

【表紙】

【提出書類】 外国会社臨時報告書

【提出先】 関東財務局長

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【会社名】 アクセンチュア・パブリック・リミテッド・カンパニー
(Accenture public limited company)

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クリフォードチャンス法律事務所外国法共同事業

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【縦覧に供する場所】 該当なし

(注 1) 本書において、「会社」又は「当社」とは、アクセントチュア・パブリック・リミテッド・カンパニー、又は、アクセントチュア・パブリック・リミテッド・カンパニー及びその子会社を集合的に指す。

(注 2) 本書において、「US\$」、「米ドル」はアメリカ合衆国ドル、「EUR」は欧州共同体設立条約（その後の修正を含む。）に基づき1999年 1 月 1 日に導入された単一通貨、「JPY」、「円」は日本円をいう。

(注 3) 2025年 8 月13日（日本時間）現在における株式会社三菱UFJ銀行発表の対顧客電信直物売買相場の米ドルの日本円に対する仲値は、1 米ドル = 147.84円であった。

(注 4) 換算後の金額において 1 円未満は四捨五入されている。

1【提出理由】

本外国会社臨時報告書は、アクセンチュア・パブリック・リミテッド・カンパニー改正2010年従業員株式購入制度 (Amended and Restated Accenture plc 2010 Employee Share Purchase Plan) (以下「ESPP」という。)に基づき一定の要件を満たす当社及び当社子会社の従業員(以下「Eligible Employees」という。)に付与される、当社のクラスA普通株式(以下「Class A Ordinary Shares」という。)を取得する権利(以下「Share Acquisition Right」という。)に関連して金融商品取引法第24条の5第4項及び第15項並びに企業内容等の開示に関する内閣府令第19条第2項第1号及び第2号の2の規定に基づき提出されるものである。

2【報告内容】

(1) Name of Securities

Share Acquisition Rights

Under the ESPP approved by the Compensation, Culture & People Committee of the Company's Board of Directors on 12 December 2023, Eligible Employees may elect to participate in the plan during the period from 15 September to 15 October 2025 (the "**Enrolment Period**"). Participants (the "**Participants**") will accumulate contributions through salary deductions during the period from 2 November 2025 to 1 May 2026 (the "**Contribution Period**"). On the last day of the Contribution Period, the Share Acquisition Rights will be exercised, and Participants will be allocated the corresponding number of Class A Ordinary Shares. Since Participants may withdraw from the plan up until 15 April 2026, the exercise of the option is considered voluntary, and therefore it qualifies as a Share Acquisition Right.

(2) Number of Share Acquisition Rights to be Issued

In Japan: 552,760

Outside Japan: 1,854,104

(Note 1) These are the estimated maximum numbers. 1 Class A Ordinary Share will be issued per 1 Share Acquisition Right. Accordingly, these numbers are equal to the estimated maximum number (fractional share to be disregarded) of Class A Ordinary Shares estimated to be delivered in Japan and outside Japan in accordance with the ESPP.

(Note 2) The estimated number of Class A Ordinary Shares are calculated by dividing the amount to be offered (JPY16,811,629,169 in Japan and US\$381,426,377 outside Japan) which is the maximum contribution amount (calculated according to the past exercised records of the ESPP as well as considering the estimated variation of the Participants' salaries) by the exercise price (the "**Exercise Price**") which is assumed hereby for the information purpose as US\$205.72 (JPY30,414, amounts less than JPY1 is rounded to the nearest JPY1 with JPY 0.5 rounded upwards), which is 85% of US\$242.02 being the Fair Market Value of the Shares as quoted on the New York Stock Exchange as at 13 August 2025. Fair Market Value means, on a given trading day, the mean of the highest and lowest trading prices of Accenture plc shares as quoted on the New York Stock Exchange (NYSE).

