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 x 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

x 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):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

2) Aggregate number of securities to which transaction applies:

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

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

¨ Fee paid previously with preliminary materials.

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

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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
3

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

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%
Accenture
S&P 500
Total Return Index
Compensation
Peer Group
Past 3 Years

5
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 equipm

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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

7
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

8

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.

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Forward-Looking Statements

Except for the historical information and discussions contained herein, statements in this presentation may constitute forward-l
Litigation Reform Act of 1995. Words such as may, will, should, likely, anticipates, expects, intends, pl
identify these forward-looking statements. These statements involve a number of risks, uncertainties and other factors that coul
expressed or implied. These include, without limitation, risks that: the company s results of operations could be adversely affe
the effects of these conditions on the company s clients businesses and levels of business activity; the company s business d
demand for the company s services and solutions, and a significant reduction in such demand could materially affect the comp
supply of skills and resources in balance with client demand around the world and attract and retain professionals with strong l
the company s professionals and the company s results of operations may be materially adversely affected; the markets in wh
company might not be able to compete effectively; the company could have liability or the company s reputation could be dar
or information systems as obligated by law or contract or if the company s information systems are breached; as a result of the
strategy to continue geographic expansion, the company is more susceptible to certain risks; the company s results of operatio
foreign currency exchange rates; the company s Global Delivery Network is increasingly concentrated in India and the Philipp
results of operations could materially suffer if the company is not able to obtain sufficient pricing to enable it to meet its profita
accurately anticipate the cost, risk and complexity of the company performing its work or third parties upon whom it relies do
have delivery inefficiencies and be unprofitable; the company s work with government clients exposes the company to additio
the company s business could be materially adversely affected if the company incurs legal liability in connection with providi
and ability to grow could be materially negatively affected if the company cannot adapt and expand its services and solutions i
new entrants; the company s alliance relationships may not be successful or may change, which could adversely affect the con
continued expansion of the company s other services and solutions into new areas subject the company to different operationa
company s services or solutions could infringe upon the intellectual property rights of others or the company might lose its ab
only a limited ability to protect its intellectual property rights, which are important to the company s success; the company s
on its reputation in the marketplace; the company might not be successful at identifying, acquiring or integrating businesses or
suffer if its cost-management strategies are unsuccessful, and the company may not be able to improve its profitability through
in the past; many of the company s contracts include payments that link some of its fees to the attainment of performance or b
service levels, which could increase the variability of the company s revenues and impact its margins; changes in the company
proceedings, or changes in the company s treatment as an Irish company, could have a material adverse effect on the company
company is unable to manage the organizational challenges associated with its size, the company might be unable to achieve it
receivables or unbilled services, the company s results of operations, financial condition and cash flows could be adversely af
could fluctuate and be difficult to predict; the company s results of operations and share price could be adversely affected if it
may be subject to criticism and negative publicity related to its incorporation in Ireland; as well as the risks, uncertainties and o
Accenture plc s most recent annual report on Form 10-K and other documents filed with or furnished to the Securities and Exc
as of the date they were made, and Accenture undertakes no duty to update any forward-looking statements made in this preser
changes in Accenture s expectations.