you submit your proxy by telephone or via the Internet. In order for your proxy to be validly submitted and for your shares to be voted in accordance with your proxy, we must receive your mailed proxy by 8:00 a.m., Eastern Standard Time, on January 30, 2014 for registered shareholders and by 8:00 a.m., Eastern Standard Time, on January 28, 2014 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS. If you submit your proxy by telephone or via the Internet, then you may submit your voting instructions until 11:59 p.m., Eastern Standard Time, on January 29, 2014 for registered shareholders and by 8:00 a.m., Eastern Standard Time, on January 28, 2014 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS. If your shares are not registered in your name but in the "street name" of a bank, broker or other holder of record (a "nominee"), then your name will not appear in Accenture plc's register of shareholders. Those shares are held in your nominee's name, on your behalf, and your nominee will be entitled to vote your shares. If you hold your shares in street name, please refer to the information from your bank, broker or nominee on how to submit voting instructions.

Table of Contents

Your proxy is revocable. After you have submitted your proxy, you may revoke it by mail before the Annual Meeting by sending a written notice to our General Counsel, Secretary & Chief Compliance Officer, c/o Accenture, 161 N. Clark Street, Chicago, Illinois 60601, USA. Your notice must be received no later than one hour prior to the beginning of the Annual Meeting. If you wish to revoke your submitted proxy card and submit new voting instructions by mail, then you must sign, date and mail a new proxy card with your new voting instructions, which we must receive by 8:00 a.m., Eastern Standard Time, on January 30, 2014 for registered shareholders and by 8:00 a.m., Eastern Standard Time, on January 28, 2014 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS. If you submitted your proxy by telephone or via the Internet, you may revoke your submitted proxy and/or submit new voting instructions by that same method, which must be received by 11:59 p.m., Eastern Standard Time, on January 29, 2014 for registered shareholders and by 8:00 a.m., Eastern Standard Time, on January 28, 2014 for Accenture employees and former employees who are submitting voting instructions for shares received through our employee plans and held by Smith Barney or UBS. If you are a registered shareholder, you also may revoke your proxy in person by attending and voting your shares at the Annual Meeting. Attending the Annual Meeting without taking one of the actions above will not revoke your proxy. If you hold your shares in street name, please refer to the information from your bank, broker or nominee on how to revoke your proxy.

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

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

Quorum and Voting Requirements

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

For each of the proposals being considered at the Annual Meeting, approval of the proposal requires the affirmative vote of a simple majority of the votes cast, except for proposal nos. 6 (Board authority to opt-out of statutory pre-emption rights), 7 (approval of a capital reduction and creation of distributable reserves) and 10 (determination of the price range at which Accenture plc can re-issue shares that it acquires as treasury stock), each of which requires the affirmative vote of at least 75% of the votes cast. The votes on proposal nos. 1 (consideration of the financial statements), 3 (ratification of the appointment of our independent registered public accounting firm) and 4 (vote on executive compensation) are advisory in nature and are non-binding. There is no cumulative voting in the appointment of directors. The appointment of each director nominee will be considered and voted upon as a separate proposal. Abstentions and broker "non-votes" will not affect the voting results. If the proposal for the appointment of a director nominee does not receive the required majority of the votes cast, then the director will not be appointed and the position on the Board that would have been filled by the director nominee will become vacant. The Board has the ability to fill the vacancy upon the recommendation of its Nominating & Governance Committee, in accordance with Accenture plc's articles of association, subject to re-appointment by Accenture plc's shareholders at the next annual general meeting of shareholders.

Proxy Solicitation

Accenture plc will bear the costs of soliciting proxies from the holders of our Class A ordinary shares and Class X ordinary shares. We are initially soliciting these proxies by mail and e-mail, but solicitation may be made by our directors, officers and selected other Accenture employees telephonically, electronically or by other means of communication, and by Innisfree M&A Incorporated, whom we have hired to assist in the solicitation and distribution of proxies. Directors, officers and employees who help us in the solicitation will not be specially compensated for those services, but they may be reimbursed for their out-of-pocket expenses incurred in connection with the solicitation. Innisfree M&A Incorporated will receive a fee of $20,000, plus reasonable out-of-pocket costs and expenses, for its services. Brokerage houses, nominees, fiduciaries and other custodians will be requested to forward soliciting materials to beneficial owners and will be reimbursed for their reasonable out-of-pocket expenses incurred in sending proxy materials to beneficial owners. Broadridge Investor Communication Solutions, Inc. will act as our Inspector of Election at the Annual Meeting and assist us in tabulating the votes.

Table of Contents

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

We refer to our financial statements for the twelve-month period ended August 31, 2013 prepared in accordance with Irish law as our "Irish Financial Statements." The Irish Financial Statements and related reports, which are attached as Annex A to this proxy statement, are being presented to the shareholders at the Annual Meeting. In accordance with our obligations under Irish law, we will provide the shareholders at the Annual Meeting an opportunity to accept, in a non-binding vote, the Irish Financial Statements and the reports of the directors and auditors thereon as presented and to ask any relevant and appropriate questions of the representative of our independent registered public accounting firm in attendance at the Annual Meeting.

The Irish Financial Statements cover the period from September 1, 2012 through August 31, 2013, the last day of our 2013 fiscal year.

The Irish Financial Statements were approved by two directors on behalf of the Board, in accordance with the Companies Acts 1963 to 2012 of Ireland, on October 29, 2013.

Please note that a vote "FOR" or "AGAINST" this proposal will have no effect on the approval of the Irish Financial Statements by the Board and that this action does not constitute approval or disapproval of any of the matters referred to in our Irish Financial Statements and related reports.

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

"To accept, in a non-binding vote, the financial statements for the twelve-month period ended August 31, 2013 and the reports of the directors and auditors thereon as presented."

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

Table of Contents

PROPOSAL NO. 2—RE-APPOINTMENT OF DIRECTORS

Shareholders are being asked to vote to re-appoint to the Board Jaime Ardila, Charles H. Giancarlo, William L. Kimsey, Blythe J. McGarvie, Mark Moody-Stuart, Pierre Nanterme, Gilles C. Pélisson and Wulf von Schimmelmann, the directors whose terms will expire at the Annual Meeting.

Our articles of association previously provided for a classified Board divided into three classes based upon the cycle of the respective terms in office. At each annual general meeting of shareholders, the appointment of the directors constituting one class of Board membership expired, and the shareholders voted at that meeting to appoint the directors nominated for these Board positions, each to hold office for a three-year term. At our annual general meeting of shareholders held on February 9, 2012, our shareholders approved an amendment to our articles of association providing for a phased-in declassification of the Board and the annual election of all directors who are re-appointed beginning at the annual general meeting of shareholders on February 6, 2013. Accordingly, the directors elected at the Annual Meeting (and each annual general meeting thereafter) will be elected for one-year terms, and beginning with the 2015 annual general meeting, the entire Board will be elected annually. In addition, the directors elected at or appointed after the Annual Meeting are no longer designated by classes.

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

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

The Nominating & Governance Committee reviewed the performance and qualifications of the directors listed below whose terms expire at the Annual Meeting and recommended to the Board that each be re-appointed to serve for an additional one-year term. Jaime Ardila was appointed by the Board as a director on August 20, 2013 and is therefore subject to re-appointment by our shareholders at the Annual Meeting. The Board is nominating these individuals for re-appointment as directors, each for a one-year term expiring at the 2015 annual general meeting of shareholders. All of the director nominees are current Board members:

Jaime Ardila
Charles H. Giancarlo
William L. Kimsey
Blythe J. McGarvie
Mark Moody-Stuart
Pierre Nanterme
Gilles C. Pélisson
Wulf von Schimmelmann

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

"By separate resolutions, to re-appoint the following Directors:

(a) Jaime Ardila;
(b) Charles H. Giancarlo;
(c) William L. Kimsey;
(d) Blythe J. McGarvie;
(e) Mark Moody-Stuart;
(f) Pierre Nanterme;
(g) Gilles C. Pélisson; and
(h) Wulf von Schimmelmann."

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

Table of Contents

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

Table of Contents

BOARD AND CORPORATE GOVERNANCE MATTERS

Director Biographies

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

Director Nominees

Jaime Ardila 58 years old Director Nominee Member, Finance Committee	Jaime Ardila has been a director since August 2013. Mr. Ardila has been the executive vice president of automobile manufacturer General Motors Company ("GM") and president of GM's South America region since June 2010 and is a member of GM's executive committee. He previously served as president and managing director of GM's operations in Brazil, Argentina, Uruguay and Paraguay from November 2007 to June 2010. Prior to serving in that role, he served as vice president and chief financial officer of GM's Latin America, Africa and Middle East region from March 2003 to October 2007, as president and managing director of GM Argentina from March 2001 to February 2003, and as president of GM Columbia from March 1999 to March 2001. Mr. Ardila joined GM in 1984, and held a variety of financial and senior positions, primarily in Latin America, and also worked 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.
Charles H. Giancarlo 56 years old Director Nominee Chair, Finance Committee Member, Nominating & Governance Committee	Charles H. Giancarlo has been a director since December 2008. Mr. Giancarlo has been a managing director of the private investment firm Silver Lake since 2007 and serves as head of its Value Creation Team. 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. He is chairman of the board of Avaya Inc. and a director of Imperva, Inc. Mr. Giancarlo previously served as a director of Netflix, Inc. and Skype Limited in the past five years.
William L. Kimsey 71 years old Director Nominee Chair, Audit Committee Member, Compensation Committee	William L. Kimsey has been a director since November 2003. From October 1998 until his retirement in September 2002, Mr. Kimsey was global chief executive officer of Ernst & Young Global Limited. He is a director of Western Digital Corporation and Royal Caribbean Cruises Ltd.

Blythe J. McGarvie
57 years old
Director Nominee
Member, Audit Committee
Member, Nominating & Governance Committee

Blythe J. McGarvie has been a director since October 2001. Ms. McGarvie joined the faculty of the Harvard Business School in July 2012. From January 2003 to July 2012, she served as chief executive officer of Leadership for International Finance, LLC, a firm that focused on improving clients' financial positions and providing leadership seminars for corporate and academic groups. From July 1999 to December 2002, she was executive vice president and chief financial officer of BIC Group. She is currently a director of Viacom Inc. and LKQ Corporation and previously served as a director of The Pepsi Bottling Group, Inc. and The Travelers Companies, Inc. in the past five years.

