

ACCENTURE LTD
Form PRE 14A
December 14, 2007

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 Ltd

(Name of Registrant As Specified In Its Charter)

None

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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:

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3) Filing Party:

4) Date Filed:

William D. Green
Chairman & CEO

December , 2007

Dear Fellow Shareholder:

You are cordially invited to attend the 2008 Annual General Meeting of Shareholders (the Annual Meeting), which will be held at 12:00 p.m., local time, on February 7, 2008, at Accenture s New York office, located at 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA.

At this year s meeting, you are asked to vote on:

the re-appointment of two directors;

a proposal to amend the bye-laws of Accenture; and

the re-appointment of KPMG LLP as our independent auditors and authorization of the Audit Committee of the Board of Directors (the Board) to determine their remuneration.

In addition, the audited consolidated financial statements of Accenture and its subsidiaries for the fiscal year ended August 31, 2007 will be received at the Annual Meeting.

Our Board has nominated the director nominees and has made the other proposals to be presented at the Annual Meeting. The amendment to our bye-laws would enable Accenture to take advantage of technological advances, as well as recent changes in the U.S. securities laws, to deliver future copies of our proxy materials to shareholders electronically by posting these materials on an Internet website and sending shareholders a notice of Internet availability of the materials. Currently, under Bermuda law, our bye-laws do not permit us to deliver our proxy materials using this approach. Delivering our future proxy materials in this manner would be consistent with recently amended U.S. securities laws and would help us conserve natural resources and reduce our publication and distribution costs.

The Board recommends that you vote for the appointment of each director nominee, for the proposed amendment to the bye-laws and for the re-appointment of KPMG LLP as our independent auditors and authorization of the Audit Committee of the Board to determine their remuneration.

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 Annual Meeting and to submit your voting instructions by proxy. 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 Annual 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 the proxy statement, to be admitted into the meeting.

Thank you for your continued support.

WILLIAM D. GREEN
Chairman & CEO

NOTICE OF THE 2008 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To our Shareholders:

You are hereby notified that the 2008 Annual General Meeting of Shareholders of Accenture Ltd will be held at 12:00 p.m., local time, on February 7, 2008, at our New York office, located at 1345 Avenue of the Americas, 6th Floor, New York, New York 10105, USA, to receive the report of our independent auditors and the financial statements for our fiscal year ended August 31, 2007, and to vote upon the following proposals:

1. to re-appoint Blythe J. McGarvie and Sir Mark Moody-Stuart as Class I directors, each for a term expiring at our annual general meeting of shareholders in 2011;
2. to amend the bye-laws of Accenture Ltd, which would enable Accenture to deliver future copies of our proxy materials to shareholders electronically by posting these materials on an Internet website and notifying our shareholders of the posting;
3. to re-appoint KPMG LLP as independent auditors of Accenture Ltd for a term expiring at our annual general meeting of shareholders in 2009 and to authorize the Audit Committee of the Board of Directors to determine their remuneration; and
4. to transact any other business that may properly come before the meeting and any adjournment or postponement of the meeting.

The Board of Directors recommends that you vote for each of these proposals.

The Board of Directors has set December 10, 2007 as the record date for the meeting. This means that only those persons who were registered holders of Accenture Ltd's Class A common shares or Class X common shares at the close of business on that 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 control number included on the proxy card accompanying this proxy statement.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on February 7, 2008: This proxy statement, along with our Annual Report on Form 10-K for the fiscal year ended August 31, 2007 and our 2007 Annual Report, are available free of charge on the Investor Relations section of our website (<http://investor.accenture.com>).

By order of the Board of Directors,

DOUGLAS G. SCRIVNER
General Counsel and Secretary

December , 2007

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

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PROXY STATEMENT

GENERAL INFORMATION

The Board of Directors (the Board) of Accenture Ltd is soliciting your proxy for use at the 2008 Annual General Meeting of Shareholders (the Annual Meeting) to be held on February 7, 2008. These proxy materials are first being sent to shareholders beginning on or about December 1, 2007.

Accenture is one of the world's leading management consulting, technology services and outsourcing organizations. As of August 31, 2007, we had approximately 170,000 employees based in 49 countries and revenues before reimbursements of more than \$19.70 billion for fiscal 2007. 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 Ltd maintains its registered office in Bermuda at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda. Our telephone number in Bermuda is +1 441-296-8262. 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 +1 703-797-1711, 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 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 through our website other reports filed with or furnished to the SEC under the Exchange Act, 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 by contacting our Investor Relations Group. We do not intend for information contained in 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, N.E., Washington, DC 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 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 Ltd and subsidiaries. All references to years, unless otherwise noted, refer to our fiscal year, which ends on August 31.

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 February 7, 2008, 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.

Who Can Vote; Votes Per Share

The Board has set December 10, 2007 as the record date for the Annual Meeting. All persons who were registered holders of Accenture Ltd's Class A common shares or Class X common 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 640,250,921 Class A common shares outstanding (which includes 41,995,360 shares held by subsidiaries of Accenture) and 155,848,289 Class X common shares outstanding. Class A common shares held by our subsidiaries will be voted in a manner that will have no impact on the outcome of any vote of the shareholders of Accenture Ltd.

Each shareholder of record will be entitled to one vote per Class A common share and one vote per Class X common share on each matter submitted to a vote of shareholders, as long as those votes are represented at the Annual Meeting, either in person or by proxy. Holders of Class A common shares and Class X common 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 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 submitting your proxy, you are legally authorizing another person to vote your shares. The enclosed proxy designates William D. Green, Pamela J. Craig and Douglas G. Scrivner to vote your shares in accordance with the voting instructions you indicate in your proxy.

If you submit your proxy designating William D. Green, Pamela J. Craig and Douglas G. Scrivner 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. 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.

You may submit your proxy either by mail, by telephone (at the number set forth in the accompanying proxy materials) or via the Internet (www.cesvote.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 5:00 p.m., Eastern Standard Time, on February 6, 2008 (February 4, 2008 for Accenture employees and former employees who are submitting proxies for shares received through our employee plans and held by Citigroup Global Markets, Inc. (Citigroup)). If you submit your proxy by telephone or via the Internet, then you may submit your voting instructions up until 6:00 a.m., Eastern Standard Time, on February 7, 2008 (February 4, 2008 for Accenture employees

and former employees who are submitting proxies for shares received through our employee plans and held by Citigroup).

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 and Secretary at 50 W. San Fernando Street, San Jose, California 95113, 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 5:00 p.m., Eastern Standard Time, on February 6, 2008 (February 4, 2008 for Accenture employees and former employees who are submitting proxies for shares received through our employee plans and held by Citigroup). 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 6:00 a.m., Eastern Standard Time, on February 7, 2008 (February 4, 2008 for Accenture employees and former employees who are submitting proxies for shares received through our employee plans and held by Citigroup). You also may revoke your proxy in person and vote your shares at the Annual Meeting. Attending the Annual Meeting without taking one of the actions above will not 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 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 Ltd'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. This applies to our employees who received, through our employee plans, shares that are held by Citigroup and/or UBS Financial Services Inc. In order for you to attend the Annual Meeting, you must bring a letter or account statement showing that you beneficially own 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 two 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 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. 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's bye-

laws, with that director subject to appointment by Accenture Ltd's shareholders at the next following annual general meeting of shareholders.

Proxy Solicitation

Accenture Ltd will bear the costs of soliciting proxies from the holders of our Class A common shares and Class X common 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 \$10,000, plus reasonable 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. Corporate Election Services will act as our Inspector of Election at the Annual Meeting and assist us in tabulating the votes.

2007 Audited Financial Statements

At the Annual Meeting, we will present the audited consolidated financial statements for our fiscal year ended August 31, 2007. Copies of these financial statements are included in our Annual Report on Form 10-K, which we are delivering to you with this proxy statement. You may also access these materials through our website at <http://investor.accenture.com>.

