

Accenture plc  
Form DEFA14A  
January 28, 2010

**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**

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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x No fee required.

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

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

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*Beginning on January 28, 2010, Accenture plc used the following presentation to provide additional information about the Accenture plc 2010 Share Incentive Plan proposal that will be voted on at the 2010 Annual General Meeting of Shareholders.*

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Accenture's Share Incentive Plan

Background to the Recommendation

of the Board of Directors

January 28, 2010

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Overview

2

In conjunction with Accenture's 2010 Annual General Meeting of Shareholders on February 4, the Board of Directors is recommending approval of a new Share Incentive Plan. The new Plan is a continuation of the company's current Share Incentive Plan, which expires in June 2011.

Our performance and promotion equity grants are based on individual performance

Our top people receive equity grants with performance-vesting criteria.

A small amount of equity is used for new senior hires.

Accenture's share plans are rigorously managed and critical to retaining top talent.

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Overview

3

For these reasons, the Board of Directors recommends approval of the Plan.

Approval of this plan will:

Ensure the retention of skilled / high-performing executives by providing a financial incentive for remaining with the company.

Instill owner-operator behaviors, primarily at the senior-executive level, motivating senior management to deliver results that support Accenture's business plan.

Provide executives with incentives for superior performance.

Accenture firmly believes that these levers are necessary to recruit and retain the best talent to maintain our competitive advantage.

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Share Incentive Plan:

Primary Components

4

We Use Restricted Share Units to Reward Promotion and Performance

Promotion

Equity

Awards

Eligibility limited to Accenture senior executives (~4,500 individuals).

Awards acknowledge promotion into or within the company's senior-executive ranks.

Equity vests up to seven years from grant date.

Awards provide a long-term incentive to senior executives and help align awards with shareholder interest.

Performance

Equity

Awards

Eligibility

limited



to  
Accenture  
senior  
managers  
and  
senior  
executives  
(~15,000  
individuals).

Equity given to the highest performers (the top 30% or less) at each level annually.

Equity vests over two-and-a-half years.

These awards reward top performers for driving company performance while focusing on profitable growth, client satisfaction and people satisfaction.

Award size is based upon a value set by the Compensation Committee or on company performance; historically grants have been 50-100% of maximum grant size.

Key  
Executive  
Performance  
Share  
Program  
includes  
criteria  
for  
future  
performance  
objectives  
for  
Operating Income and Total Return to Shareholders.

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2010 Share Incentive Plan:  
Key Highlights

Participation:

The  
company  
grants  
equity  
to  
senior  
managers,  
senior  
executives  
and directors.

Expiration:

10 years

Administration:

The

Board  
of  
Directors  
Compensation  
Committee,  
which  
is  
comprised entirely  
of outside independent directors, as per NYSE regulations

Shares  
Authorized:  
50  
million  
(As  
soon  
as  
the  
2010  
Plan  
is  
approved  
by  
shareholders,  
any  
ungranted  
shares  
under  
the  
old  
plan

approx.  
120M  
as  
of  
Nov.  
30,  
2009

will  
be  
cancelled.)

Award Type:  
Virtually  
all  
awards  
are  
restricted

stock  
units

Share  
Withholding:  
Shares  
used  
to  
satisfy  
withholding  
taxes  
are  
not  
available  
for  
future grant  
under the plan

Options:  
Only an insignificant number of options are granted

Terms:  
Options must be exercised within 10 years after grant date

Prohibited  
without  
Shareholder

Approval:  
Option  
re-pricing  
and  
reloading  
of  
option  
rights

5

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2010 Share Incentive Plan:  
Response to RiskMetrics  
Group's Recommendations

Accenture's  
2010  
Share  
Incentive  
Plan  
allows  
for  
both  
time-  
and  
performance-  
based  
equity  
grants.

All  
awards  
under  
the  
key  
executive  
performance  
share  
program  
are  
contingent  
upon the executive meeting specific performance objectives outlined in the  
award agreements.

Equity  
grants  
made  
to

our  
senior  
executives  
and  
senior  
managers

have  
historically been, and continue to be, based on the achievement of individual and  
company performance objectives.

All  
of  
our  
awards

like  
those  
of  
most  
global  
companies  
plans

contain  
service-period requirements.

6

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2010 Share Incentive Plan:  
Response to RiskMetrics  
Group's Recommendations

We are pleased that RiskMetrics  
Group has recognized that our dilution level is  
acceptable  
and  
does  
not  
disproportionately  
dilute  
shareholders  
interests. \*

RiskMetrics  
Group would have Accenture attach performance conditions to the vesting of equity  
awards.  
Accenture already follows this approach for awards under its Key Executive Performance  
Share Program.

However,  
we  
believe

a  
plan  
requirement  
that  
we  
attach  
future  
performance  
conditions  
to  
the  
vesting of all awards would be inconsistent with generally accepted practices for a global  
company like Accenture.

Instead, our approach is to award grants to our employees only after they have achieved  
performance objectives or upon hire for Senior Executives and select Senior Managers.

We  
also  
believe  
that  
RiskMetrics  
Group's  
concern  
that  
shareholders  
cannot  
assess  
to  
what extent  
performance  
criteria  
will  
be  
applied  
and  
whether  
they  
will  
be  
sufficiently  
challenging  
is  
unfounded.

Our nine-year track record of successfully utilizing employee equity should reassure our  
shareholders of our disciplined management of the company's equity programs.

7

\* RiskMetrics  
Group Recommendations, Issued January 22, 2010



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Use of Cash to Manage

Accenture's Share Count

Since its IPO in July 2001, Accenture has generated \$15.4 billion\* in free cash flow, returning \$14.5 billion to shareholders. Of this, approximately 82% was returned through share repurchases.

On average, Accenture has repurchased 55 million shares each fiscal year since its IPO

significantly more than offsetting the number of shares the company issued to executives as compensation each fiscal year since its IPO.

Accenture is continuing its share-buyback activities. In September 2009, the Board of Directors approved \$4 billion in additional share repurchase authority. Accenture has \$4.5 billion\* in share repurchase authority remaining.

Consistent with its historical and disciplined approach, Accenture expects that ongoing Founder-share and open-market repurchases will continue to **more** than offset

shares issued under the new Share Incentive Plan.

8

\* as of Nov. 30, 2009

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Accenture's Ongoing

Commitment to Reducing

Shares Outstanding

Since its IPO, Accenture has reduced shares outstanding by 23%.

9

750,000,000

800,000,000

850,000,000

900,000,000

950,000,000

1,000,000,000

1,050,000,000

Aug-01

Shares Outstanding (diluted)

1,008,163,290

773,696,423

8/31/01

11/30/09

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2010 Share Incentive Plan:

Implications If Not Approved

10

Without approval of the new Share Incentive Plan, Accenture would be unable to use equity as part of its compensation program, as its competitors do.

Accenture would be at an extreme competitive disadvantage in attracting talent, particularly from companies that have equity programs.

Retention of executives would be severely compromised, since there would be no financial deterrent for leaving the company (i.e., executives would not have equity at risk), making Accenture talent the target of competitors.

If the company were unable to use equity for a portion of executive compensation, it would require a greater amount of cash for executive compensation, reducing the amount of cash Accenture would have available for other purposes.

For  
these  
reasons,  
the  
Board  
of  
Directors  
recommends  
approval  
of  
the  
Plan.