Table of Contents

Sir Mark Moody-Stuart
73 years old
Director Nominee
Lead Director
Member, Compensation Committee

Mark Moody-Stuart has been a director since October 2001 and our lead director since November 2002. Sir Mark was previously managing director of Shell Transport and a managing director of the Royal Dutch/Shell Group. Sir Mark is a director of Saudi Aramco and has been chairman of Hermes Equity Ownership Services since 2009. Sir Mark previously served as non-executive chairman of Anglo American plc and is the former chairman of The "Shell" Transport and Trading Company, p.l.c. and former chairman of the Committee of Managing Directors of the Royal Dutch/Shell Group. Sir Mark also previously served as a director of HSBC Holdings plc in the past five years. Sir Mark will step down as lead director of the Board of Directors, effective January 31, 2014 and will remain on our Board as an independent director.

Pierre Nanterme
54 years old
Director Nominee

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 director since October 2010. Mr. Nanterme was the group chief executive of our Financial Services operating group from September 2007 to December 2010. Prior to assuming this role, Mr. Nanterme held various leadership roles throughout the Company, including serving as our chief leadership officer from May 2006 through September 2007, and our country managing director for France from November 2005 to September 2007. Mr. Nanterme has been with Accenture for 30 years.

Gilles C. Pélisson
56 years old
Director Nominee
Chair, Nominating & Governance Committee
Member, Audit Committee

Gilles C. Pélisson has been a director since April 2012. Mr. Pélisson joined hotel group Accor as chief executive officer in 2006 and was appointed chairman in 2009. He served as chief executive officer of Accor until December 2010 and as chairman 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.

Wulf von Schimmelmann
66 years old
Director Nominee
Member, Nominating & Governance Committee

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

Other Current Directors

Dina Dublon 60 years old Class II Director Member, Finance Committee	Dina Dublon has been a director since October 2001. Ms. Dublon was a member of the faculty of the Harvard Business School for the 2011/2012 academic year. From December 1998 until September 2004, she was chief financial officer of JPMorgan Chase & Co. and its predecessor companies. She retired from JPMorgan Chase & Co. in December 2004. Prior to being named chief financial officer, she held numerous positions at JPMorgan Chase & Co. and its predecessor companies, including corporate treasurer, managing director of the Financial Institutions Division and head of asset liability management. She is a director of Microsoft Corporation and PepsiCo, Inc. and a member of the supervisory board of Deutsche Bank AG. Ms. Dublon's current term as director expires at our annual general meeting of shareholders in 2015.

Table of Contents

Nobuyuki Idei
76 years old
Class II Director
Member, Nominating & Governance Committee

Nobuyuki Idei has been a director since February 2006. Mr. Idei is the chief executive officer of Quantum Leaps Corporation, a firm he founded in September 2006 that advises Japanese and Asian businesses. From June 2005 to June 2012, Mr. Idei was chairman of the advisory board of Sony Corporation. Prior to that, he held several leadership positions with Sony Corporation: from April 2003 until June 2005, Mr. Idei was chairman and Group CEO; from June 2000 to March 2003, he was chairman and chief executive officer; and from June 1999 to June 2000, he was president and chief executive officer. Mr. Idei is a director of Baidu.com, a Chinese Internet company; FreeBit Co., Ltd, a Japanese Internet company; and Lenovo Group. Mr. Idei's current term as director expires at our annual general meeting of shareholders in 2015.

Robert I. Lipp
75 years old
Director
Member, Audit Committee
Member, Finance Committee

Robert I. Lipp has been a director since October 2001. In September 2009, he joined Stone Point Capital LLC, a private equity firm that invests in the global financial services industry, as a senior advisor and executive chairman of StoneRiver Holdings. From October 2008 through August 2009, Mr. Lipp was with Brysam Global Partners, LLC, a private equity firm that invests in financial services, as a senior partner. He was formerly a senior advisor at, and was a director of, JPMorgan Chase & Co. from September 2005 to September 2008. From April 2004 to September 2005, he was executive chairman of The Travelers Companies, Inc. From December 2001 to April 2004, Mr. Lipp was chairman and chief executive officer of its predecessor company, Travelers Property Casualty Corp. Mr. Lipp also served as chairman of the board of Travelers Insurance Group Holdings Inc. from 1996 to 2000 and from January 2001 to October 2001. During 2000, he was a vice-chairman and member of the office of the chairman of Citigroup Inc. Mr. Lipp previously served as a director of The Travelers Companies, Inc. in the past five years. Consistent with the Company's retirement policy under its Corporate Governance Guidelines, Mr. Lipp's term will end at the Annual Meeting, and he will not be subject to re-appointment.

Marjorie Magner
64 years old
Class II Director
Chair, Compensation Committee
Member, Finance Committee

Marjorie Magner has been a director since February 2006. Ms. Magner is currently a partner with Brysam Global Partners, LLC, a private equity firm she co-founded that invests in financial services. She was the chairman and chief executive officer, Global Consumer Group, of Citigroup Inc. from 2003 to October 2005. Ms. Magner previously held various other positions within Citigroup Inc., including chief operating officer, Global Consumer Group, from April 2002 to August 2003, and chief administrative officer and senior executive vice president from January 2000 to April 2002. She is chairman of the board of Gannett Co., Inc. and a director of Ally Financial Inc. Ms. Magner has been appointed to succeed Mark Moody-Stuart as lead director of the Board of Directors, effective January 31, 2014. Ms. Magner's current term as director expires at our annual general meeting of shareholders in 2015.

William D. Green, who had been a director since June 2001 and chairman of our Board since August 2006, retired from Accenture on February 1, 2013.

Table of Contents

Communicating with the Board

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

Leadership Structure

As noted in Accenture's Corporate Governance Guidelines, the Board maintains the freedom to choose whether the roles of chairman and chief executive officer should be combined or separated, based on what it believes is best for the Company and its shareholders at a given point in time. Our former executive chairman, William D. Green, who served as our chief executive officer from September 2004 to January 1, 2011 and who served as our chairman from August 31, 2006 to February 1, 2013, retired from Accenture on February 1, 2013. In connection with Mr. Green's retirement, the Board considered the Company's leadership structure and 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, would serve the best interests of Accenture and its shareholders. Accordingly, the Board appointed Mr. Nanterme to act as chairman effective February 1, 2013. The Board believes that in light of Mr. Nanterme's knowledge of Accenture and its industry, which has been built up over 30 years of experience with the Company, he is well positioned to serve as both chairman and chief executive officer of the Company.

Our Corporate Governance Guidelines provide that if the same person holds the chief executive officer and chairman roles or if the chairman is not independent, the Board will designate one of the independent directors to serve as the lead director. The lead director helps ensure that there is an appropriate balance between management and the independent directors and that the independent directors are fully informed and able to discuss and debate the issues that they deem important. Mark Moody-Stuart currently serves as our lead director and will step down as lead director, effective January 31, 2014. He will remain on our Board as an independent director. The independent directors have appointed Marjorie Magner, one of our current independent directors, to become our lead director, effective January 31, 2014. The responsibilities of the lead director, which are described in the Company's Corporate Governance Guidelines, include, among other things:

- providing input on issues for Board consideration, helping set the Board agenda and ensuring that adequate information is provided to the Board;
- presiding at all meetings of the Board at which the chairman is not present and at all executive sessions of the independent directors;
- acting as a liaison between the independent directors and the chairman; and
- if requested by major shareholders, being available for consultation and direct communication.

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

The Board believes that one of the key elements of effective, independent oversight is that the independent directors meet in executive session on a regular basis without the presence of management. Accordingly, in fiscal 2013, the independent directors met in executive session with the lead director presiding at each regularly scheduled in-person Board meeting. All of Accenture's non-management Board members are independent, and each of the Audit, Compensation, Finance and Nominating & Governance Committees is composed solely of independent directors.

Risk Oversight

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

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

Table of Contents

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

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

- Audit Committee: The Audit Committee reviews our guidelines and policies with respect to risk assessment and management and our major financial risk exposures along with the monitoring and control of these exposures. The committee's review includes at least an annual review with the chief operating officer of our ERM program and a quarterly review of the risks believed to be most important. The Audit Committee also at least annually discusses with the chairs of the Finance and Compensation Committees the risk assessment process for the risks overseen by those committees.
- Compensation Committee: The Compensation Committee reviews and discusses with management the Company's compensation policies and practices and management's assessment of whether any risks arising from such policies and practices are reasonably likely to have a material adverse effect on the Company.
- Finance Committee: The Finance Committee reviews and discusses with management various financial-related risks facing the Company, including foreign exchange, counterparty and liquidity-related risks, major acquisitions, and the Company's insurance and pension exposures.
- Nominating & Governance Committee: The Nominating & Governance Committee evaluates the overall effectiveness of the Board, including its focus on the most critical issues and risks.

Board Meetings and Committees

The Board expects that its members will rigorously prepare for, attend and participate in all Board and applicable committee meetings and each annual general meeting of shareholders. Directors are also expected to become familiar with Accenture's organization, management team and operations in connection with discharging their oversight responsibilities. During fiscal 2013, the Board held five meetings, four of which were held in person. Each of our directors who served on the Board in fiscal 2013 attended (in person or by teleconference) at least 75% of the aggregate of Board meetings and meetings of any Board committee on which he or she served during fiscal 2013 (and, for Mr. Ardila, with respect to the period of time for which he served as a director in fiscal 2013). All of our Board members who served on the Board at the time of our 2013 annual general meeting of shareholders attended that meeting.

Our outside directors meet separately in executive session at each regularly scheduled in-person Board meeting. These directors held four meetings during fiscal 2013, each led by Mark Moody-Stuart, the lead director.

