

Accenture plc  
Form DEFA14A  
December 07, 2012

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

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

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

**Accenture plc**

(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

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*Beginning on December 10, 2012, Accenture plc will use the following presentation to provide additional information about the proposed amendment to the Accenture plc 2010 Share Incentive Plan that will be voted on at the 2013 Annual General Meeting of Shareholders.*

Accenture's Use of Equity  
in Employee Compensation

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Key Statistics

Fiscal Year 2012

54

120+

40+

153,000+

11% growth in local currency (9% U.S. dollars)

257,000 employees

Executive leadership team with an average of 26 years  
of Accenture experience

Approximately 4,900 Senior Executives

Geographies

Offices and operations in 54 countries around the globe

Serving clients in more than 120 countries

Revenue breakdown: 45% Americas; 41% EMEA; 14% Asia Pacific

A Strong Focus on Industry

Serving clients in more than 40 industries

More than 153,000 industry-aligned professionals

257,000

26 years

4,900

Our People

\$27.9B

Revenue

Accenture's Equity Compensation Programs Are Based on  
Responsible Guiding Principles

Principle

Strategy

1.

Performance-Based

Awards are tied to company and individual performance

Three Year Future Performance: Awarded to our most senior leadership and vests based on meeting future targets for operating income and relative total shareholder return

2.

Attract & Retain Talent

Approximately 4,900 Senior Executives with an average of 15 years of Accenture experience

Senior Executive compensation weighted toward equity that vests over a number of years

Our

success

is

closely

tied

to

our  
ability  
to  
attract  
and  
retain  
the  
best  
talent  
to

serve our G2000 clients; need to stay market-relevant in order to do so  
Acts as a barrier to acquiring whole practice areas or key people from  
Accenture

3.

Align Compensation with  
Shareholder Interests

100% of Senior Executives granted equity have ownership requirements  
Senior Executives as shareholders are motivated to drive the business to  
maximize returns over the long term

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Accenture's Total Shareholder Returns  
Have Outperformed the Market  
Annualized Total Shareholder Return shown as of  
August 31, 2012  
Sustained profitable growth since the IPO:  
7% Revenue Growth in local currency, 9% in U.S. Dollars  
11% Operating Income Growth  
21% EPS Growth  
Source:  
Bloomberg.  
Market  
cap  
weighted  
Compensation  
Peer  
Group,  
S&P500  
Total  
Return

Index

Comparison of Total Shareholder Return

FY07	FY08	FY09	FY10	FY11	FY12
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\$164

\$133

\$107

\$0

\$50

\$100

\$150

\$200

Accenture

Compensation Peer Group

S&P 500 Total Return Index

10%

6%

1%

0%

2%

4%

6%

8%

10%

12%

Accenture

Compensation

Peer Group

S&P 500

Total Return Index

Past 5 Years

26%

14%

12%

0%

10%

20%

30%

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S&P 500

Total Return Index

Compensation

Peer Group

Past 3 Years

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Disciplined Approach to Share Management  
and Shareholder Returns Since IPO

Accenture has reduced weighted average diluted shares by more than 280 million,  
or 28% since IPO.

FY01

FY12

1,050

1,000

950

900

850

800

750

700

1,008

million

726

million

Accenture has a broad share  
repurchase program

Generated \$25 billion in free cash flow, returning \$22.3 billion, approximately 90% to shareholders

Repurchased 52 million shares on average each fiscal year

Free cash flow of \$25 billion was a result of cash generated by operating activities of \$28.3 billion, net of property and equipment

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How We Think About Responsible Capital Allocation

Normalized Capital Generation

Normalized Capital Allocation

Operating Cash Flow

Proceeds from Share Issuances to Employees

Capital Expenditures

Acquisitions

Share Repurchases

Dividends

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Responsible Capital Allocation Share Issuances  
and Repurchases

Repurchases

Issuances

Actual

Estimated\*

Impact on Weighted Average

Diluted Shares

\* Assumes current Capital Allocation strategy.

~2% Net

We expect that the net impact of both together will be about a 2%  
reduction in our share count per year

\*

Impact of Share Repurchases and Issuances on Weighted Average Diluted Shares

0

5

10

15

20

25

30

35

40

45

50

FY10

FY11

FY12

FY13

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We Do Not Foresee a Time When Share

Issuances Would Exceed Share Repurchases

Employee purchase programs have capped participation levels

Predominantly directed to Senior Executives, a slower growing  
population by design

Awards are discretionary and based on achieving financial goals

Awards are U.S. Dollar denominated, not driven by shares, and  
provide a natural hedge to repurchases

We proactively manage affordability to prevent dilution

Here's why



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Proxy Statement

Accenture plc ( Accenture ) filed a preliminary proxy statement in connection with its 2013

Annual

General

Meeting

of

Shareholders

on

Friday,

December

7,

2012.

Accenture

shareholders are strongly advised to read the preliminary proxy statement as well as the definitive proxy statement when it becomes available, as each contains important information. Shareholders can obtain the preliminary proxy statement, and the definitive proxy

statement

when

it

becomes

available,

and

any

amendments

or  
supplements  
to  
the  
proxy  
statements  
and  
other  
documents  
filed  
by  
Accenture  
with  
the  
U.S.  
Securities  
and

Exchange Commission (the SEC) for free at the Internet website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Copies of the preliminary proxy statement, and the definitive proxy statement when it becomes available, and any amendments and supplements to the proxy statements are also available for free at Accenture's website at [www.accenture.com](http://www.accenture.com).

In addition, shareholders can obtain a copy of the definitive proxy statement when it becomes available, and any amendments and supplements to the definitive proxy statement, by contacting our Investor Relations Group at Accenture, Investor Relations, 1345 Avenue of the Americas, New York, New York 10105, USA.

Detailed information regarding the names, affiliations and interests of individuals who are participants in the solicitation of proxies of Accenture's shareholders is available in the preliminary proxy statement filed on Schedule 14A with the SEC on Friday, December 7, 2012.

## Forward-Looking Statements

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