

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)

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- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- 4) Proposed maximum aggregate value of transaction:

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

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- 4) Date Filed:

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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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4

\$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. 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.

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.