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

Director Independence

The Board has adopted categorical standards designed to assist the Board in assessing director independence (the "Independence Standards"). The Independence Standards are included in our Corporate Governance Guidelines, which can be found in the Corporate Governance section of our website, accessible through our Investor Relations page at http://investor.accenture.com. The Corporate Governance Guidelines and the Independence Standards have been designed to comply with the standards required by the New York Stock Exchange (the “NYSE”). Our Corporate Governance Guidelines state that the Board shall perform an annual review of the independence of all directors and nominees and 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 (including those identified through our annual directors' questionnaires) that exist between us and our subsidiaries and the entities with which certain of our directors or members of their immediate families are, or have been, affiliated. Furthermore, the Nominating & Governance Committee discusses any other relevant facts and circumstances regarding the nature of these relationships to determine whether other factors, regardless of the Independence Standards, might compromise a director's independence.

Based on its analysis, the Nominating & Governance Committee has determined that, other than Pierre Nanterme, all of our directors have satisfied the Independence Standards as well as the independence requirements of the NYSE. The Board concurred in these independence determinations. In reaching its determinations, the Nominating & Governance Committee and the Board considered the following:

- Mses. Dublon and Magner and Messrs. Giancarlo, Idei, Kimsey, Moody-Stuart, Pélisson and von Schimmelmann all served as a director of, and Ms. McGarvie and Messrs. Ardila and Idei also were employed by, an organization that does business with Accenture. In no instances did the amount received by Accenture or such organization exceed the greater of $1 million or 1% of either Accenture's or such organization's consolidated gross revenues.
- Ms. McGarvie is employed as a professor at a university, and Ms. Dublon and Messrs. Ardila and Lipp are directors of one or more non-profit organizations, to which Accenture made charitable contributions of less than $120,000 during fiscal 2013.
- Accenture made a $195,000 charitable contribution in fiscal 2013 to Zamyn at the request of an Accenture Leader in our Management Consulting practice who serves on the council of the organization. Zamyn is an independent organization aiming to foster cross-cultural understanding and to inform sustainable economic policies, responsible corporate practice and more representative global governance. The contribution was for sponsorship of a lecture series conducted by Zamyn in connection with sustainability and the future of the G8. Sir Mark Moody-Stuart is a director of, and his wife sits on the council of, Zamyn and had no involvement in soliciting the contribution.

Audit Committee

The Audit Committee consists of four independent directors: William L. Kimsey (who serves as chair); Robert I. Lipp; Blythe J. McGarvie; and Gilles C. Pélisson. 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. The Board has determined that each member of the Audit Committee meets the financial literacy and independence requirements of the SEC and NYSE for audit committee members and that Mr. Kimsey and Ms. McGarvie each qualifies as an "audit committee financial expert" for purposes of the rules and regulations of the SEC. No member of the Audit Committee may serve on the audit committee of more than three 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. No member of the Audit Committee currently serves on the audit committees of more than three public companies, including Accenture.

The Audit Committee held ten meetings in fiscal 2013, four of which were held in person. The Audit Committee's primary duties and responsibilities are to:

- review and discuss with management and the independent auditors our annual audited financial statements and quarterly financial statements, "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-K and Form 10-Q filings, as well as the Company's earnings press releases, earnings guidance and information related thereto, and discuss with the independent auditors the matters required to be discussed by the applicable auditing standards adopted by the Public Company Accounting Oversight Board;
- retain or change, subject to the requirements of Irish company law, independent auditors and approve, in advance, all audit engagement fees and terms for the Company and its subsidiaries; oversee the work of any registered public accounting firm employed by the Company, including the resolution of any disagreement between management and the independent auditor regarding financial reporting, for the purpose of preparing or issuing an audit report or related work; approve, in advance, any audit and any permissible non-audit engagement or relationship with our independent auditors; review at least annually the qualifications, performance and independence of our independent auditors and present its conclusions with respect to the independent auditor to the Board; review with our independent auditors any

audit problems or difficulties and management's response; and set clear hiring policies to be implemented by the Company for employees or former employees of our independent auditors to ensure independence;

- review the integrity of our internal and external reporting processes and controls; review the effect of regulatory and accounting initiatives, as well as off-balance sheet structures (if any), on our financial statements; establish regular systems of reporting to the committee by each of management, the independent auditors and the internal auditors regarding any significant judgments made in the preparation of the financial statements or any significant difficulties encountered during the course of a review or audit; review any significant disagreement between management and the independent or internal auditors with respect to the preparation of the financial statements and management's

12

Table of Contents

response to such matters; review and discuss with the independent auditors the responsibilities, budget and staffing of the Company's internal audit function; review and discuss with the Company's internal auditors (1) the internal audit function, including its authority, responsibilities, independence and reporting obligations, (2) the proposed audit plan for the coming year, (3) the coordination of the proposed audit plan with the Company's independent auditors and (4) the results of the internal audit program, and perform a specific review of any significant issues; and, at least annually, hold separate meetings with members of management, the independent auditors, the general counsel and the director of the internal audit department on any matters that the committee or these groups believe should be discussed privately;

- review with our counsel any legal matter that could have a significant impact on our financial statements or operations; discuss with management and our independent auditors our risk-assessment and risk-management guidelines and policies as well as our major financial risk exposures and the steps taken to monitor and control such exposures; oversee our compliance program and adherence to our Code of Business Ethics, which includes reviewing and investigating matters pertaining to management's integrity or conflicts of interest; establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and ensure that the Company maintains an internal audit function; and
- prepare a report to be included in our proxy statement; and provide other regular reports to the Board and maintain minutes or records of its meetings and activities.

Compensation Committee

Scope, Authority and Membership

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

The Compensation Committee held seven meetings in fiscal 2013, five of which were held in person. The Compensation Committee's primary duties and responsibilities are to:

- determine the annual compensation of our executive chairman (if any) and our chief executive officer, in each case taking into consideration feedback provided by the Nominating & Governance Committee and the lead director (who is a member of the Compensation Committee) based on their review of their individual performance and additional input on their respective performance provided by our chief human resources officer after consultation with members of our global management committee; determine the annual compensation of our other executive officers, taking into consideration the chief executive officer's input; approve the material terms of any employment agreements, severance arrangements, change-in-control arrangements or similar agreements or arrangements and any material amendments thereto with our executive officers; review and make recommendations to the Board on a biennial basis, or as circumstances warrant, with regard to the appropriateness of the compensation paid to our non-employee directors; review and discuss with management, on at least an annual basis, management's assessment of whether the risks arising from our compensation policies and practices for employees are reasonably likely to have a material, adverse effect on the Company; review and approve the peer companies to be used by us and the Compensation Committee's compensation consultant for the purposes of compensation benchmarking and survey data; discuss the results of the shareholder advisory vote on "say-on-pay" with regard to the named executive officers; and meet regularly without the presence of management;
- establish and maintain our equity compensation policies and practices; review and make recommendations to the Board with respect to our incentive-compensation, equity-based and pension plans; oversee the administration of our equity-based compensation plans; review and approve all equity compensation plans that are not otherwise subject to shareholder approval; monitor the total equity usage for equity-based plans; review and make recommendations to the

Board with respect to our pension and other retirement plans; and review and approve our accruals under our annual bonus program;

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

Table of Contents

Roles in Determining Executive Compensation

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

- Compensation Committee. Our Compensation Committee makes the final determination regarding the annual compensation of our executive officers, taking into consideration an evaluation of each such officer's respective performance and the recommendation of the chairman and chief executive officer regarding the compensation of our executive officers other than himself.
- Nominating & Governance Committee. Together with the Compensation Committee (which includes the lead director), the Nominating & Governance Committee reviews the performance of our chairman and chief executive officer and provides a performance rating for the chairman and chief executive officer.
- Chairman and Chief Executive Officer. The chairman and chief executive officer provides the Compensation Committee with an evaluation of the performance of the executive officers other than himself, which includes an assessment of each individual's performance against his or her annual objectives and a recommendation regarding his or her compensation.
- Chief Human Resources Officer. Our chief human resources officer solicits input from members of our global management committee and other senior leaders in the Company regarding the performance of our chairman and chief executive officer to aid in the review of his performance.
- Compensation Consultants. The Compensation Committee has engaged Pay Governance LLC ("Pay Governance") to serve as the Compensation Committee's compensation consultant. Pay Governance and its affiliates do not provide any services to the Company or any of the Company's affiliates other than advising the Compensation Committee on director and executive officer compensation. As requested by the committee, Pay Governance advises the Compensation Committee on general marketplace trends in executive compensation, makes proposals for executive compensation programs, recommends peer companies for inclusion in competitive market analyses of compensation and responds to other requests from the Compensation Committee for advice or resources regarding the compensation of our chairman and chief executive officer and our other executive officers. Pay Governance also provides input for the Compensation Committee to consider regarding the final compensation packages of our chairman and chief executive officer, as discussed under "Compensation Discussion and Analysis—Process for Determining Executive Compensation."

Management separately receives benchmarking information with respect to executive officer compensation from its compensation consultant, Towers Watson Delaware Inc. ("Towers Watson"). This information is based on a benchmarking approach developed by Towers Watson and Pay Governance and is used by the chairman and chief executive officer in making his recommendations to the Compensation Committee with respect to the compensation of the executive officers other than himself. While Towers Watson also acts as management's compensation consultant for non-executive officer compensation in various capacities with respect to our global workforce of over 275,000 employees and assists management in formulating its compensation recommendations for our executive officers, the Compensation Committee has separately engaged Pay Governance as its independent compensation consultant to avoid any conflicts of interest.

Nominating & Governance Committee

The Nominating & Governance Committee consists of five independent directors: Gilles C. Pélisson (who serves as chair); Charles H. Giancarlo; Nobuyuki Idei; Blythe J. McGarvie and Wulf von Schimmelmann. Ms. McGarvie joined the committee as of February 6, 2013. The Nominating & Governance Committee held five meetings in fiscal 2013, four of which were held in person. The Nominating & Governance Committee's primary duties and responsibilities are to:

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

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

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

Table of Contents

corporate governance, and reviewing, approving, disapproving or ratifying, as appropriate, related person transactions;

- oversee the development and implementation of an orientation program for new Board members; oversee the evaluation of management; together with the Compensation Committee and the lead director, conduct an annual review of our chief executive officer and our executive chairman; and ensure that an effective chief executive officer succession plan is in place; and
- provide regular reports to the Board and maintain minutes or records of its meetings and activities.

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

- the time, energy and judgment to effectively carry out his or her responsibilities as a member of the Board;
- a professional background that would enable the candidate to develop a deep understanding of our business;
- the ability to exercise judgment and courage in fulfilling his or her oversight responsibilities; and
- the ability to embrace Accenture's values and culture, and the possession of the highest levels of integrity.