PROPOSAL NO. 1 RE-APPOINTMENT OF DIRECTORS

The Board currently has 10 members, who are divided into three classes based upon the cycle of their respective terms in office. At each annual general meeting of shareholders, the appointment of the directors constituting one class of Board membership expires, and the shareholders vote at that meeting to appoint the directors nominated for these Board positions, each to hold office for a three-year term.

The terms of our two Class I directors will expire in 2008. The Board may appoint additional directors, in accordance with Accenture's by-laws, upon the recommendation of the Nominating & Governance Committee and subject to appointment by Accenture Ltd's shareholders at the next annual general meeting of shareholders. In addition, the Board has the authority under the by-laws to establish the size of the Board, so long as the number of directors remains within the range specified in the by-laws (currently no less than 8 nor more than 15).

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

Class I Directors

Both Class I directorships expire at the Annual Meeting. The Nominating & Governance Committee reviewed the performance and qualifications of the current Class I directors and recommended to the Board that each be re-appointed to serve for an additional three-year term. The Board is nominating these two individuals for re-appointment as Class I directors, each for a three-year term expiring at the 2011 annual general meeting of shareholders. Both of the director nominees are current Board members:

Blythe J. McGarvie

Sir Mark Moody-Stuart

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

If you submit your proxy designating William D. Green, Pamela J. Craig and Douglas G. Scrivner as your proxies but do not indicate how your shares should be voted, then your shares will be voted in favor of the re-appointment of both nominees. 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. Both of the nominees have indicated that they will be willing and able to serve as directors.

BOARD AND CORPORATE GOVERNANCE MATTERS

Director Biographies

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

Class I Director Nominees

Blythe J. McGarvie

51 years old

Class I Director Nominee

Chair, Audit Committee

Blythe J. McGarvie has been a director since October 2001. Since January 2003, she has served as president of Leadership for International Finance, LLC, a firm that focuses 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 a member of the board of directors of The Pepsi Bottling Group, Inc., The Travelers Companies, Inc. and Viacom Inc.

Sir Mark Moody-Stuart

67 years old

Class I Director Nominee

Lead Director

Chair, Compensation Committee

Member, Finance Committee

Sir Mark Moody-Stuart has been a director since October 2001 and our lead director since November 2002. Since July 2002, he has served as chairman of Anglo American plc, and he is the former chairman of The Shell Transport and Trading Company and former chairman of the Committee of Managing Directors of the Royal Dutch/Shell Group of Companies. From July 1991 to June 2001, he was managing director of Shell Transport and a managing director of Royal Dutch/Shell Group. In addition to Anglo American plc, Sir Mark has served as director of HSBC Holdings PLC since March 2001.

Other Current Directors Class II

Dina Dublon

54 years old

Class II Director

Chair, Finance Committee

Dina Dublon has been a director since October 2001. From December 1998 until December 2004, she was chief financial officer of JPMorgan Chase & Co. and its predecessor company. Prior to being named its chief financial officer, she held numerous other positions with that company, including corporate treasurer, managing director of the Financial Institutions Division and head of asset liability management. She is a director of Microsoft Corp. and PepsiCo, Inc. Ms. Dublon's current term as director expires at our annual general meeting of shareholders in 2009.

William D. Green

54 years old

Class II Director

William D. Green became chairman of the Board on August 31, 2006. He has been a director since June 2001 and our chief executive officer since September 2004. From March 2003 to August 2004 he was our chief operating officer Client Services, and from August 2000 to August 2004 he was our country managing director, United States. Mr. Green has been with Accenture for 28 years. Mr. Green's current term as director expires at our annual general meeting of shareholders

in 2009.

Nobuyuki Idei

70 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, an advisory firm to Japanese and Asian businesses he founded in April 2006. Since June 2005, Mr. Idei has been chairman of the advisory board of Sony Corporation. From April 2003 until June 2005, Mr. Idei was chairman and Group CEO of Sony Corporation, 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 of Sony Corporation. Mr. Idei has served as a director of Baidu.com, a Chinese internet company, since June 2007 and a director of FreeBit Co., Ltd, a Japanese internet company, since July 2007.

Marjorie Magner

58 years old

Class II Director

Member, Finance Committee
Member, Compensation 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, and is the former chairman and chief executive officer, Global Consumer Group, of Citigroup, Inc. Ms. Magner previously held various other positions within Citigroup, 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 a director of Gannett Co., Inc. and The Charles Schwab Corporation.

Other Current Directors - Class III

Dennis F. Hightower

66 years old

Class III Director

Member, Compensation Committee
Member, Nominating &
Governance Committee

Dennis F. Hightower has been a director since November 2003. From May 2000 until his retirement in March 2001, he was chief executive officer of Europe Online Networks S.A., a Luxembourg- based Internet services provider. He is a director of Domino's Inc.

William L. Kimsey

65 years old

Class III Director

Member, Audit 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. He is a director of Western Digital Corporation, Royal Caribbean Cruises Ltd. and NAVTEQ Corporation.

Robert I. Lipp

69 years old

Class III Director

Member, Audit Committee

Robert I. Lipp has been a director since October 2001. He is a senior advisor at JPMorgan Chase & Co. 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. Mr. Lipp is a director of The Travelers Companies, Inc. and JPMorgan Chase & Co.

Wulf von Schimmelmann

60 years old

Class III Director

Chair, Nominating &

Governance Committee

Wulf von Schimmelmann has been a director since October 2001. He was the chief executive officer of Deutsche Postbank AG, Germany's largest independent retail bank, from 1999 until his retirement in June 2007. He is also a member of the board of directors of Deutsche Post World Net Group, Deutsche Telekom AG and Altadis, S.A.

Communicating with the Board

The Board welcomes your questions and comments. If you would like to communicate directly with the Board, our non-management directors as a group or Sir Mark Moody-Stuart, our lead director, then you may submit your communication to our General Counsel and Secretary, Accenture Ltd, 50 W. San Fernando Street, San Jose, California 95113, USA. Communications and concerns will be forwarded to the Board, our non-management directors as a group or our lead director, as appropriate. We also have established mechanisms for communicating concerns or questions to our compliance office. You may direct any such concerns by e-mail to compliance.program@accenture.com 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.

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 management team and operations as a basis for discharging their oversight responsibilities. During fiscal 2007, the Board held six meetings, four of which were held in person. Each of our directors attended at least 75% of the aggregate of Board meetings and meetings of any Board committee on which he or she served during fiscal 2007. All but one of our then current Board members attended our annual general meeting of shareholders in 2007.

Our non-management directors who are not employees of the Company meet separately at each regularly scheduled Board meeting. These non-management directors held four meetings during fiscal 2007, each led by Sir Mark Moody-Stuart, the lead director.

The Board maintains an Audit Committee, a Compensation Committee, a Nominating & Governance Committee and a Finance Committee. Each 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 can be found in

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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 disclose these matters through the Investor Relations section of our website. Printed copies of all of these materials are also available upon written request to our Investor Relations Group.

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 align 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 the Board shall affirmatively determine that to be considered independent, a director must not have any direct or indirect material relationship with Accenture. The Independence Standards are as follows:

1. A director will not be independent if, within the prior three years, he or she:

Was employed by Accenture (including any affiliate);

Was employed by, a partner in or otherwise affiliated with Accenture's independent auditors or any law firm retained by Accenture;

Was an officer or senior employee of a company on whose board of directors an Accenture executive officer serves;

Has been employed as an executive officer of another company where any of Accenture's executive officers at the same time serves or served on that company's compensation committee; or

Personally provided professional services to Accenture or its affiliates or any executive officer, or otherwise received direct compensation from Accenture, if the amount of payments has exceeded \$100,000 during any twelve-month period within the last three years.

Note: Such a position by an immediate family member of the director shall have the same effect on the director's independence, except that the Board has concluded that employment by Accenture of adult children in non-executive officer roles shall not preclude a determination of independence of a director.

2. Relationships of the following types will not be considered to be material relationships that would impair a director's independence:

The director is a current employee or an immediate family member is a current executive officer of another company that has made payments to, or received payments from, Accenture in an amount which, during any of the company's prior three fiscal years, did not exceed the greater of 2 percent of the consolidated gross revenues of the other company or \$1 million.