(3) Issue Price

In Japan: JPY0

Outside Japan: US\$0

(4) Aggregate Total Issue Amount

(i) Aggregate Total Amount of Share Acquisition Rights to be Issued

In Japan: JPY0

Outside Japan: US\$0

(ii) Aggregate Total Amount to be Paid Upon Exercise of Share Acquisition Rights

In Japan: JPY16,811,629,169 (estimated maximum amount, see Note 2 to Section 2(2))

Outside Japan: US\$381,426,377 (estimated maximum amount, see Note 2 to Section 2(2))

(5) Kind, Terms and Number of Shares Underlying the Share Acquisition Rights

(i) Kind of Shares

Class A ordinary shares of Accenture plc (registered, US\$0.0000225 par value)

(ii) Terms of Shares

Ordinary shares

(iii) Number of Shares

In Japan: 552,760 Class A Ordinary Shares (estimated maximum number, see Note 2 to Section 2(2))

Outside Japan: 1,854,104 Class A Ordinary Shares (estimated maximum number, see Note 2 to Section 2(2))

(6) Amount to be Paid Upon Exercise of the Share Acquisition Rights

Amount to be paid per share (the "**Exercise Price**") is to be decided on 1 May 2026 being the last day of the Contribution Period. During the Contribution Period, the Participants' payroll contributions will be accumulated in Japanese yen and the accumulated contributions will be converted to US dollars on the last day of the Contribution Period.

(7) Exercise Period of the Share Acquisition Rights

1 May 2026

(8) Conditions to Exercise the Share Acquisition Rights

Such that the Participants must be employees of the Company or any of the Participating Subsidiaries.

In the ESPP, the eligibility to participate is provided as follows:

(i) Definitions

The following capitalized terms used in the ESPP have the respective meanings set forth in this section:

Code: The Internal Revenue Code of 1986, as amended, or any successor thereto.

Committee: The Compensation, Culture & People Committee of the Board.

Company: Accenture plc, a company incorporated under the laws of Ireland with a registered number of 471706.

Option: A share option granted pursuant to the ESPP.

Participating Subsidiary: A Subsidiary of the Company that is selected to participate in the ESPP by the Committee in its sole discretion.

Shares: Class A ordinary shares of the Company.

Subsidiary: Any entity that, directly or indirectly, is controlled by the Company, and any entity in which the Company has a significant equity interest, in either case as determined by the Committee.

(ii) Eligibility

Any individual who is an employee of the Company or of a Participating Subsidiary is eligible to participate in the ESPP, unless any such employee is specifically excluded by the Committee (either individually or by reference to a group or category of employees) from participation. Without limiting the generality of the foregoing, the Committee may exclude from participation:

- (a) employees whose customary employment is twenty (20) hours or less per week within the meaning of Section 423(b)(4)(B) of the Code;
- (b) employees whose customary employment is for not more than five (5) months in any calendar year within the meaning of Section 423(b)(4)(C) of the Code;
- (c) employees who, if granted an Option would immediately thereafter own shares possessing five percent (5%) or more of the total combined voting power or value of all classes of shares of the Company or of its parent or Subsidiary corporation within the meaning of Section 423(b)(3) of the Code. For purposes of this section 8(ii)(c), the rules of Section 424(d) of the Code shall apply in determining share ownership of an individual, and Shares which the employee may purchase under outstanding Options shall be treated as Shares owned by the employee; and
- (d) employees who are highly compensated employees within the meaning of Section 414(q) of the Code.

(9) Amount to be Incorporated into Capital out of Issue Price of Shares Upon Exercise of Share Acquisition Rights

Not Applicable. No new shares will be issued at the time of exercise of the Share Acquisition Rights, but treasury shares will be delivered.

(10) Matters concerning the Transferability of the Share Acquisition Rights

Non-transferrable.

(11) Number and Breakdown of the Offerees of Acquisitions

Eligible Employees of the following subsidiaries in Japan: 29,803

Accenture Japan Ltd.

Avanade Japan K.K.

Shionogi Business Partner Co., Ltd.

(12) Relationship Between such Company to the Filing Company if any of the Offerees Belongs to a Company other than the Filing Company

All companies mentioned in (11) above are direct/indirect subsidiaries of Accenture plc.

(13) Arrangement Between the Offerees and the Filing Company

The arrangement is explained in this document and in the provisions set out in the ESPP.

(14) Amount of Issued Share Capital and Number of Issued Shares (as of 9 June 2025)

(i) Amount of Capital

EUR40,000 plus US\$15,270

(ii) Number of Issued Shares

Ordinary shares, par value EUR1.00 per share	40,000
Class A ordinary shares, par value US\$0.0000225 per share	680,343,350
Class X ordinary shares, par value US\$0.0000225 per share	302,818