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

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

To identify and recruit qualified candidates for the Board, the Board has previously utilized the services of professional search firms. In some cases, nominees have been individuals known to Board members through business or other relationships. In the case of Jaime Ardila, a third party professional search firm identified him as a potential director nominee. Prior to his nomination, Mr. Ardila met with each member of the Board. After review and discussion with each of the directors, the committee recommended Mr. Ardila's appointment as a director to the full Board for final consideration and approval.

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. 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.

Director Qualifications

In considering each director and director nominee, 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 and nominee has served in senior roles with significant responsibility and has gained expertise in areas relevant to the Company and its business. In addition to the background and experience of each director and nominee outlined in the biographies on pages 7 to 9 of this proxy statement, the Board and the Nominating & Governance Committee considered, in particular, the following:

- Mr. Ardila brings to the Board significant managerial, operational and global experience as a result of the various senior positions he has held with the General Motors Company, including as executive vice president and president of

General Motors South America. The Board also benefits from his broad experience in manufacturing and knowledge of the Latin American market.

- Ms. Dublon brings to the Board significant experience and expertise in financial, strategic and banking activities gained during her tenure and as chief financial officer of JPMorgan Chase & Co. and its predecessor companies. Ms. Dublon also brings an important perspective gained from her service as a director of other public company

Table of Contents

boards and as a former member of the faculty of the Harvard Business School, as well as from her significant experience while working with non-profit organizations focusing on women's issues and initiatives.

- 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.
- Mr. Idei brings to the Board significant skills and experience from his tenure in a variety of senior positions with Sony Corporation, including as chairman and group chief executive officer as well as his service as a director of other public company boards. Mr. Idei also has expertise in developing technology-based ventures gained from his establishment of a firm that advises Japanese businesses. The Board also benefits from his broad experience in and knowledge of the Asian market and international business.
- Mr. Kimsey brings to the Board significant knowledge and expertise in finance and accounting matters as a result of his many years of practicing as a certified public accountant and his tenure as global chief executive officer of Ernst & Young Global Limited. Mr. Kimsey also brings an important perspective from his service as a director of other public company boards.
- Mr. Lipp brings to the Board significant managerial, operational and financial experience as a result of his tenure as chairman and chief executive of Travelers Property Casualty Corp. (the predecessor company to the Travelers Companies, Inc.) and the various senior executive positions he held at JPMorgan Chase & Co. and Citigroup Inc. as well as his service as a director of other public company boards. Mr. Lipp also provides the Board with a valuable perspective as a result of his services as trustee or director of several non-profit organizations.
- Ms. Magner brings to the Board significant business experience and operations expertise gained from the various senior management roles that she has held with Citigroup Inc. and as a partner with a private equity firm that she co-founded 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.
- Ms. McGarvie brings to the Board significant experience and expertise in management, finance and accounting gained from her experience as chief financial officer of BIC Group, her experience in senior financial positions at other major companies, her tenure as chief executive officer of a firm she founded that focused on finance and leadership, her service as a director of other public company boards and her experience as a member of the faculty of the Harvard Business School. Ms. McGarvie also has significant international experience and is the author of two books on leadership.
- Sir Mark brings to the Board many years of experience leading global organizations and experience as chair or managing director of companies including Anglo American plc and the Royal Dutch/Shell Group as well as through his service as a director of other public company boards. Sir Mark has experience and expertise in international business and governance and has worked in a number of countries during his career, largely outside of Europe. He has also gained significant experience with several philanthropic organizations.
- Mr. Nanterme brings to the Board a deep knowledge of Accenture and its operations from 30 years of experience with the Company, including as chairman and chief executive officer as well as group chief executive of Accenture's Financial Services operating group and as our chief leadership officer. He brings to the Board experience in human capital strategy and an understanding of the global marketplace and competitive landscape.
- Mr. Pélisson brings to the Board significant managerial, operational and global experience from his tenure as chairman and CEO of Accor, as chairman and CEO of Bouygues Telecom, as chairman and chief executive officer of Disneyland Paris and from other senior executive positions he has held at several other companies as well as his service as a director of other public company boards. The Board also benefits from his broad experience in the European and Asian markets.
- Mr. von Schimmelmann brings to the Board leadership experience as a result of his position as chief executive officer of Deutsche Postbank AG as well as through his service as a director of other public company boards. The Board also benefits from his expertise in management as well as his experience in the European market and significant

experience in international business.

Process for Shareholders to Recommend Director Nominees

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

Finance Committee

The Finance Committee consists of five independent directors: Charles H. Giancarlo (who serves as chair), Jaime Ardila, Dina Dublon, Robert I. Lipp and Marjorie Magner. Jaime Ardila joined the committee as of August 20, 2013 upon his appointment as a director. The Finance Committee held nine meetings in fiscal 2013, five of which were held in person. The Finance Committee's primary duties and responsibilities are to:

- review and make recommendations regarding our capital structure and corporate finance strategy and activities, including any issuance of equity and debt securities, financing plans, debt ratings, share repurchase philosophy and strategy, share redemption and purchase activities, and dividend policy;
- review and make recommendations regarding our treasury function, investment strategies, banking and cash management arrangements and financial risk management;
- review and make recommendations regarding funding and oversight of and investment planning for our various defined benefit and contribution plans;
- review and make recommendations to the Board with respect to major investments, acquisitions, divestitures, joint ventures or similar transactions;
- review and make recommendations to the Board with respect to our insurance programs and structures and other activities to manage financial risks in our business;
- have the chair of the committee review annually with the Audit Committee the risk assessment process undertaken by the committee with respect to the risks overseen by the committee; and
- provide regular reports to the Board and maintain minutes or records of its meetings and activities.

Certain Relationships and Related Person Transactions

Review and Approval of Related Person Transactions

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 related person transaction to the General Counsel, Secretary & 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.

In reviewing related person transactions, the Nominating & Governance Committee will consider the relevant facts and circumstances, including, among other things:

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

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

Generally, the Related Person Transactions Policy applies to any current or proposed transaction in which:

- the Company was or is to be a participant;
- the amount involved exceeds $120,000; and
- any related person (i.e., a director, director nominee, executive officer, greater than five percent 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 through aggregation of holdings of their affiliates of 5% or more of a class of voting securities of the Company and, as a result, are considered a "related person" under the Related Person Transactions Policy. We may conduct business with these organizations in the ordinary course. During fiscal 2013, 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.

- We provided consulting services to MFS Investment Management (also known as Massachusetts Financial Services Company), which, together with its affiliates, beneficially owned approximately 8.1% of our outstanding Class A ordinary shares based on a standard Form TR-1 filed with the UK Financial Services Authority and provided to Accenture on November 1, 2013. During fiscal 2013, Accenture recorded revenues of approximately $3.1 million for these services.
- BlackRock, Inc., together with its affiliates, beneficially owned approximately 5.1% of our outstanding Class A ordinary shares based on a standard Form TR-1 filed with the UK Financial Services Authority and provided to Accenture on September 11, 2013 and received investment management fees totaling approximately $215,000 in fiscal 2013 with respect to mutual funds offered under the Company's global retirement programs.
- We provided consulting and outsourcing services to the Capital Group Companies, Inc. ("Capital"), which, together with its affiliates, beneficially owned approximately 5.1% of our outstanding Class A ordinary shares based on a Notification of Holdings under Irish law provided to Accenture on November 4, 2013. During fiscal 2013, Accenture recorded revenues of approximately $24.7 million for these services. In addition, Capital and its affiliates received investment management fees totaling approximately $1.2 million in fiscal 2013 with respect to mutual funds offered under the Company's global retirement programs.

In addition, we seek to hire the most qualified candidates and consequently do not preclude the employment of family members of current directors and executive officers. Mr. von Schimmelmann's son, Berthold von Schimmelmann, is a senior manager in our technology business and is based in Australia. He earned approximately $180,000 in base and bonus compensation during fiscal 2013, which was commensurate with his peers' compensation and established in accordance with the Company's compensation practices applicable to employees with equivalent qualifications, experience and responsibilities. He did not serve as an executive officer of the Company during this period and did not have a key company-level strategic role within the Company in that he did not drive the strategy or direction of the Company, nor was he personally accountable for the Company's financial results.

Table of Contents

REPORTS OF THE COMMITTEES OF THE BOARD

Audit Committee Report

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

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

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

- Reviewed and discussed the Company's annual audited financial statements and quarterly financial statements with management and with Accenture's independent registered public accounting firm. The committee also reviewed related matters and disclosure items, including the Company's earnings press releases, and performed its regular review of critical accounting policies and the processes by which the Company's chief executive officer and chief financial officer certify the information contained in its quarterly and annual filings.
- Discussed with KPMG LLP (together with its affiliates, "KPMG") the matters required to be discussed by Public Company Accounting Oversight Board Auditing Standard No. 16 "Communications with Audit Committees." The committee also received the written disclosures and letter from KPMG required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the committee concerning independence and discussed with KPMG their independence and related matters.

In addition, in reliance upon its reviews and discussions as outlined above, the Audit Committee recommended, and the Board of Directors approved, the inclusion of the Company's audited financial statements in its Annual Report on Form 10-K for the fiscal year ended August 31, 2013 for filing with the SEC and presentation to the Company's shareholders. The Audit Committee also recommended during fiscal 2014 that KPMG be re-appointed as the Company's independent registered public accounting firm to serve until the Company's annual general meeting of shareholders in 2015 and that the Board submit this appointment to the Company's shareholders for ratification at the Annual Meeting. This report is provided by the following independent directors, who compose the Audit Committee:

THE AUDIT COMMITTEE

William L. Kimsey, Chair
Robert I. Lipp
Blythe J. McGarvie
Gilles C. Pélisson

Table of Contents

Compensation Committee Report

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

THE COMPENSATION COMMITTEE

Marjorie Magner, Chair
William L. Kimsey
Mark Moody-Stuart

Table of Contents

PROPOSAL NO. 3—NON-BINDING RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND BINDING AUTHORIZATION OF THE BOARD TO DETERMINE ITS REMUNERATION

Shareholders are being asked to vote to ratify, in a non-binding vote, the appointment of our independent registered public accounting firm, KPMG, and also to vote to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine KPMG’s remuneration. Upon the Audit Committee’s recommendation, the Board has recommended the re-appointment of KPMG as our independent registered public accounting firm to audit our consolidated financial statements and our internal control over financial reporting for the fiscal year ending August 31, 2014. The Board is asking our shareholders to ratify, in a non-binding vote, the appointment of KPMG as our independent registered public accounting firm to hold office until our annual general meeting of shareholders in 2015 and to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine KPMG’s remuneration. Although ratification is not required by our memorandum and articles of association or otherwise, the Board is submitting the selection of KPMG to our shareholders for ratification because we value our shareholders’ views on the Company’s independent registered public accounting firm. If our shareholders fail to ratify the selection, it will be considered as notice to the Board and the Audit Committee to consider the selection of a different firm. Even if the selection is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

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

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

“To ratify, in a non-binding vote, the appointment of KPMG as the independent registered public accounting firm for the Company until the next annual general meeting of the Company in 2015 and to authorize, in a binding vote, the Board, acting through the Audit Committee, to determine its remuneration.”