The director is an officer, director, trustee (or equivalent) of a charitable or non-profit organization and, during the company's prior three fiscal years, the amount of charitable contributions directed by Accenture or its executive officers (not including those matching

contributions by employees) to that organization did not exceed the greater of 2 percent of the organization's consolidated gross revenues or \$1 million.

3. Any director with a relationship that exceeds the financial guidelines of section 2 above for the periods noted will not be deemed independent.
4. The company will explain in its annual proxy statement its assessment of the independence of each of its outside directors.

Each year, our directors complete a questionnaire that, among other things, elicits information to assist the Nominating & Governance Committee in assessing whether the director meets the Company's Independence Standards. Utilizing these responses and other information, the Nominating & Governance Committee evaluates, with regard to each director, whether the director currently has or had any (i) employment or professional relationship that, in and of itself, would, pursuant to the Company's independence standards, require a conclusion that the director is not independent and/or (ii) employment or professional relationship with any organization with which Accenture has or had a relationship, where the organization made or received payments from Accenture. If a director has or had a relationship with an organization which made or received payments from Accenture, information regarding the amount of such payments is provided to the Nominating & Governance Committee. The Nominating & Governance Committee then determines whether the amount of any such payments requires, pursuant to the Independence Standards or otherwise, a conclusion that the director is not independent. 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 impede a director's independence.

Based on its analysis, the Nominating & Governance Committee has determined that each of our directors who is not an employee of the Company has satisfied the Independence Standards, as well as the independence requirements of the NYSE. The Board concurred in these independence determinations. The following nine of our 10 current directors are independent: Sir Mark Moody-Stuart (lead director), Dina Dublon, Dennis F. Hightower, Nobuyuki Idei, William L. Kimsey, Robert I. Lipp, Marjorie Magner, Blythe J. McGarvie and Wulf von Schimmelfmann. In reaching its determinations, the Nominating & Governance Committee and the Board considered, among other relationships, the relationships the directors had with parties identified above in their biographies that received payments from or made payments to Accenture, including the facts that Ms. Dublon, Mr. Kimsey, Mr. Lipp and Ms. Magner are former employees of companies to whom Accenture has made payments in the ordinary course of business; Mr. Idei is a senior corporate advisor to a client of the Company that makes payments to the Company in the ordinary course of business; and Mses. Magner, McGarvie and Dublon, and Messrs. Hightower, Kimsey, Lipp, Moody-Stuart and von Schimmelfmann are current or former directors of clients of the Company that make payments to the Company in the ordinary course of business.

Audit Committee

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, in accordance with Section 10A(m) of the Exchange Act. The Audit Committee members are Blythe J. McGarvie (who serves as chair), William L. Kimsey and Robert I. Lipp. The Board has determined that each of these members meets the financial literacy and independence requirements of the NYSE, and that Ms. McGarvie and Mr. Kimsey each qualifies as an audit committee financial expert for purposes of the rules and regulations of the SEC. The Board does not limit the number of audit committees on which its Audit Committee members may serve but monitors and assesses the audit committee memberships (and other responsibilities) of its Audit Committee members on a regular

basis to confirm their ability to serve Accenture effectively. Mr. Kimsey simultaneously serves on the audit committees of more than three public companies; however, the Audit Committee, the Nominating & Governance Committee and the full Board have all determined that his simultaneous service does not impair Mr. Kimsey's ability to effectively serve on the Audit Committee.

The Audit Committee held ten meetings in fiscal 2007, 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, including a review of 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 and information related thereto;

retain and terminate, subject to shareholder approval, independent auditors and approve all audit engagement fees and terms for the Company and its subsidiaries; approve 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; review with our independent auditors any audit problems or difficulties and management's response; and set hiring policies related to employees or former employees of our independent auditors to ensure independence;

review and monitor the company's processes in order to assess the integrity of our internal and external reporting processes and controls; review the effect of any regulatory and accounting initiatives and the effects of these initiatives and any off-balance sheet structures on our financial statements; establish regular systems of reporting to the committee 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 from time to time, hold separate meetings with management, independent auditors and internal auditors on these matters;

review with our counsel any legal matter that could significantly impact our financial statements or operations; discuss with management and our independent auditors our risk assessment and risk management guidelines and policies; oversee our compliance program and adherence to our Code of Business Ethics; 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 oversee the maintenance of an internal audit function; and

prepare a report to be included in our proxy statement, provide other regular reports to the Board and maintain minutes or records of its meeting and activities.

Compensation Committee

Scope, Authority and Membership

The Compensation Committee consists of three independent directors: Sir Mark Moody-Stuart (who serves as chair), Dennis F. Hightower and Marjorie Magner. The Compensation Committee acts on behalf of the board of directors and by extension the shareholders 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's primary duties and responsibilities are to:

determine our chief executive officer's annual compensation, taking into consideration feedback provided by the Nominating & Governance Committee based on its review of the chief executive officer's performance and the recommendation of our chief leadership officer after consultation with members of our Executive Leadership Team; review and approve salaries and other matters relating to the compensation of our executive officers, based in part on the chief executive officer's recommendation; and review and determine on an annual basis the appropriateness of compensation of Board members;

review and make recommendations to the Board with respect to our incentive-compensation and equity-based plans; oversee the administration of our equity compensation plans; review and approve all equity compensation plans; and retain outside compensation and benefits consultants to gather independent advice about our compensation structure; and

prepare a report to be included in our proxy statement, provide other regular reports to the Board and maintain minutes or records of its meeting and activities.

Process of Determining Executive Compensation

The Compensation Committee held nine meetings in fiscal 2007, four of which were held in person. The roles of the various constituencies that provide input to the Compensation Committee in determining the compensation of our named executive officers are summarized under "Compensation Discussion and Analysis—Sources of Input into Determination of Executive Compensation."

Our executive officer compensation for fiscal 2007 was set through an annual process that began in July of 2006. At that time, our Compensation Committee reviewed and approved the recommendations of Watson Wyatt Worldwide, the compensation consultant utilized by the Compensation Committee, regarding the composition of our peer group for Watson Wyatt's competitive market analysis of executive compensation, as described under "Compensation Discussion and Analysis—Role of Benchmarking." Beginning in September 2006, Mr. Green and relevant members of our executive leadership team (including the chief leadership officer and chief human resources officer) conducted an evaluation of the performance of our executive officers in fiscal 2006 against the objectives that were set for these officers at the beginning of fiscal 2006. In October, our Compensation Committee reviewed Accenture's overall performance against the targets that were set for fiscal 2006, as described under "Compensation Discussion and Analysis—Performance Metrics used in Evaluations." It also reviewed a market analysis of executive compensation prepared by Watson Wyatt, as requested by the committee.

In November 2006, the Compensation Committee reviewed and approved final recommendations for the compensation of our executive officers, other than Mr. Green, taking into consideration, among other things, the results of the performance evaluations for fiscal 2006 and the market analysis of executive compensation. The Compensation Committee also reviewed and approved the recommendations of the Nominating & Governance Committee and our chief leadership officer regarding Mr. Green's performance. It then set the compensation for Mr. Green based on those recommendations, the market data provided by Watson Wyatt and Watson Wyatt's recommendation regarding Mr. Green's total compensation package, as discussed under "Compensation of Executive Officers and Directors—Compensation Discussion and Analysis—Elements of Executive Compensation." The fiscal 2007 compensation approved for our named executive officers went into effect on December 1, 2006, the first day of our 2007 compensation year (as defined below). Following the completion of fiscal 2007 and in connection with the elimination of the performance component of

our cash compensation program, the Compensation Committee approved transition bonuses for our named executive officers in recognition of their job performance in fiscal 2007, as described more fully under Compensation of Executive Officers and Directors Compensation Discussion and Analysis Elements of Executive Compensation Cash Compensation Types of Cash Compensation Individual Performance-Based Compensation.

