

## ACCENTURE PLC

### NOMINATING & GOVERNANCE COMMITTEE CHARTER

#### I. PURPOSE

The Nominating & Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Accenture plc (the “Company”) shall discharge the Board’s responsibilities with respect to oversight of the following:

- (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 and non-independent chairman, if any;
- (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 members of the Board, each of whom shall be determined by the Board to be “independent” under the rules of the New York Stock Exchange and any other applicable listing or legal requirements.

The members of the Committee shall be appointed by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. A member of the Committee may be removed, with or without cause, by a majority vote of the Board.

Unless a chairperson (the “Chairperson”) is elected by the full Board, the members of the Committee shall designate a Chairperson by majority vote of the full Committee membership. The Chairperson shall be entitled to cast a vote to resolve any ties. The Chairperson will chair all regular sessions of the Committee and set the agenda for the Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

### **III. MEETINGS**

The Committee shall meet as frequently as circumstances dictate. Meetings of the Committee may be held at any time in person or by such electronic means as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously. The Committee shall meet as needed with the CEO, the non-independent chairman, if any, and such other executive officers and others within the Company as it determines appropriate to fulfilling its responsibilities hereunder.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite to its meetings any director, management or other personnel of the Company, or any third parties, as it deems appropriate in order to carry out its responsibilities.

### **IV. RESPONSIBILITIES AND DUTIES**

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities. The Committee may carry out additional functions and adopt additional policies and procedures as may be required or 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 from time to time.

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 authority to retain, oversee the work of, obtain the advice of and terminate legal counsel and other advisors, including search firms to assist it in identifying candidates to serve as directors of the Company. The Committee shall have the authority to approve the fees payable to such legal counsel or advisors and any other terms of retention. The Company shall provide appropriate funding for the payment of such fees and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

To fulfill its responsibilities and duties, the Committee shall:

#### Board Selection, Composition and Evaluation

- (i) Regularly review the composition of the Board and 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 and recommend to the Board candidates for election or re-election by the Board or by the shareholders at any meeting, including as necessary to fill vacancies and newly created directorships. In connection with this process, the Committee shall be authorized to, without limitation:
  - a. assess the skills and characteristics that are currently represented on the Board and in individual directors, as well as the skills and characteristics that the Board may find valuable in the future, and determine and recommend to the Board the desired qualifications and criteria for Board members, including skills, experience, qualities, desired diversity and the like;
  - b. recommend to the Board definitions of “independence” and “conflicts of interest” for Board members, as well as guidance on time commitments and other directorships; and
  - c. oversee due diligence as to candidates for nomination or re-nomination as Board members.
- (iii) Assess the independence of incumbent directors in determining whether to recommend them for re-election to the Board; and
- (iv) Conduct an annual evaluation of the overall effectiveness of the Board, the committees of the Board and individual directors. This evaluation (and resulting recommendations) shall address, but is not limited to:
  - a. the Board’s structure (including with respect to the leadership roles of the CEO, chairman and Lead Director, if any) 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, including with respect to the roles of the CEO and non-independent chairman, if any;
  - g. the adequacy of access to information, employees and experts in a timely manner; and
  - h. the appropriateness of each of the committee Charters, including the Committee’s Charter, 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 Board committees or the elimination of Board committees.

### Corporate Governance

- (i) Consider the adequacy of the constituent documents of the Company;
- (ii) Develop, recommend to the Board and review on a periodic, but no less than annual, basis 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;
- (iii) Review, approve, disapprove or ratify, as appropriate, Related Person Transactions as defined in, and in accordance with, the Company's Related Person Transaction Policy; and
- (iv) Oversee and make recommendations to the Board regarding the Company's response to shareholder proposals, other than proposals involving compensation matters.

### 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 Compensation Committee and the Lead Director, if any, conduct the annual review of the CEO and non-independent chairman, if any;
- (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:
  - a. following all meetings of the Committee;
  - b. with respect to such other matters that are relevant to the Committee's discharge of its responsibilities; and
  - c. with respect to such recommendations as the Committee may deem appropriate; and
- (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.

*Updated October 24, 2018*