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE NON-BINDING RATIFICATION OF THE APPOINTMENT OF KPMG AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND THE BINDING AUTHORIZATION OF THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG’S REMUNERATION.

Table of Contents

INDEPENDENT AUDITOR'S FEES

Independent Auditor's Fees

The following table describes fees for professional audit services rendered by KPMG, Accenture's principal accountant, for the audits of our annual financial statements for the years ended August 31, 2013 and August 31, 2012 and our internal control over financial reporting as of August 31, 2013 and August 31, 2012, and fees billed for other services rendered by KPMG during these periods.

	2013	2012
	(in thousands)	
Audit Fees(1)	$14,499	$13,588
Audit-Related Fees(2)	2,324	739
Tax Fees(3)	1,427	238
All Other Fees(4)	660	282
Total	$18,910	$14,847

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

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

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

(4) All Other Fees include the aggregate fees recorded during the fiscal year indicated for products and services provided by KPMG, other than the services reported above. The Audit Committee concluded that the provision of these services and related fees do not affect the independence of KPMG.

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

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

Table of Contents

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

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

In considering their vote, we urge shareholders to review the information on Accenture's compensation policies and decisions regarding the named executive officers presented in the Compensation Discussion and Analysis on pages 30 to 43, as well as the discussion regarding the Compensation Committee on pages 13 to 14.

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

Accenture employs a pay-for-performance philosophy for our entire global management committee and all of our named executive officers. Our compensation philosophy and framework have resulted in compensation for our named executive officers that reflects the Company's financial results and the other performance factors described in "Compensation Discussion and Analysis—Fiscal 2013 Compensation Overview and Summary." Our annualized total shareholder return for the three-year period ended August 31, 2013 was 28%, the highest among our peers, and our annualized total shareholder return for the five-year period ended August 31, 2013 was 14%, also the highest among our peers.

As discussed below in "Compensation Discussion and Analysis," our compensation philosophy for our named executive officers includes the following elements:

- Long-term equity compensation has multi-year performance-based vesting. The most significant single element of our named executive officers' compensation opportunity over time is the Key Executive Performance Share Program, for which vesting depends exclusively on the Company's cumulative performance against our annual operating income plan and relative total shareholder return, in each case over a three-year period. In fiscal 2013, the target value of the awards made under this program represented 92% of our chairman and chief executive officer's total equity compensation and 53% of the total equity compensation of all of our other named executive officers, excluding Mr. Green, taken as a whole.
- Total cash compensation is tied to performance. The majority of cash compensation opportunity is based on Company and individual performance. The cash compensation of our named executive officers as a group has fluctuated from year to year, reflecting the Company's financial results.
- Compensation unrelated to performance is limited. Accenture's employment agreements do not provide for multi-year employment, guaranteed incentive awards or "golden parachutes" upon termination of employment for our named executive officers, aside from that required by law. We do not offer significant perquisites, nor do we provide tax gross-up payments on post-employment benefits.

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

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

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

Table of Contents

PROPOSAL NO. 5—GRANT BOARD AUTHORITY TO ISSUE SHARES

Under Irish law, directors of an Irish public limited company must have authority from its shareholders to issue any shares, including shares which are part of the company's authorized but unissued share capital. When our shareholders originally approved the adoption of our articles of association on September 1, 2009, the Board was granted this authorization for a period of five years. Because this five-year period will expire on September 1, 2014, we are presenting this proposal no. 5 to renew the Board's authority to issue our authorized shares on the terms set forth below.

We understand that it is customary practice in Ireland to seek shareholder authority to issue up to 33% of a company's issued ordinary share capital and for such authority to be limited to a period of 12 to 18 months. Therefore, in accordance with customary practice in Ireland, we are seeking approval to authorize the Board, upon expiration of our existing authority, to issue up to a maximum of 33% of our issued ordinary share capital as of December 6, 2013 (the latest practicable date before this proxy statement), for a period expiring 18 months from the passing of this resolution, unless renewed. Notwithstanding the foregoing, we expect to propose renewal of this authorization on a regular basis at our annual general meetings in subsequent years.

Granting the Board this authority is a routine matter for public companies incorporated in Ireland and is consistent with Irish market practice. This authority is fundamental to our business and enables us to issue shares, including in connection with our equity compensation plans and, if applicable, funding acquisitions and raising capital. We are not asking you to approve an increase in our authorized share capital or to approve a specific issuance of shares. Instead, approval of this proposal will only grant the Board the authority to issue shares that are already authorized under our articles upon the terms below. In addition, we note that, because we are a NYSE-listed company, our shareholders continue to benefit from the protections afforded to them under the rules and regulations of the NYSE and SEC, including those rules that limit our ability to issue shares in specified circumstances. Furthermore, we note that this authorization is required as a matter of Irish law and is not otherwise required for other U.S. companies listed on the NYSE with whom we compete. Accordingly, approval of this resolution would merely place us on par with other NYSE-listed companies.

As required under Irish law, the resolution in respect of proposal no. 5 is an ordinary resolution that requires the affirmative vote of a simple majority of the votes cast.

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

"That the directors be and are hereby generally and unconditionally authorized with effect from September 1, 2014 to exercise all powers of the Company to allot relevant securities (within the meaning of Section 20 of the Companies (Amendment) Act 1983) up to an aggregate nominal amount of $9,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999 (9,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999 shares) (being equivalent to approximately 33% of the aggregate nominal value of the issued ordinary share capital of the Company as of December 6, 2013 (the latest practicable date before this proxy statement)), and the authority conferred by this resolution shall expire 18 months from the passing of this resolution, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be alloted after this authority has expired, and in that case, the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" GRANTING BOARD AUTHORITY TO ISSUE SHARES UNDER PROPOSAL 5.

Table of Contents

PROPOSAL NO. 6—GRANT BOARD AUTHORITY TO OPT-OUT OF STATUTORY PRE-EMPTION RIGHTS

Under Irish law, unless otherwise authorized, when an Irish public limited company issues shares for cash to new shareholders, it is required first to offer those shares on the same or more favorable terms to existing shareholders of the company on a pro-rata basis (commonly referred to as the statutory pre-emption right). When our shareholders originally approved the adoption of our articles of association on September 1, 2009, the Board was granted the authority to opt-out of the statutory pre-emption rights provision of Irish law for a period of five years. Because this five-year period will expire on September 1, 2014, we are presenting this proposal no. 6 to renew the Board's authority to opt-out of the pre-emption right on the terms set forth below.

We understand that it is customary practice in Ireland to seek shareholder authority to opt-out of the statutory pre-emption rights provision in the event of (1) the issuance of shares for cash in connection with any rights issue and (2) the issuance of shares for cash, if the issuance is limited to up to 5% of a company's issued ordinary share capital. It is also customary practice for such authority to be limited to a period of 12 to 18 months. Therefore, in accordance with customary practice in Ireland, we are seeking this authority upon the expiration of our existing authority for a period expiring 18 months from the passing of this resolution, unless renewed. Notwithstanding the foregoing, we expect to propose renewal of this authorization on a regular basis at our annual general meetings in subsequent years. Granting the Board this authority is a routine matter for public companies incorporated in Ireland and is consistent with Irish market practice. Similar to the authorization sought for proposal no. 5, this authority is fundamental to our business and enables us to issue shares under our equity compensation plans and if applicable, will facilitate our ability to fund acquisitions and otherwise raise capital. We are not asking you to approve an increase in our authorized share capital. Instead, approval of this proposal will only grant the Board the authority to issue shares in the manner already permitted under our articles upon the terms below. Without this authorization, in each case where we issue shares for cash, we would first have to offer those shares on the same or more favorable terms to all of our existing shareholders. This requirement could undermine the operation of our compensation plans and cause delays in the completion of acquisitions and capital raising for our business. Furthermore, we note that this authorization is required as a matter of Irish law and is not otherwise required for other U.S. companies listed on the NYSE with whom we compete. Accordingly, approval of this resolution would merely place us on par with other NYSE-listed companies.

As required under Irish law, the resolution in respect of no. 6 is a special resolution that requires the affirmative vote of at least 75% of the votes cast.

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

"As a special resolution, that, subject to the passing of the resolution in respect of proposal no. 5 as set out above and with effect from September 1, 2014, the directors be and are hereby empowered pursuant to Section 24 of the Companies (Amendment) Act 1983 to allot equity securities (as defined in Section 23 of that Act) for cash, pursuant to the authority conferred by proposal no. 5 as if sub-section (1) of Section 23 did not apply to any such allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with a rights issue in favor of the holders of ordinary shares (including rights to subscribe for, or convert into, ordinary shares) where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of ordinary shares held by them (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise, or with legal or practical problems under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory, or otherwise); and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of $9,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999 (9,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999,999 shares) (being equivalent to approximately 5% of the aggregate nominal value of the issued ordinary share capital of the Company as of December 6, 2013 (the latest practicable date before this proxy statement))

and the authority conferred by this resolution shall expire 18 months from the passing of this resolution, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of this authority, which would or might require any such securities to be allotted after this authority has expired, and in that case, the directors may allot equity securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" GRANTING THE BOARD AUTHORITY TO OPT-OUT OF STATUTORY PRE-EMPTION RIGHTS UNDER PROPOSAL 6.

