

## ACCENTURE LTD

### NOMINATING & GOVERNANCE COMMITTEE CHARTER

#### I. PURPOSE

The Nominating & Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Accenture Ltd (the “Company”) shall provide assistance to the Board in fulfilling its responsibility to the Company and to its shareholders, potential shareholders, the investment community and other stakeholders by:

- (i) Assessing and selecting/nominating (or recommending to the Board for its selection/nomination) strong and capable candidates to serve on the Board;
- (ii) Making recommendations as to the size, composition, structure, operations, performance and effectiveness of the Board;
- (iii) Overseeing the Company’s chief executive officer (CEO) succession planning process;
- (iv) Conducting an annual review of the Company’s CEO;
- (v) Developing and recommending to the Board a set of corporate governance principles, including independence standards; and
- (vi) Otherwise taking a leadership role in shaping the corporate governance of the Company.

The Committee will fulfill these responsibilities primarily by carrying out the activities enumerated in Section IV of this Charter.

#### II. COMPOSITION

The Committee shall be comprised of three or more directors as determined by the Board. All members of the Committee will be “independent” in accordance with the rules of the New York Stock Exchange and applicable legal requirements.

The members of the Committee shall be appointed by the Board at the annual organizational meeting of the Board and shall serve until the next such organizational meeting of the Board or until their successors shall be duly elected and qualified. The members of the Committee may be removed, with or without cause, by a majority vote of the Board.

Unless a Chairperson is elected by the full Board, the members of the Committee may designate a Chairperson by majority vote of its membership. The Chairperson will chair all regular sessions of the Committee and will set the agenda for the Committee meetings.

### III. MEETINGS

The Committee shall meet as frequently as circumstances dictate. Meetings of the Committee may be held in person or telephonically at any time. The Committee shall meet as needed with the CEO and such other executive officers and others within the Company as it determines appropriate to fulfilling its responsibilities hereunder.

### IV. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in Section I of this Charter. These functions should serve as a guide, with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that it deems appropriate. The Committee shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention.

To fulfill its responsibilities and duties, the Committee shall:

#### Board Selection, Composition and Evaluation

- (i) Make recommendations regarding the size and composition of the Board, addressing, without limitation:
  - a. the absolute numbers of Board members;
  - b. the balance between inside (i.e., employee), external and independent directors; and
  - c. the committee structure.
- (ii) Identify individuals believed to be qualified candidates for Board membership. This process shall include, but is not limited to,
  - a. determining the desired qualifications and criteria for Board members, including skills, experience, qualities, desired diversity and the like;
  - b. recommending to the Board definitions of “independence” and “conflicts of interest” for Board members, as well as guidance on time commitments and other directorships;
  - c. retaining (within its sole authority) external support to assist in the search for qualified candidates; and
  - d. overseeing due diligence as to candidates for nomination or re-nomination as Board members.

- (iii) Conduct an annual evaluation of the overall effectiveness of the Board. This evaluation (and resulting recommendations) shall address, but is not limited to,
  - a. the Board's structure and composition;
  - b. the Board's independence, commitment and accountability;
  - c. the Board's involvement in setting the Company's strategy and monitoring its execution;
  - d. the Board's oversight of management and monitoring of management succession planning;
  - e. the Board's focus on the most critical issues and risks;
  - f. the clarity between the roles of the Board and management;
  - g. the adequacy of access to information, employees and experts in a timely manner; and
  - h. the appropriateness of each of the committee Charters and the functioning of the committees with respect to those Charters.

#### Committee Selection and Composition

- (i) Recommend members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the Charter for such committee, as well as to any other factors the Committee deems relevant and, where appropriate, make recommendations regarding the removal of any member of any committee;
- (ii) Recommend members of the Board to serve as the Chairs of committees of the Board;
- (iii) Establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, as well as the qualifications and criteria for membership on each such committee and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any Board committee; and
- (iv) As may be appropriate, make recommendations to the Board for the creation of additional committees or the elimination of Board committees.

#### Corporate Governance

- (i) Consider the adequacy of the constituent documents of the Company; and
- (ii) Develop and recommend to the Board a set of corporate governance guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate.

### Continuity / Succession Planning Process

- (i) Oversee the development and implementation of an effective orientation program for new members of the Board;
- (ii) Oversee the evaluation of management;
- (iii) Together with the Lead Director, conduct the annual review of the CEO;
- (iv) Ensure that an effective CEO succession plan is in place; and
- (v) Assess and recommend to the Board a successor to the CEO in the event of a vacancy of the position, unless the Board designates another committee for this purpose.

### Reports

- (i) Report regularly to the Board (i) following meetings of the Committee; (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities; and (iii) with respect to such recommendations as the Committee may deem appropriate.
- (ii) Maintain minutes or other records of meetings and activities of the Committee.

## **V. ANNUAL PERFORMANCE EVALUATION**

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Board shall also issue an annual evaluation of the Committee's performance.

*Updated July 2006*