Nominating & Governance Committee

The Nominating & Governance Committee consists of three independent directors: Wulf von Schimmelmann (who serves as chair), Dennis F. Hightower and Nobuyuki Idei. The Nominating & Governance Committee held five meetings in fiscal 2007, 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 for Board membership and the annual evaluation of overall Board effectiveness;

manage the committee selection and composition process, including the making of recommendations to the Board for chairs of these committees and the establishment, monitoring and making of recommendations for the purpose, structure and operations of these committees and the creation or elimination of additional committees;

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

conduct an annual review of our chief executive officer and develop an effective chief executive officer succession plan; and

provide regular reports to the Board and maintain minutes or records of its meeting and activities.

In evaluating candidates for Board membership, the Nominating & Governance Committee considers whether the candidate will complement the Board's geographic, age, gender and ethnic diversity and assesses the contribution that the candidate's skills and expertise will make with respect to guiding and overseeing 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;

a range of skills and expertise sufficient to provide guidance and oversight with respect to the Company's operations;

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.

The majority of the Board's current non-management directors have been identified and recruited with the assistance of a professional search firm specializing in the identification and recruitment of director candidates. Others have been

individuals known to Board members through business or other

relationships. Potential candidates are interviewed by members of the Nominating & Governance Committee (and, in some instances, other Board members) and, as appropriate, by members of our management team. Final consideration of the nominee is then conducted by the entire Board.

Because our Corporate Governance Guidelines address the processes by which shareholders may recommend director nominees, the Nominating & Governance Committee has not adopted a specific policy regarding the consideration of shareholder nominees for directors, although its 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. Wulf von Schimmelmann, chair of the Nominating & Governance Committee, c/o Accenture, 50 W. San Fernando Street, San Jose, California 95113, USA, Attention: General Counsel and Secretary. Please note that Accenture Ltd's bye-laws define certain time frames and nomination requirements with respect to any such recommendation. Please contact our General Counsel and Secretary at the above address for information on these requirements, or refer to Bye-law 80.1.2 (which can be found on the Governance Principles page of our website accessible through <http://investor.accenture.com>).

Finance Committee

The Finance Committee consists of three directors: Dina Dublon (who serves as chair), Marjorie Magner and Sir Mark Moody-Stuart. The Finance Committee held six meetings in fiscal 2007, four of which were held in person. The Finance Committee's primary duties and responsibilities are to:

- oversee our capital structure and corporate finance activities;

- oversee our treasury function and advise with respect to our investment activities;

- review and make recommendations with respect to major acquisitions that Accenture may decide to undertake;

- review, evaluate and make decisions with respect to the management of our defined contribution and benefit plans; and

- oversee our insurance plans and other activities to manage financial risks in our business.

Certain Relationships and Related Person Transactions

Review and Approval of Related Person Transactions

Information about transactions involving related persons is presented to and assessed by the independent members of the Board. Related persons include the Company's directors and executive officers, as well as immediate family members of directors and executive officers, and certain large security holders and their family members. If the determination is made that a related person has or may have a material direct or indirect interest in any Company transaction, then the Company's independent directors would review, approve or ratify it, if appropriate, and the transaction would be disclosed if required under SEC rules. If the related person at issue is a director of the Company, or a family member of a director, then that director would not participate in the relevant discussions and review.

In general, the Company is of the view that the following transactions with related persons are not significant to investors because they take place under the Company's standard policies and procedures:

- the sale or purchase of products or services in the ordinary course of business and on an arm's length basis;

the employment of adult children by the Company where the compensation and other terms of employment are determined on a basis consistent with the Company's human resource policies; and

any grants or contributions made by the Company under one of its grant programs in accordance with the Company's corporate contribution programs.

Information considered in evaluating transactions include the nature of the related person's interest in the transaction, the material terms of the transaction, the importance of the transaction to both the Company and to the related person, whether the transaction would impair the judgment of a director or executive officer to act in the best interest of the Company, and any other matters either management or the independent directors deem appropriate. Our Code of Business Ethics and corporate policies require all our employees, including the members of the Executive Leadership Team, to disclose their interests (including indirect interests through family members) with parties doing business with Accenture to management and/or the Board and remove themselves from all decisions related to that organization. Our specific policy regarding the review of these transactions by the Board is not currently in writing.

Transactions with Directors and Executive Officers

Todd W. Singleton, the spouse of Lisa M. Mascolo, one of the Company's executive officers, is employed by the Company as a senior executive in the Outsourcing growth platform. Mr. Singleton has been an employee of the Company for 19 years and a senior executive for 9 years. For fiscal 2007, he received cash compensation of approximately \$497,000. This transaction did not require the review of the Board.

Senior Executive Tax Costs

The Company has informed certain of our senior executives that if a senior executive reports for tax purposes the transactions involved in connection with our transition to a corporate structure in 2001, the Company will, in certain circumstances, provide a legal defense to that individual if his or her reporting position is challenged by the relevant tax authority. In the event such a defense is unsuccessful, and the senior executive is then subject to extraordinary financial disadvantage, the Company will review such circumstances for that individual and find an appropriate way to avoid severe financial damage to that individual.

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, all of the members of the Audit Committee meet the independence and experience requirements set forth by the SEC and the NYSE.

The Audit Committee operates pursuant to a written charter approved by the Board, 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 charter describes the committee's purpose, which is to assist the Board in its general oversight of: (1) the quality and integrity of the Company's accounting and reporting practices and controls and its financial statements and reports; (2) the Company's compliance with legal and regulatory requirements; (3) the independent auditors' qualifications and independence; and (4) the performance of the Company's internal audit function and independent auditors.

The Audit Committee reviews and assesses the adequacy of its charter on an annual basis. The Audit Committee last reviewed its charter in February 2007 and, at that time, made changes to incorporate as a responsibility of the Audit Committee discussion with the Company's independent auditor of the matters concerning interim financial information required to be discussed by Statement on Auditing Standards No. 100. The Audit Committee has adopted pre-approval policies and procedures regarding the retention of the Company's independent auditor (and certain other independent audit firms) to provide audit or non-audit services and for the retention of any firm to provide audit services.

The members of the Audit Committee meet regularly with management (including the chief executive officer, chief operating officer, chief financial officer, principal accounting officer, chief risk officer and the general counsel and compliance officer) as well as with senior members of the Company's internal audit, tax, finance, treasury and legal groups and KPMG LLP, the Company's independent auditors. In addition, the committee meets regularly in separate sessions with representatives of KPMG LLP, the Company's chief financial officer, its general counsel and senior members of the Company's internal audit group. Based on discussions and information received during these meetings and otherwise, the Audit Committee members provide advice, counsel and direction to management and the auditors using their experience in business, financial and accounting matters. During fiscal 2007, the Audit Committee met ten times and routinely reported its activities to the full Board.

During fiscal 2007, the Audit Committee focused on numerous topics, which included the following:

Reviewing and discussing with management, which has primary responsibility for the financial statements, and with Accenture's independent auditors the Company's annual audited financial statements and quarterly financial statements. The committee also reviewed related issues 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.

Receiving regular updates on the Company's contract and other risk management activities from the chief risk officer, including reviewing and discussing enterprise risk assessment materials prepared by the chief risk officer.

Receiving regular updates on the Company's legal and regulatory compliance activities from the general counsel and compliance officer, including key litigation and other investigative matters; issues or activities related to the Company's Code of Business Ethics and monitored through the Accenture Ethics and Compliance Program; and issues related to the Company's other compliance programs. The committee also assessed the financial literacy, potential qualification as an audit committee financial expert and service on the audit committees of other public companies of each of its members.

Discussing with KPMG LLP the materials required to be discussed by Statement on Auditing Standards No. 114, The Auditor's Communication With Those Charged With Governance, and Statement on Auditing Standards No. 100, Interim Financial Information. The committee also discussed with KPMG LLP its written disclosure letter as required by the Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, and discussed its independence and related issues. Discussions with KPMG LLP also included staffing the engagement, its litigation matters and the Public Company Accounting Oversight Board reports of inspection of KPMG LLP.