Table of Contents

PROPOSAL NO. 7—APPROVAL OF CAPITAL REDUCTION AND CREATION OF DISTRIBUTABLE RESERVES

From time to time, Irish companies seek shareholder approval to create additional “distributable reserves”. Under Irish law we need sufficient “distributable reserves” to repurchase or redeem our shares or to make other distributions to our shareholders in the form of dividends. In this proposal, shareholders are being asked to approve a reduction of our share capital by approximately $10.96 billion, consisting of the August 31, 2013 balance of the share premium account (which is analogous to additional paid in capital in the U.S.) to create additional “distributable reserves” in order to continue to repurchase or redeem shares and to make distributions to shareholders.

Between September 2009, when we first created “distributable reserves” in connection with our reorganization as an Irish public limited company, and August 31, 2013, our “distributable reserves” have been reduced from approximately $17 billion to approximately $12.7 billion. This reduction is attributable to the shares we have repurchased or redeemed under our share repurchase programs and the cash dividends we have paid to our shareholders. Over this period, we have distributed over $11 billion to shareholders in the form of share repurchases and dividends.

On September 26, 2013, we announced that our Board approved (a) an increase of $5 billion in additional repurchase authority under our existing repurchase programs, bringing Accenture’s total outstanding authority to approximately $6.3 billion as of November 30, 2013, and (b) a semi-annual cash dividend of $0.93 per share, an increase of 15% over our previous semi-annual dividend. Share repurchases and the payment of dividends reduce the “distributable reserves” that are available in the future to continue to repurchase or redeem shares and to make distributions to shareholders in the form of dividends. In order to maintain our ability to continue making distributions to shareholders we are seeking shareholder approval of this proposal.

Irish law also requires the Irish High Court’s confirmation of the proposed reduction of share capital and for the resulting reserve to be treated as a “distributable reserve”. If approved by shareholders and confirmed by the Irish High Court, this proposal will result in the reduction of the balance of our share premium account as of August 31, 2013, which was approximately $10.96 billion, and the creation of a reserve in an equal amount to be treated as a “distributable reserve”.

If shareholders approve this proposal, we will seek the Irish High Court’s confirmation as soon as practicable. Although we are not aware of any reason why the Irish High Court would not confirm the reduction of capital so as to enable us to create “distributable reserves,” there is no guarantee of such confirmation.

As required under Irish law, the resolution in respect of no. 7 is a special resolution that requires the affirmative vote of at least 75% of the votes cast.

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

“As a special resolution, that subject to and with the consent of the Irish High Court:

(a) the share capital of the Company be reduced by the cancellation of $10,955,000,000 standing to the credit of the Company’s share premium account and the reserve resulting from the cancellation of the share premium shall be treated as profits available for distribution as defined by Section 45 of Companies (Amendment) Act 1983; and

(b) the Board, acting through one or more of the Company’s executive officers, be and are hereby authorized, on behalf of the Company, to proceed to seek the confirmation of the Irish High Court to a reduction of share capital by $10,955,000,000.”

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE APPROVAL OF THE REDUCTION OF SHARE CAPITAL OF THE COMPANY AND THE CREATION OF DISTRIBUTABLE RESERVES.

Table of Contents

PROPOSAL NO. 8—AUTHORIZATION TO HOLD THE 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND

Under Irish law and in accordance with article 50 of Accenture plc's articles of association, the shareholders of Accenture plc must authorize holding any annual general meeting of shareholders at a location outside of Ireland. The Board desires to hold the 2015 annual general meeting of shareholders in the United States, as has been our historical practice, and is therefore asking our shareholders to authorize holding the 2015 annual general meeting of shareholders at a location outside of Ireland.

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

"That the annual general meeting of shareholders in 2015 may be held at such place outside Ireland as may be determined by the directors."

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" THE AUTHORIZATION TO HOLD THE 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND.

Table of Contents

PROPOSAL NO. 9—AUTHORIZATION OF ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES

We have historically used open-market share purchases as a means of returning cash to shareholders and managing the size of our base of outstanding shares. These are longstanding objectives that management believes are important to continue. During fiscal 2013, we repurchased approximately 26.5 million of our ordinary shares in open-market purchases as part of our share buyback activities.

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

Under Irish law, this authorization cannot exceed 18 months. Accordingly, if adopted, the authority will expire on the close of business on July 30, 2015 unless re-approved at the Company's annual general meeting of shareholders in 2015. We expect to continue to propose renewal of this authorization on a regular basis at our annual general meetings in subsequent years.

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

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

The authority being sought from our shareholders provides that the maximum number of shares authorized to be purchased will be no greater than 95,047,875 Class A ordinary shares, which represents 15% of the Company's issued Class A ordinary shares outstanding as of November 30, 2013.

The text of the resolution in respect of proposal no. 9 is as follows:

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

(a) The maximum number of shares authorized to be acquired by the Company and any subsidiaries of the Company pursuant to this resolution shall not exceed 95,047,875 Class A ordinary shares of $0.0000225 each.

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

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

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

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

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

Table of Contents

PROPOSAL NO. 10—DETERMINATION OF THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK

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

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

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

As required under Irish law, the resolution in respect of no. 10 is a special resolution that requires the affirmative vote of at least 75% of the votes cast.

The text of the resolution in respect of proposal no. 10 is as follows:

“As a special resolution, that the re-issue price range at which any treasury Class A ordinary shares for the time being held by Accenture plc may be issued shall be as follows:

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

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

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

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

Table of Contents

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Compensation Discussion and Analysis

Introduction

The following discussion describes and analyzes the Company's compensation program for its named executive officers. The Company's named executive officers for the fiscal year ended August 31, 2013 are the chief executive officer, the two individuals who served as chief financial officer during the fiscal year and the three most highly compensated executive officers (other than the chief executive officer and chief financial officers), who were serving as executive officers at the end of fiscal 2013. The Company's named executive officers also include our former executive chairman who retired from the Company effective February 1, 2013, and who is required under SEC rules to be included in our compensation disclosures. When we refer to compensation decisions or awards made for fiscal 2013, or compare compensation of our named executive officers against prior years, our former executive chairman is not included in the discussion or analysis unless otherwise indicated.

The named executive officers for fiscal 2013 are: Pierre Nanterme, chairman and chief executive officer (Mr. Nanterme was named to the additional position of chairman of the Board effective February 1, 2013); David Rowland, who became our chief financial officer on July 1, 2013 (Mr. Rowland previously served as our senior vice president – Finance); Martin I. Cole, group chief executive – Technology; Stephen J. Rohleder, group chief executive – Health & Public Service; Richard Lumb, group chief executive – Financial Services; William D. Green, executive chairman until his retirement; and Pamela J. Craig, chief financial officer until July 1, 2013 (Ms. Craig retired from the Company effective August 31, 2013).

Fiscal 2013 Compensation Overview and Summary

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

Company Fiscal 2013 Performance

During fiscal 2013, the Company delivered results that were generally in line with the initial business outlook we provided during the September 27, 2012 earnings announcement. Specifically, in fiscal 2013, the Company delivered the following results:

- New bookings of $33.3 billion, within the Company's business outlook of $31 billion to $34 billion. New bookings included a negative 2% foreign-exchange impact.
- Net revenues of $28.6 billion, an increase of 4% in local currency and 3% in U.S. dollars, below the Company's initial business outlook of an increase of 5% to 8% in local currency.
- Operating margin of 15.2%. Excluding the effects of a $274 million benefit from a reduction in reorganization liabilities, the Company's operating margin for fiscal 2013 was 14.2%, an expansion of 30 basis points from fiscal 2012, which exceeded the Company's initial business outlook of 14.0% to 14.1%.
- Earnings per share of $4.93. Excluding the effects of the $0.38 per share benefit from a reduction in reorganization liabilities and a $0.34 per share benefit from final determinations related to prior year U.S. federal tax liabilities, the Company's earnings per share for fiscal 2013 were $4.21, an expansion of 10% from fiscal 2012, which were below the Company's initial business outlook of $4.22 to $4.30.
- Free cash flow of $2.9 billion (calculated as operating cash flow of $3.3 billion less property and equipment additions of $370 million), within the Company's business outlook range of free cash flow of $2.8 billion to $3.1 billion.

We continued to return a significant portion of our free cash flow to shareholders. In fiscal 2013, we returned a total of $3.7 billion to shareholders, reflecting $2.54 billion in share repurchases and $1.12 billion in dividend payments made during the fiscal year. Our weighted average diluted shares decreased by approximately 2% compared to fiscal 2012. In addition, we increased our semi-annual dividend payment to shareholders that was paid in November 2013 to $0.93 per share (a 15% increase from the previous semi-annual dividend payment).

In fiscal 2013, we continued to implement a growth strategy focused on industry and technology differentiation, as well as geographic expansion. We integrate our capabilities across management consulting, technology and business process outsourcing to provide differentiated, industry- and function-based, end-to-end business services. We continue to invest at substantial levels in order to position our business for growth, with a particular focus on our strategic initiatives, including analytics, cloud computing, insight driven health, interactive/digital marketing, mobility and smart grid. In fiscal 2013, we made significant investments, including more than $800 million in acquisitions, with a particular focus in interactive/digital marketing as well as our industry business services, such as Accenture Credit Services. Our geographic expansion strategy focuses on emerging and mature markets with significant growth potential for us, including our priority emerging markets, which are the ASEAN (Association of Southeast Asian Nations) countries, Brazil, China, India, Mexico, the Middle East, Russia, South Africa, South Korea and Turkey.

We also continued to evolve our global delivery model, which allows us to draw on our people and other resources from around the world—including scalable, standardized processes, methods and tools; specialized management consulting, business process and technology skills; cost advantages; foreign-language fluency; proximity to clients; and time zone advantages—to deliver high-quality solutions. Emphasizing quality, productivity, reduced risk, speed to market and predictability, our global delivery model enables us to provide clients with competitive services and solutions.

Our Global Delivery Network continues to be a competitive differentiator for us. As of August 31, 2013, we had more than 182,000 people in our network globally, up from 162,000 at the end of fiscal 2012, and more than 50 delivery centers around the world.