As part of its oversight role and in reliance upon its reviews and discussions as outlined above, the Audit Committee reviewed and discussed with management its assessment and report on the effectiveness of the Company's internal control over financial reporting as of August 31, 2007, which was made using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control - Integrated Framework. The Audit Committee also reviewed and discussed with KPMG LLP its attestation report on internal control over financial reporting. This report is included in Accenture's Annual Report on Form 10-K for the year ended August 31, 2007 filed with the SEC on October 23, 2007.

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, 2007 for filing with the SEC and presentation to the Company's shareholders. The Audit Committee also recommended during fiscal 2008 that KPMG LLP be re-appointed as the Company's independent auditors to serve until the Company's annual general meeting of shareholders in 2009, and that the Board submit this appointment to the Company's shareholders for approval at the Annual Meeting.

THE AUDIT COMMITTEE

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

Compensation Committee Report

The Compensation Committee has reviewed the Compensation Discussion and Analysis section of this proxy statement and discussed that analysis 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 comprise the Compensation Committee:

THE COMPENSATION COMMITTEE

Sir Mark Moody-Stuart, Chair
Dennis F. Hightower
Marjorie Magner

Nominating & Governance Committee Report

The Nominating & Governance 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 purpose of the Nominating & Governance Committee is to assist the Board in fulfilling its responsibility to the Company and to its shareholders, potential shareholders, the investment community and other stakeholders by: (1) assessing and nominating (or recommending to the Board for its nomination) strong and capable candidates to serve on the Board; (2) making recommendations as to the size, composition, structure, operations, performance and effectiveness of the Board; (3) overseeing the Company's chief executive officer succession planning process; (4) conducting the annual review of the chief executive officer; (5) developing and recommending to the Board a set of corporate governance principles; and (6) taking a leadership role in shaping the corporate governance of the Company.

The Nominating & Governance Committee met five times during fiscal 2007 and routinely reported its activities to the full Board. At these meetings, it, among other things:

- reviewed the chief executive officer's performance as well as management's assessment of the Company's performance;

- considered and proposed to the shareholders that two Class II directors and four Class III directors be re-appointed at the 2007 Annual General Meeting of Shareholders to serve a further term;

- reviewed the qualifications of potential candidates to serve as members of the Board and discussed the size and composition of the Board;

- discussed succession plans for the Board;

- assessed (1) each director's independence based upon the Company's independence standards and those of the NYSE and (2) the financial literacy, potential qualification as an audit committee financial expert and service on the audit committees of other public companies of each of the members of the Audit Committee, and made recommendations to the Board regarding these matters;

- discussed and approved the Board's committee structure and assignments and the compensation of members of the Audit Committee;

- conducted a confidential survey of the Board designed to evaluate (and improve, as needed) the operation and performance of the Board and each of its committees and designed and distributed to each Board member a self-assessment survey designed to enhance each member's participation and role as a member of the Board, which was reviewed with the member by either the chair of the committee or the lead director; and

- discussed best practices and evolving developments in the area of corporate governance, including governance ratings for the Company.

The Nominating & Governance Committee will continue to focus on ensuring that the Company's governance model promotes the efficient and thorough governance of the Company for its benefit and that of its shareholders.

THE NOMINATING & GOVERNANCE COMMITTEE

Wulf von Schimmelmann, Chair

Dennis F. Hightower
Nobuyuki Idei

Finance Committee Report

The Finance 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 purpose of the Finance Committee is to assist the Board by providing guidance and oversight of the Company's: (1) capital structure and corporate finance strategy and activities; (2) share redemptions and purchases; (3) treasury function and investment and financial risk management; (4) defined contribution and benefit plans; (5) insurance plans; and (6) major acquisitions.

During fiscal 2007, the Finance Committee met six times and reported its activities to the full Board. During these meetings, it, among other things:

reviewed and discussed the Company's cash and capital plans;

approved and recommended to the full Board proposals to (1) repurchase otherwise restricted shares at a discount via a modified Dutch auction procedure, (2) file a shelf registration statement to allow the Company to issue freely tradable Accenture Ltd Class A common shares in lieu of cash upon redemptions of Accenture SCA Class I common shares, (3) modify certain transfer restrictions applicable to current senior executives and (4) authorize other share repurchase activities;

discussed the Company's merger and acquisitions plans and activities;

recommended to the full Board approval of the Company's annual dividend; and

reviewed and discussed the Company's treasury function, insurance programs and pension and other retirement plans.

THE FINANCE COMMITTEE

Dina Dublon, Chair
Marjorie Magner
Sir Mark Moody-Stuart

PROPOSAL NO. 2 APPROVAL OF PROPOSED BYE-LAW AMENDMENT

The Board has approved a proposed amendment to our bye-laws which would enable Accenture to deliver future copies of our proxy materials to shareholders electronically by posting these materials on an Internet website and sending our shareholders a notice of Internet availability of the materials. The text of the proposed bye-law amendment is attached as Annex A to this proxy statement.

Background; Reasons for and General Effect of the Proposed Amendment

Currently, the bye-laws of Accenture Ltd permit us to deliver notices or other documents to our shareholders through a variety of means, including personally, by mail, by other delivery to the registered address of a shareholder or by electronic means. Until recently, electronic means under Bermuda law did not permit delivery by publication of the documents on an Internet website. In December 2006, the Companies Act 1981 of Bermuda (Bermuda Law) was amended to permit companies to deliver documents to shareholders by publication of the documents on an Internet website and notification of that publication but *only* if, among other things, the shareholder has provided prior consent to the delivery of the documents in this manner.

In addition, the SEC recently amended its rules to provide shareholders with a choice as to how they wish to receive their proxy materials each year. Under the SEC's new rules, shareholders can choose to receive our proxy materials electronically by Accenture's posting of the materials on a publicly-accessible Internet website and providing notice to shareholders of their availability, or they may elect to receive these materials in paper form. These new rules will become effective for us on January 1, 2008. Because we desire to provide our shareholders with this choice now, Accenture has decided to voluntarily comply with these new requirements early and has posted our proxy materials on the website identified on page 5 above as an additional convenience to our shareholders.

In order for Accenture to be able to fully implement the SEC's new shareholder choice delivery of proxy materials via an Internet website, and to comply with Bermuda Law, we are submitting for shareholder approval a proposed bye-law amendment which will provide that we may deliver proxy materials to our shareholders by publication on an Internet website and sending a notice of Internet availability. The new bye-law will also constitute the required prior consent from each shareholder. We have been advised by Bermuda counsel that this proposed amendment is compliant with Bermuda Law. It will also permit Accenture to fully effectuate the SEC's new shareholder choice proxy delivery rules. Consistent with SEC rules, our shareholders will be able to receive delivery of our future proxy materials via an Internet website with our delivery to them of a paper notice of Internet availability of the posting.

The proposed amendment will *not* in any way affect the rights of our shareholders under SEC rules to receive proxy materials in paper form upon their request. As required by the SEC, if Accenture delivers its proxy materials via an Internet website in the future, shareholders will be able to request paper copies of these materials, for the particular meeting at issue or for all future meetings, by following the instructions provided in the notice of Internet availability.

If the proposed bye-law amendment is not approved by shareholders, the existing provisions in the bye-laws concerning delivery of required documents to our shareholders will remain in full force and effect.

THE BOARD RECOMMENDS THAT YOU VOTE FOR APPROVAL OF THE BYE-LAW AMENDMENT.

PROPOSAL NO. 3 RE-APPOINTMENT OF INDEPENDENT AUDITORS

Our shareholders have the authority to appoint our independent auditors and to authorize the Board, acting through the Audit Committee, to determine the auditors' remuneration. Upon the Audit Committee's recommendation, the Board has recommended the re-appointment of KPMG LLP as the independent auditors to audit our consolidated financial statements for the fiscal year ending August 31, 2008. The Board is asking our shareholders to approve the re-appointment of KPMG LLP as auditors to hold office until our annual general meeting of shareholders in 2009 and to approve the Audit Committee's authority to determine the auditors' remuneration.

We expect that one or more representatives of KPMG LLP 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 BOARD RECOMMENDS THAT YOU VOTE FOR THE RE-APPOINTMENT OF KPMG LLP AND THE AUDIT COMMITTEE'S AUTHORITY TO DETERMINE KPMG LLP'S REMUNERATION.

INDEPENDENT AUDITORS FEES**Independent Auditors Fees**

In connection with the audit of our financial statements and internal control over financial reporting for fiscal 2007, the Company, through the chair of the Audit Committee, entered into an agreement with KPMG LLP that sets forth the terms by which KPMG LLP will perform audit services for the Company. That agreement provides for alternative dispute-resolution procedures to be followed in lieu of litigation in the case of any dispute between the parties. Punitive damages may not be awarded in any procedure submitted to arbitration under the agreement.

The following table describes fees for professional audit services rendered by KPMG LLP and its affiliates (KPMG), Accenture Ltd s principal accountant, for the audit of our annual financial statements for the years ended August 31, 2007 and August 31, 2006 and internal control over financial reporting, and fees billed for other services rendered by KPMG during these periods.

	2007	2006
	(in thousands)	
Audit Fees(1)	\$ 11,567	\$ 12,297
Audit-Related Fees(2)	581	399
Tax Fees(3)	2	0
All Other Fees(4)	26	31
Total	\$ 12,176	\$ 12,727

- (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 Ltd s and Accenture SCA s annual financial statements and review of financial statements included in Accenture s Forms 10-Q and Form 10-K. Audit Fees include fees for the audit of Accenture 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 Ltd s and Accenture SCA s financial statements and not included in Audit Fees. Audit-Related Fees also include fees for accounting advice and opinions related to various employee benefit plans and fees for services to issue Statement on Auditing Standards No. 70 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.

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. KPMG LLP's engagement to conduct the audit of Accenture Ltd for fiscal 2007 was approved by the Audit Committee on February 7, 2007. Additionally, each permissible audit and non-audit engagement or relationship between Accenture and KPMG LLP entered into since September 1, 2005 has been reviewed and approved by the Audit Committee, as provided in its charter.

COMPENSATION OF EXECUTIVE OFFICERS AND DIRECTORS

Compensation Discussion and Analysis

[to be filed with definitive proxy materials]

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)(1)	Bonus (\$)(2)	Stock Awards (\$)(3)	Option Awards (\$)(4)	Change in Pension Value and Non-Qualified Incentive Plan Compensation			Total (\$)
						Non-Equity Compensation (\$)(5)	Deferred Compensation (\$)(6)	All Other Compensation (\$)(6)	
William D. Green, Executive Director (present)	2007	\$ 903,420 \$ 1,644,330	\$ 1,741,400	\$ 7,192,154	\$ 54,015	\$ 450,000	\$ 10,666	\$ 11,995	
Michael J. Craig, Financial Officer (October 31, 2006; present)	2007	\$ 768,900 \$ 900,000	\$ 1,263,240	\$ 529,848	\$ 40,078	\$ 230,670	\$ 12,201	\$ 3,744	
Michael G. McGrath, Financial Officer (October 31, 2006); International Chairman (October 31, 2006; August 31, 2007)	2007	\$ 983,838 \$ 1,076,852	\$ 1,171,800(7)				\$ 17,131	\$ 3,249	
Heinz Flöther(8), Chief Executive Systems Integration, Technology & Delivery	2007	\$ 916,698 \$ 1,408,859	\$ 1,405,062	\$ 1,904,662	\$ 42,483	\$ 300,298	\$ 11,004	\$ 5,989	
John Foster(9), Chief Executive Management Consulting	2007	\$ 1,003,767 \$ 1,435,416	\$ 1,482,457	\$ 1,130,754	\$ 47,694	\$ 316,779	(10)	\$ 5,416	
Thomas J. Rohleder, Operating Director	2007	\$ 851,250 \$ 1,088,250	\$ 1,408,440	\$ 1,731,727	\$ 40,078	\$ 255,375	\$ 12,371	\$ 5,387	

- (1) For each of the named executive officers other than Mr. Green, amounts reported in the first line of this column represent base compensation earned during the year ended August 31, 2007, and amounts reported in the second line of the column represent performance compensation paid during the year ended August 31, 2007. The performance compensation paid in each compensation year is based on the executive's job performance rating for the prior fiscal year and was paid as a component of monthly pay. For Mr. Green, the amount reported in the first line of this column represents the base component of his salary earned during the year ended August 31, 2007, and the amount reported on the second line represents the performance component of his monthly pay paid in fiscal 2007. Performance compensation for Mr. Green paid in each compensation year is based on his job performance for the prior fiscal year. For a discussion of our base and performance compensation and the elements of Mr. Green's salary, see Compensation Discussion & Analysis Elements of Executive Compensation Cash Compensation.
- (2) Represents the transition bonus to be paid in December 2007 to each named executive officer, other than Mr. McGrath, based on the executive's individual job performance during fiscal year 2007. Amounts to be paid to Messrs. Flöther and Foster are approximate based on estimated currency conversion rate for the future payment date. For a discussion of the Transition Bonus, see Compensation Discussion & Analysis Elements of Executive Compensation Cash Compensation Types of Cash Compensation. Mr. McGrath's bonus is described in Footnote 7 to this table.
- (3) Represents dollar amount recognized for financial statement reporting purposes in fiscal 2007 in accordance with FAS 123R for grants of restricted share units during the year, disregarding any estimates of forfeitures based on service-based vesting conditions. The assumptions made when calculating the amounts in this column are found in Note 11 (Share-Based Compensation) to our Consolidated Financial Statements in Part I, Item 8 of our Annual Report on Form 10-K for the year ended August 31, 2007. Terms of the awards are summarized under Compensation Discussion & Analysis Elements of

Executive Compensation Long Term Equity Compensation above and in the narrative following the Grants of Plan-Based Awards table below. The amounts recognized for each executive include the following:

	Mr. Green	Ms. Craig	Mr. Flöther	Mr. Foster	Mr. Rohleder
2005 Key Executive Performance Program	\$ 333,349		\$ 105,219	\$ 250,000	\$ 350,000
2006 Key Executive Performance Program	\$ 1,146,871		\$ 161,968	\$ 360,906	\$ 505,267
2007 Key Executive Performance Program	\$ 2,999,991	\$ 312,497	\$ 992,054	\$ 312,497	\$ 437,496
2007 Senior Executive Performance Award		\$ 106,243	\$ 126,545	\$ 96,244	\$ 96,244
2007 Senior Officer Performance Equity Award	\$ 2,666,650	\$ 111,108	\$ 388,876	\$ 111,107	\$ 333,330
Voluntary Equity Investment Program	\$ 45,293		\$ 130,000		\$ 9,390
Total	\$ 7,192,154	\$ 529,848	\$ 1,904,662	\$ 1,130,754	\$ 1,731,727

- (4) Represents dollar amount recognized for financial statement reporting purposes in fiscal 2007 in accordance with FAS 123R for grants of partner performance options (granted in fiscal 2005), disregarding any estimates of forfeitures based on service-based vesting conditions. The assumptions made when calculating the amounts in this column are found in Note 11 (Share-Based Compensation) to our Consolidated Financial Statements in Part I, Item 8 of our Annual Report on Form 10-K. All of our named executive officers were awarded grants of partner performance options in February 2005 for performance in fiscal 2004, except Mr. Green, who was not awarded partner performance options until October 2005 due to an administrative error.
- (5) Amounts reflect payments to be made in December 2007 under the annual cash bonus plan, summarized under Compensation Discussion & Analysis Senior Officer Elements of Executive Compensation Cash Compensation above. Amounts to be paid to Messrs. Flöther and Foster later this month are approximate based on estimated currency conversion rates.
- (6) Amounts reflect the aggregate incremental cost of perquisites provided to the named executive officer (except with respect to Mr. Foster, for whom the aggregate incremental cost is less than \$10,000), including life insurance premiums, matching gifts to educational institutions under our charitable gift matching program, medical exams, tax-return preparation services, and laptop computer allowances. Amounts for these items are not quantified because they do not exceed the greater of \$25,000 or 10% of the total amount of perquisites. In addition, on a single occasion, a named executive officer traveling on Company business was accompanied by family members on a flight operated by an outside vendor and paid for by the Company, resulting in de minimus additional incremental cost (not included in the above total). Also included for Mr. Rohleder is an \$820 tax gross up payment, paid as reimbursement for taxes paid in a jurisdiction in which Mr. Rohleder provided services to the Company. This resulted in taxes due in excess of the rate applicable to his home jurisdiction.
- (7) Represents three cash bonus payments in equal amounts of \$390,600 that were awarded on three different dates in fiscal 2007 in recognition of Mr. McGrath's continued service as chief financial officer through October 31,

2006 and thereafter assuming the role of international chairman, as further described above under the heading Compensation Discussion & Analysis Elements of Executive Compensation Cash Compensation Additional Bonus for Former Chief Financial Officer.