In addition, during the fiscal year, we continued to execute our human capital strategy to ensure we deploy our employees on a timely basis to fulfill the needs of our clients and ensure the future growth of Accenture. In fiscal 2013, we hired approximately 60,000 new employees globally (which includes employees that joined Accenture through acquisitions), ending the fiscal year with a global headcount of approximately 275,000 people, while maintaining employee utilization within our targeted range.

Further, in fiscal 2013, we continued to strengthen our corporate citizenship efforts. Most notably, we exceeded our original commitment to equip 250,000 people around the world with skills to get a job or build a business more than a year ahead of our 2015 target and subsequently increased our goal to equipping 500,000 people with these skills by 2015.

Pay-for-Performance

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

The Compensation Committee established the performance-based compensation for fiscal 2013 and the equity awards to be made in January 2014, based in part on the analysis in a pay-for-performance report prepared for the Compensation Committee by its compensation consultant, Pay Governance. Taking into consideration fiscal 2013 performance and the other factors described below under "—Process for Determining Executive Compensation," the Compensation Committee decided to approve a lower overall level of funding for the global annual bonus and lower awards under the Accenture Leadership Performance Equity Award in the aggregate to our executive officers when compared to fiscal 2012, as further discussed below.

In terms of alignment between pay and performance, in the Compensation Committee's view, which was based on Pay Governance's report, the performance-based compensation paid for fiscal 2013 demonstrated a linkage between realizable total direct compensation for our named executive officers and total shareholder return over the past three years. Accordingly, the Compensation Committee concluded that our named executive officers' compensation is aligned with the Company's performance from a shareholder perspective, as relative performance was ranked higher than relative pay as compared to our peer group (see "—Role of Benchmarking—Comparison of Realizable Total Direct Compensation to Company Performance" below).

To tie pay to performance, our named executive officers are eligible for a cash bonus award that rewards our named executive officers and other eligible employees for a combination of Company and individual performance over the fiscal year. Beginning in fiscal 2013, we simplified our cash bonus awards by combining the annual bonus and individual performance bonus programs in which our named executive officers previously participated, into the global annual bonus program. This program offers our named executive officers the same bonus opportunities they previously had under the two former programs. In addition, the Company uses three long-term equity compensation programs: the Key Executive Performance Share Program; the Senior Officer Performance Equity Award Program; and, except in the case of the chairman and chief executive officer, the Accenture Leadership Performance Equity Award Program, each of which also rewards for a combination of Company and individual performance. The Senior Officer Performance Equity Award Program and the Accenture Leadership Performance Equity Award Program are intended to reward executives for performance in the preceding fiscal year, while the Key Equity Performance Share program is intended to reward achievement of future performance. The target grant date fair value of the long-term equity awards made to Mr. Nanterme and our other named executive officers taken as a whole, in fiscal 2013 constituted approximately 71% and 48%, respectively, of their fiscal 2013 compensation, excluding the incremental fair value associated with the modification to awards previously granted to Ms. Craig made in connection with her retirement as discussed under "—Process for Determining Executive Compensation—Retired Named Executive Officers" below. Our cash

Table of Contents

and long-term equity compensation programs are described under "—Cash Compensation" and "—Long-Term Equity Compensation" below.

The compensation of each of the named executive officers for fiscal 2013 is described below and in the "Summary Compensation Table." When reviewing Mr. Green's compensation in the "Summary Compensation Table" below, it is important to consider that during fiscal 2011, Mr. Green served as chairman and chief executive officer until January 1, 2011, before transitioning to the role of being solely our executive chairman, a position he held until his retirement on February 1, 2013. For information regarding the compensation of the other named executive officers for fiscal 2013, see "—Process for Determining Executive Compensation—Named Executive Officers Other than the Chairman and Chief Executive Officer" and "Summary Compensation Table" below.

Say-on-Pay and Say-on-Frequency Votes

In connection with the discharge of its responsibilities, the Compensation Committee considered the result of the 2013 annual advisory, non-binding "say-on-pay" proposal for which a substantial majority (97.2%) of our shareholders approved the compensation programs described in our proxy statement for the 2013 annual general meeting of shareholders. Given this strong support, which we believe demonstrates our shareholders' satisfaction with the alignment of our named executive officers' compensation with the Company's performance, the Compensation Committee determined not to implement any significant changes to our compensation programs in fiscal 2013 as a result of the shareholder advisory vote.

As the Dodd-Frank Wall Street Reform and Consumer Protection Act requires that votes on the frequency of shareholder votes on executive compensation be held at least once every six years, we currently expect the next shareholder vote on frequency to occur at the Company's 2017 annual general meeting. Until that time, we expect to hold an advisory, non-binding "say-on-pay" vote on an annual basis.

Objectives of the Compensation Program

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

- attract, retain and motivate the best executives who are responsible for the success of Accenture;
- align market relevant rewards with Accenture's principle of meritocracy by rewarding high performance;
- ensure that rewards are affordable to Accenture by aligning them to Accenture's annual operating plan;
- prevent the potential dilutive effect of our rewards; and
- offer a compelling reward structure that provides executives with an incentive to continue to expand their contributions to Accenture.

Process for Determining Executive Compensation

The Compensation Committee evaluates overall Company performance for a fiscal year by reviewing the results achieved against the performance objectives for the year in the context of the overall performance of the market (as discussed below under "—Performance Objectives Used in Evaluations") and then determining whether the Company exceeded, met or partially met the objectives as a whole for the year. Within each of these three categories of achievement ("exceeds," "meets" and "partially meets"), the Compensation Committee further determines whether the Company's performance was in the low, medium or high range of performance within that category.

In October 2013, the Compensation Committee, in consultation with Messrs. Nanterme and Rowland, determined the overall Company performance for fiscal 2013. In assessing overall Company performance, the Compensation Committee focused on those aspects of the Company's performance reflected in the results discussed under "—Fiscal 2013 Compensation Overview and Summary—Company Fiscal 2013 Performance" above. In making its determination, the Compensation Committee noted that although net revenues and earnings per share were below our initial business outlook, our overall results were very much aligned with the expectations reflected in our initial business outlook for fiscal 2013. The Compensation Committee determined that the Company's performance "met" the objectives for the year as a whole and was in the "high" range of the "meets" category (see chart below), highlighting in particular that over the course of fiscal 2013, the Company's operating margin (as adjusted to exclude a benefit from a reduction in reorganization liabilities) exceeded expectations, new bookings were at an all-time high and the Company generated solid free cash flow.

Table of Contents

The Compensation Committee's determination of the Company's performance rating is then used as one of the key factors in setting the amounts of compensation that the named executive officers receive for each of the performance elements of compensation described below. In setting compensation, the Compensation Committee took into account as a key factor the individual performance ratings for the chairman and chief executive officer it set together with the Nominating & Governance Committee and the lead director (who is a member of the Compensation Committee), as prescribed by the committees' charters, and the individual performance ratings for the other named executive officers. Summaries of the processes undertaken, and compensation decisions made by the Compensation Committee in October 2013 for (1) our chairman and chief executive officer, (2) the other named executive officers who are still employees of the Company as of the date of this proxy statement and (3) our retired named executive officers, is set out below.

Chairman and Chief Executive Officer

At a meeting in October 2013, the Nominating & Governance Committee, together with the Compensation Committee (which includes the lead director), set Mr. Nanterme's individual performance rating for fiscal 2013 at the same level as the overall Company performance rating set out above. In making this determination, the committees took into account the Company's overall fiscal 2013 performance, the results of Mr. Nanterme's leadership (including feedback solicited by our chief human resources officer) and the impact that he had on the Company's performance, as well as his performance against a set of approximately 20 performance "objectives," some of which were Company-based performance objectives. As described below in "—Performance Objectives Used in Evaluations," these financial, operational and qualitative objectives fell under three themes: driving growth by helping Accenture's clients become high performance businesses—"Value Creator"; educating, energizing and inspiring Accenture's people—"People Developer" and running Accenture as a high performance business—"Business Operator." In evaluating performance against the objectives, no formula or pre-determined weighting was used, and no one objective was individually material. Mr. Nanterme was not present during the committees' review of his performance.

At a subsequent meeting, the Compensation Committee reviewed with its compensation consultant, Pay Governance, the results of Pay Governance's market trends report, chief executive officer pay benchmarking report and the pay-for-performance report discussed below under "—Role of Benchmarking." As part of this review, Pay Governance provided input to the Compensation Committee regarding the final 2013 compensation for Mr. Nanterme. This input reflected the Company's performance results for fiscal 2013; sustained historical performance results achieved over multiple years; external market references (including absolute and relative performance against peers); internal compensation references; and the leadership role of Mr. Nanterme. Mr. Nanterme was not involved in setting his own compensation, and was not present during the Compensation Committee's review of his own compensation.

As a result of its fiscal 2013 assessments and the input of its compensation consultant, the Compensation Committee approved the following compensation for Mr. Nanterme:

- base compensation of €865,476, to be paid in Euros for the compensation year beginning on December 1, 2013, consistent with his base compensation for the 2013 compensation year;
- fiscal 2013 cash bonus of €2,310,000, to be paid in Euros, a decrease of 16% compared with fiscal 2012; and
- equity awards with a target grant date fair value of approximately $11,000,000 to be made in January 2014. These equity awards represent an increase of 13% compared with the target grant date fair value of the equity awards made to Mr. Nanterme in January 2013, reflecting the measured and phased approach that has been used by the Compensation Committee to bring Mr. Nanterme's compensation in line with market relevant pay. Of that amount, the Key Executive Performance Share Program with a target grant date fair value of $10,000,000 will vest, if at all, based on the three-year Company performance following the completion of fiscal 2016, and the remainder will vest on a time-based schedule under the Senior Officer Performance Equity Award Program, each as described below under "—Long-Term Equity Compensation."