- (8) Mr. Flöther, who is based in Germany, is compensated in Euro. We have converted his cash compensation to U.S. dollars based on average monthly translation rates over the annual period.
- (9) Mr. Foster, who is based in England, is compensated in British pounds. We have converted his cash compensation to U.S. dollars based on average monthly translation rates over the annual period.
- (10) Aggregate amount is below \$10,000.

Grants of Plan-Based Awards for Fiscal 2007

Grant Date	Date of Compensation Committee Approval	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Underlying Stock or Units	All Other Stock Awards: Number of Options (Share)	Exercise or Base Price	Grant Date	Fair Value of Stock Awards
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)					
12/7/ 2006	11/23/2005		\$ 400,000									
1/1/ 2007	11/27/2006							107,787(4)				\$ 3,999,9
1/1/ 2007	11/27/2006				53,893	107,787	161,681					\$ 3,999,9

The Company's independent registered public accountant has issued its report on the effectiveness of the Company's internal control over financial reporting. The report appears on the next page.

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
Seneca Foods Corporation
Marion, New York

We have audited Seneca Foods Corporation's internal control over financial reporting as of March 31, 2016, based on criteria established in Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Item 9A, Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Item 9A, Management's Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Gray & Company, which was acquired on October 30, 2015, and Diana Fruit Co., Inc., which was acquired on February 16, 2016 and which are included in the consolidated balance sheets of Seneca Foods Corporation as of March 31, 2016, and the related consolidated statements of net earnings, comprehensive income, stockholders' equity, and cash flows for the year then ended. Gray & Company constituted 4.0% of total assets and Diana Fruit Co., Inc. constituted 1.9% of total assets, respectively, as of March 31, 2016, and Gray & Company constituted 1.8% and (2.8)% of revenues and net earnings (loss), respectively, and Diana Fruit Co., Inc. constituted 0.2% and (0.3)% of revenues and net earnings (loss), respectively, for the year then ended March 31, 2016. Management did not assess the effectiveness of internal control over financial reporting of Gray & Company or Diana Fruit Co., Inc. because of the timing of the acquisitions which was completed on October 30, 2015 and February 16, 2016, respectively. Our audit of internal control over financial reporting of Seneca Foods Corporation also did not

include an evaluation of the internal control over financial reporting of Gray & Company and Diana Fruit Co.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2016, based on the COSO criteria.

We have also audited, in accordance with the standards of the Public Company Accounting Standards Board (United States), the consolidated balance sheets of Seneca Foods Corporation as of March 31, 2016 and 2015, and the related consolidated statements of net earnings, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended March 31, 2016 and our report dated June 8, 2016 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP
Milwaukee, Wisconsin

June 8, 2016

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Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting (as defined in rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2016 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B

Other Information

None.

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PART III

Item 10

Directors, Executive Officers and Corporate Governance

The information regarding directors is incorporated herein by reference from the section entitled "Information Concerning Directors" in the Company's definitive Proxy Statement ("Proxy Statement") to be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, for the Company's Annual Meeting of Stockholders to be held on July 29, 2016. The Proxy Statement will be filed within 120 days after the end of the Company's fiscal year ended March 31, 2016.

The information regarding executive officers is incorporated herein by reference from the section entitled "Executive Officers" in the Proxy Statement.

The information regarding compliance with Section 16(a) of the Exchange Act is incorporated herein by reference from the section entitled "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement.

Information regarding the Company's code of business conduct and ethics found in the subsection captioned "Available Information" in Item 1 of Part I hereof is also incorporated herein by reference into this Item 10.

The information regarding the Company's audit committee, its members and the audit committee financial experts is incorporated herein by reference from the subsection entitled "Audit Committee" in the section entitled "Board Governance" in the Proxy Statement.

Item 11

Executive Compensation

The information included under the following captions in the Proxy Statement is incorporated herein by reference: "Compensation Discussion and Analysis," "Summary Compensation Table," "Grants of Plan-Based Awards in Fiscal Year 2016," "Outstanding Equity Awards at 2016 Fiscal Year-End," "Stock Vested in Fiscal Year 2016," "Pension Benefits," "Compensation of Directors" and "Compensation Committee Interlocks." The information included under the heading "Compensation Committee Report" in the Proxy Statement is incorporated herein by reference; however, this information shall not be deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C, or to the liabilities of Section 18 of the Exchange Act.

Item 12

Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information regarding security ownership of certain beneficial owners and management is incorporated herein by reference from the sections entitled "Security Ownership of Certain Beneficial Owners" and "Security Ownership of Management and Directors" in the Proxy Statement.

Item 13

Certain Relationships and Related Transactions, and Director Independence

The information regarding transactions with related parties and director independence is incorporated herein by reference from the sections entitled "Independent Directors" and "Certain Transactions and Relationships" in the Proxy Statement.

Item 14

Principal Accountant Fees and Services

The information regarding principal accountant fees and services is incorporated herein by reference from the section entitled "Principal Accountant Fees and Services" in the Proxy Statement.

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PART IV

Item 15

Exhibits and Financial Statement Schedule

A. Exhibits, Financial Statements, and Supplemental Schedule

1. Financial Statements the following consolidated financial statements of the Registrant, included in the 2016 Annual Report, are incorporated by reference in Item 8:

Consolidated Statements of Net Earnings – Years ended March 31, 2016, 2015 and 2014

Consolidated Statements of Comprehensive Income (Loss) – Years ended March 31, 2016, 2015 and 2014

Consolidated Balance Sheets March 31, 2016 and 2015

Consolidated Statements of Cash Flows – Years ended March 31, 2016, 2015 and 2014

Consolidated Statements of Stockholders' Equity – Years ended March 31, 2016, 2015 and 2014

Notes to Consolidated Financial Statements – Years ended March 31, 2016, 2015 and 2014

Reports of Independent Registered Public Accounting Firm

Pages

2. Supplemental Schedule:

Report of Independent Registered Public Accounting Firm on Schedule	18
Schedule II—Valuation and Qualifying Accounts	19

Other schedules have not been filed because the conditions requiring the filing do not exist or the required information is included in the consolidated financial statements, including the notes thereto.

3. Exhibits:

Exhibit Number Description

3.1	The Company's Restated Certificate of Incorporation, (incorporated by reference to the Company's Current Report on Form 8-K dated August 11, 2010).
3.2	The Company's Bylaws (incorporated by reference to Exhibit 3.3 to the Company's Quarterly Report on Form 10-Q/A filed August 18, 1995 for the quarter ended July 1, 1995)
3.3	Amendment to the Company's Bylaws (incorporated by reference to Exhibit 3 to the Company's Current Report on Form 8-K dated November 6, 2007)
10.1	Second Amended and Restated Loan and Security Agreement dated as of July 20, 2011 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent and issuing bank, RBS Citizens, N.A., as syndication agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated with RBS Citizens, N.A., as joint lead arrangers (incorporated by reference to Exhibit 10.1 to the Company's Current Report

on Form 8-K dated July 26, 2011).