Named Executive Officers Other than the Chairman and Chief Executive Officer

In determining the fiscal 2013 compensation of the named executive officers, other than the chairman and chief executive officer, Mr. Nanterme submitted a recommendation to the Compensation Committee for the overall compensation of each of these officers for the committee's review, discussion and approval. In making these recommendations, Mr. Nanterme considered the following four factors: (1) Company performance, including objective and subjective measures; (2) each

33

Table of Contents

officer’s individual contribution and demonstrated leadership; (3) internal comparisons across the global management committee; and (4) external market references. Individual contribution and leadership of each named executive officer were measured against the relevant portions of the performance “objectives” as described below in “—Performance Objectives Used in Evaluations.” Management and the Compensation Committee believe that this approach reflects that the leadership team is collectively responsible for a broad range of Company results and initiatives. In evaluating performance against the objectives, no formula or pre-determined weighting was used, and no one objective was individually material.

Mr. Nanterme discussed with the Compensation Committee the leadership role and performance of each of the named executive officers, other than himself. For the other named executive officers, to the extent applicable, Mr. Nanterme also discussed with the Compensation Committee the financial results of the businesses for which they were responsible. In developing his recommendations to the Compensation Committee for the compensation of such named executive officers, Mr. Nanterme used a report prepared by Towers Watson for management. The Towers Watson report included information on market-comparable compensation based on a benchmarking approach developed by Towers Watson and Pay Governance. Before making the final compensation decisions for the year, the Compensation Committee shared and reviewed with Pay Governance both the recommendations of Mr. Nanterme and the Towers Watson report prepared for management. Mr. Nanterme’s recommendations for equity awards to Mr. Rowland also took into consideration his appointment to the role of chief financial officer effective July 1, 2013.

Based upon Mr. Nanterme’s recommendations, the Compensation Committee’s assessment of each of the other named executive officers’ fiscal 2013 performance and their upcoming responsibilities, and the other considerations described in this Compensation Discussion and Analysis, the Compensation Committee approved the following compensation for the named executive officers other than the chairman and chief executive officer:

- base compensation for the compensation year beginning on December 1, 2013, consistent with their respective base compensation for the 2013 compensation year.
- equity awards to be made in January 2014, including awards based on their individual performance in fiscal 2013, with a total target grant date fair value, taken as a whole, consistent with the total target grant date fair value, taken as a whole, made to them in fiscal 2013 (excluding awards to Ms. Craig who will not receive equity awards in fiscal 2014). However, excluding Mr. Rowland’s awards (which, as described below, were increased in connection with his appointment to the role of chief financial officer), the overall funding of the Accenture Leadership Performance Equity Award Program decreased from that of the prior year.

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

For additional information on the process for determining the amounts of cash compensation and long-term equity compensation for our current named executive officers, see “—Cash Compensation” and “—Long-Term Equity Compensation below.

Retired Named Executive Officers

As previously announced, on October 18, 2012, in connection with Mr. Green’s retirement from the Company, at the recommendation of the Compensation Committee, the Board determined to waive the remaining service-based vesting conditions for that portion of Mr. Green’s then-outstanding equity awards that were not otherwise scheduled to vest on or prior to his retirement. These waivers apply to Mr. Green’s awards under the 2011 and 2012 Key Executive Performance Share Programs with respect to his shares of performance-vested restricted share units (“RSUs”) (which as of the date of this proxy statement, assuming target performance, would be 80,260 shares). The Compensation Committee left Mr. Green’s base compensation unchanged from the prior year.

Also as previously announced, on April 24, 2013, in connection with the retirement of Ms. Craig, at the recommendation of the Compensation Committee, the Board determined to waive the remaining service-based vesting conditions for that portion of certain of Ms. Craig’s then-outstanding equity awards that were not otherwise scheduled to vest on or prior to her retirement. As of the date of this proxy statement, these waivers apply to 28,586 time-vested RSUs, which were granted for Ms. Craig’s past performance, under the 2011, 2012 and 2013 Senior Officer

Performance Equity Award Programs, and to 29,492 (assuming target performance) performance-vested RSUs under the 2012 and 2013 Key Executive Performance Share Programs that were not otherwise scheduled to vest on or prior to her retirement.

An additional number of shares could be earned as dividend equivalents in accordance with Mr. Green’s and Ms. Craig’s equity award agreements. Although the Board waived the remaining service-based vesting conditions for the awards for Mr. Green and Ms. Craig under the Key Executive Performance Share Programs, the vesting for each award will occur only to the extent that Accenture’s performance objectives are met over the three-year performance period for each award, with the actual number of shares (which may be below, at or above target) determined based on Accenture’s cumulative performance over the

Table of Contents

relevant performance period. In the case of both Mr. Green and Ms. Craig, the incremental fair value associated with the modifications to these previously granted equity awards, as determined for financial statement purposes, is reflected in the "Summary Compensation Table" and "Grants of Plan-Based Awards for Fiscal 2013" table below as if new grants.

Also as previously disclosed, on April 24, 2013 and at the recommendation of the Compensation Committee, the Board determined that in lieu of awards of RSUs under the 2014 Senior Officer Performance Equity Award Program and the 2014 Accenture Leadership Performance Equity Award Program (each described below under "—Long-Term Equity Compensation"), which are intended to reward our named executive officers for their fiscal 2013 performance, Ms. Craig would instead receive an equivalent cash payment for her fiscal 2013 performance, in an amount to be established at the time the award of RSUs to the other named executive officers was determined. This has the effect of changing equity compensation that would have been reportable for Ms. Craig in fiscal 2014 had she been a named executive officer for that fiscal year to bonus compensation for fiscal 2013, as reflected in the "Summary Compensation Table" below.

Cash Compensation

Cash compensation for Accenture's named executive officers consists of two components: base compensation and the global annual bonus.

Base Compensation

Base compensation provides a fixed level of compensation to a named executive officer each year and reflects the named executive officer's leadership role, as opposed to individual performance. Base compensation may vary for named executive officers based on relative market compensation. Increases to base compensation, if any, generally take effect at the beginning of the compensation year, which begins on December 1 of each year.

Global Annual Bonus

Beginning in fiscal 2013, we simplified our cash bonus awards by combining the former annual bonus and individual performance bonus programs into the global annual bonus. This combined program offers our named executive officers the same bonus opportunities they previously had under the two former programs and is used to tie pay to both individual and Company performance. Funds are accrued during the fiscal year based on Company financial performance, compared to the earnings and profitability targets for the year. Final overall funding decisions are made at the end of the fiscal year based primarily upon the Company's performance against these targets and are subject to approval by the Compensation Committee. Once the program's Company-wide funding for the year is finalized, individual payout is determined based on each eligible employee's career level within the Company and individual performance rating. Payments under this program are made in December. The program is designed to give higher bonuses to top performers and to provide higher incentives as employees advance through our career levels. All members of Accenture Leadership (approximately 5,250 employees), in addition to our named executive officers, are generally eligible for the global annual bonus.

Each of the named executive officers was assigned an annual target award level that is a percentage of his or her base compensation. These percentages represent the sum of the percentages previously used in the former annual bonus and individual performance bonus programs. For Mr. Nanterme, this percentage ranged from zero to 350% (an increase over last year's aggregate maximum opportunity of 328%). Consistent with last year, for Ms. Craig, this percentage ranged from zero to 190% and for the other named executive officers, this percentage ranged from zero to 145%. A named executive officer may earn more or less than his or her target award based upon the Company's overall funding of the bonus pool under the plan and his or her individual annual performance rating, subject to a cap on the maximum payout. The Compensation Committee took the Company's overall performance results into consideration in approving an overall funding percentage for the global annual bonus that was moderately below the overall target level. This funding percentage applied to all eligible Accenture employees, including the named executive officers, based on their individual performance and career level.

Fiscal 2013 Cash Compensation Determinations

The Compensation Committee determined the total cash bonus compensation to be awarded to the named executive officers as part of its decision on the overall compensation for each of these officers as discussed under "—Process for

Determining Executive Compensation" above. For the value of cash compensation amounts paid to our named executive officers during fiscal 2013 (for base compensation) or with respect to their fiscal 2013 performance (for non-equity incentive plan compensation), see the "Summary Compensation Table" below.

The total cash compensation for Mr. Nanterme is discussed above under "—Process for Determining Executive Compensation—Chairman and Chief Executive Officer." With respect to total cash compensation for the other named executive officers, we do not believe that a year-over-year percentage comparison is meaningful for fiscal 2013 due to the significant changes in the number and composition of the other named executive officers between fiscal 2013 and fiscal 2012. The base compensation of our other named executive officers during fiscal 2013 was generally consistent with base compensation of those individuals during fiscal 2012. Total cash bonus awards made to the other named executive officers for fiscal 2013 were generally lower than total cash bonus awards made to those individuals for fiscal 2012 (excluding the cash awards made to Ms. Craig in lieu of equity awards as discussed above) for the reasons discussed under "—Fiscal 2013 Compensation Overview and Summary—Pay-for-Performance" above.

Long-Term Equity Compensation

Our long-term equity compensation aligns the interests of our named executive officers with those of our shareholders. The Company intends for long-term equity compensation to constitute a significant component of the compensation opportunity for the named executive officers. The Company offers all of its equity grants in the form of RSUs, which are subject to performance and/or time vesting requirements. In fiscal 2013, the Company's compensation included three separate programs for our named executive officers.

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

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

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

For additional information on the terms of each of these programs and the named executive officers who received awards under them during fiscal 2013, see "Grants of Plan-Based Awards for Fiscal 2013" and "—Narrative Supplement to Summary Compensation Table and to Grants of Plan-Based Awards Table" below. As required by SEC rules, the equity compensation amounts included in the "Summary Compensation Table" for fiscal 2013 and the "Grants of Plan-Based Awards for Fiscal 2013" table below reflect the grant date fair value of equity awards made during fiscal 2013. Equity awards with respect to fiscal 2013 performance and the fiscal 2014 Key Executive Performance Share Program grants have been approved and will be awarded in January 2014 in accordance with the Company's standard practice, but are not reflected in the "Summary Compensation Table" or the "Grants of Plan-Based Awards for Fiscal 2013" table below. See, however, the following information and the information under "—Process for Determining Executive Compensation" above.

Table of Contents

The equity awards granted or to be granted to Mr. Nanterme in fiscal 2012, 2013 and 2014 are summarized as follows:

	Target Grant Date Fair Value		
	Fiscal 2012	Fiscal 2013	Fiscal 2014
Key Executive Performance Share Program	$6,830,000	$9,000,000	$10,000,000
Senior Officer Performance Equity Award Program	$750,000	$	