10.2 First Amendment to the Second Amended and Restated Loan and Security Agreement dated as of August 1, 2011 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent and issuing bank, RBS Citizens, N.A., as syndication agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated with RBS Citizens, N.A., as joint lead arrangers (incorporated by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K filed with the SEC for the fiscal year ended March 31, 2013).

10.3 Second Amendment to the Second Amended and Restated Loan and Security Agreement dated as of December 20, 2012 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent and issuing bank, RBS Citizens, N.A., as syndication agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated with RBS Citizens, N.A., as joint lead arrangers (incorporated by reference to Exhibit 10.5 to the Company's Annual Report on Form 10-K filed with the SEC for the fiscal year ended March 31, 2013).

10.4 Third Amendment to the Second Amended and Restated Loan and Security Agreement dated as of March 5, 2013 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent and issuing bank, RBS Citizens, N.A., as syndication agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated with RBS Citizens, N.A., as joint lead arrangers (incorporated by reference to Exhibit 10.6 to the Company's Annual Report on Form 10-K filed with the SEC for the fiscal year ended March 31, 2013).

- 10.5 Fourth Amendment to the Second Amended and Restated Loan and Security Agreement dated as of December 16, 2013 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent and issuing bank, RBS Citizens, N.A., as syndication agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated with RBS Citizens, N.A., as joint lead arrangers (incorporated by reference to Exhibit 10.7 to the Company's Annual Report on Form 10-K filed with the SEC for the fiscal year ended March 31, 2014).
- 10.6 Fifth Amendment to the Second Amended and Restated Loan and Security Agreement dated as of April 1, 2014 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent and issuing bank, RBS Citizens, N.A., as syndication agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated with RBS Citizens, N.A., as joint lead arrangers (incorporated by reference to Exhibit 10.8 to the Company's Annual Report on Form 10-K filed with the SEC for the fiscal year ended March 31, 2014).
- 10.7 Sixth Amendment to the Second Amended and Restated Loan and Security Agreement dated as of June 17, 2014 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent and issuing bank, RBS Citizens, N.A., as syndication agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated with RBS Citizens, N.A., as joint lead arrangers (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC for the quarter ended June 28, 2014).
- 10.8 Seventh Amendment to the Second Amended and Restated Loan and Security Agreement dated as of November 6, 2014 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent and issuing bank, RBS Citizens, N.A., as syndication agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated with RBS Citizens, N.A., as joint lead arrangers (incorporated by reference to Exhibit 10.10 to the Company's Annual Report on Form 10-K filed with the SEC for the year ended March 31, 2015).
- 10.9 Eighth Amendment to the Second Amended and Restated Loan and Security Agreement dated as of November 2, 2015 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent and issuing bank, RBS Citizens, N.A., as syndication agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated with RBS Citizens, N.A., as joint lead arrangers (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC for the quarter ended December 26, 2015).
- 10.10 Ninth Amendment to the Second Amended and Restated Loan and Security Agreement dated as of December 23, 2015 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent and issuing bank, RBS Citizens, N.A., as syndication agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated with RBS Citizens, N.A., as joint lead arrangers (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the SEC for the quarter ended December 26, 2015).
- 10.11 Tenth Amendment to the Second Amended and Restated Loan and Security Agreement dated as of February 16, 2016 by and among Seneca Foods Corporation, Seneca Foods, LLC, Seneca Snack Company, certain other subsidiaries of Seneca Foods Corporation, the financial institutions party thereto as lenders, Bank of America, N.A., as agent and issuing bank, RBS Citizens, N.A., as syndication agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated with RBS Citizens, N.A., as joint lead arrangers (filed herewith).
- 10.12 Indemnification Agreement between the Company and the directors of the Company (incorporated by reference to Exhibit 10 to the Company's Annual report on Form 10-K for the fiscal year ended March 31, 2002)
- 10.13*Seneca Foods Corporation Executive Profit Sharing Bonus Plan (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 (No. 333-166846))
- 10.14*Seneca Foods Corporation Manager Profit Sharing Bonus Plan (incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form S-8 (No. 333-166846))
- 13The material contained in the 2016 Annual Report to Shareholders under the following headings: "Five Year Selected Financial Data", "Management's Discussion and Analysis of Financial Condition and Results of Operations", Consolidated Financial Statements and Notes thereto including Independent Auditors' Report, "Quantitative and Qualitative Disclosures about Market Risk", and "Shareholder Information and Quarterly

- Results" (filed herewith)
- 21 List of Subsidiaries (filed herewith)
- 23 Consent of BDO USA, LLP (filed herewith)
- 24 Powers of Attorney (filed herewith)
- 31.1 Certification of Kraig H. Kayser pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)
- 31.2 Certification of Timothy J. Benjamin as Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)

32 Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed
herewith)

The following materials from Seneca Foods Corporation's Annual Report on Form 10-K for the year ended March 31, 2016, formatted in XBRL (eXtensible Business Reporting Language): (i) consolidated balance sheets, (ii) 101 consolidated statements of net earnings, (iii) consolidated statements of comprehensive income, (iv) consolidated statements of cash flows, (v) consolidated statement of stockholders' equity and (vi) the notes to the consolidated financial statements

* Indicates management or compensatory agreement

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Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders
Seneca Foods Corporation
Marion, New York

The audits referred to in our report dated June 8, 2016 relating to the consolidated financial statements of Seneca Foods Corporation, which is incorporated in Item 8 of Form 10-K by reference to the Annual Report to Shareholders for the year ended March 31, 2016, also included the audit of the financial statement schedule listed in the accompanying index. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement schedule based on our audits. In our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ BDO USA, LLP
Milwaukee, Wisconsin

June 8, 2016
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Schedule II
 VALUATION AND QUALIFYING ACCOUNTS
 (In thousands)

	Balance at beginning of period	Charged/ (credited) to income	Charged to other accounts	Deductions from reserve	Balance at end of period
Year-ended March 31, 2016:					
Allowance for doubtful accounts	\$ 145	\$ (47)	\$ ¾	\$ 13	(a) \$ 111
Income tax valuation allowance	\$ 1,787	\$ 74	\$ ¾	\$ ¾	\$ 1,861
Year-ended March 31, 2015:					
Allowance for doubtful accounts	\$ 160	\$ 45	\$ ¾	\$ (60)	(a) \$ 145
Income tax valuation allowance	\$ 390	\$ 1,397	\$ ¾	\$ ¾	\$ 1,787
Year-ended March 31, 2014:					
Allowance for doubtful accounts	\$ 201	\$ 23	\$	\$ (64)	(a) \$ 160
Income tax valuation allowance	\$ 758	\$ (368)	\$ ¾	\$ ¾	\$ 390

(a) Accounts written off, net of recoveries.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SENECA FOODS CORPORATION

/s/Timothy J. Benjamin

June 8, 2016

Timothy J. Benjamin

Senior Vice President, Chief Financial Officer and Treasurer

Pursuant to the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signature	Title	Date
* _____ Arthur S. Wolcott	Chairman and Director	June 8, 2016
<u>/s/Kraig H. Kayser</u> Kraig H. Kayser	President, Chief Executive Officer, Director	June 8, 2016
<u>/s/Timothy J. Benjamin</u> Timothy J. Benjamin	Senior Vice President, Chief Financial Officer and Treasurer	June 8, 2016
<u>/s/Jeffrey L. Van Riper</u> Jeffrey L. Van Riper	Vice President, Controller, and Secretary (Principal Accounting Officer)	June 8, 2016
* Arthur H. Baer	Director	June 8, 2016
* Peter R. Call	Director	June 8, 2016
* _____ John P. Gaylord	Director	June 8, 2016
* _____ Susan A. Henry	Director	June 8, 2016
Samuel T. Hubbard, Jr.	Director	June 8, 2016
* _____ Samuel T. Hubbard, Jr.	Director	June 8, 2016

June 8,
2016

Thomas Paulson

*

Director

June 8,
2016

Susan W. Stuart

/s/Kraig H. Kayser

*By Kraig H. Kayser,
Attorney-in-fact

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