



CODE OF BUSINESS CONDUCT AND ETHICS

ENDAVA PLC | MAY 2020

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1 INTRODUCTION

Endava plc (hereafter, ‘Endava’ or the ‘Company’) has a clear and unchanging purpose to create an environment and culture that breeds success, enabling our people to be the best they can be. It is underpinned by our values which guide the way we behave. Our Group policies form part of Endava’s Code of Conduct which focuses our attention on working respectfully with each other; on helping our clients to succeed by recognizing them as individuals; and on mitigating risk by delivering responsibly to the market and to our investors.

This Code of Business Conduct & Ethics (the “Code”) flows directly from a commitment to our core purpose and values, in particular our Open and Trusted values. We are committed to maintaining the highest standards of business conduct and ethics. Our combined efforts will enable us to make the right decisions that provide value and benefit our employees as well as our shareholders and clients. It is unacceptable to cut legal or ethical corners for the benefit of Endava or for personal benefit.

This Code is intended to deter wrongdoing as well as the appearance of wrongdoing. Doing the right thing is more important than winning while risking our reputation or the trust of our clients, partners and shareholders.

This Code is designed to ensure we:

- operate our business ethically and with integrity
- avoid actual or apparent conflicts of interest
- comply with the letter and spirit of all laws and Endava policies, including full, fair, accurate, timely and understandable disclosure in reports and documents we file with the U.S. Securities and Exchange Commission (the “SEC”) and in our other public communications
- protect company assets, including corporate opportunities and confidential information
- promote fair dealing practices
- promptly internally report suspected violations of this Code.

2 POLICY SCOPE

This Code applies to all of us: the directors, executives, employees, independent contractors and any other person who performs services for or on behalf of Endava and its subsidiaries and applies to all roles performed in an Endava office or client-based roles when working on client site. In addition to our own compliance, all of us must ensure that those we manage, and those that we hire to work on our behalf, comply with this Code.

3 HONEST AND ETHICAL CONDUCT

Consistent with our values, Endava staff must deal ethically, honestly and fairly with Endava’s partners, clients, contractors, suppliers, competitors, fellow employees, or anyone else with whom we have contact in the course of performing our jobs. Staff should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

4 CONFLICTS OF INTEREST

A conflict of interest may exist where the interests or benefits of one person or entity conflict or appear to conflict with the interests or benefits of Endava. Your decisions and actions should be based on the best interests of Endava and not based on personal relationships or benefits, either for yourself or for others. Employees must never use or attempt to use their position with Endava to obtain improper personal benefits.

A conflict of interest may arise in many situations. We cannot list them all in this Code. However, some examples include:

- serving as a director, employee or contractor for a company that has a business relationship with Endava or is a competitor of Endava
- having a financial interest in a competitor, supplier or customer of Endava, other than holding direct interest of less than a 1% in the equity of a publicly traded company
- receiving something of material value from a competitor, supplier or customer of Endava beyond entertainment or nominal gifts in the ordinary course of business, such as a meal or logo wear
- being asked to speak or participate at a conference where the conference sponsor has a real or potential business relationship with Endava (as a licensor, vendor, customer or investor, for example), and the sponsor offers waiver of registration fees, travel or accommodation arrangements or other benefits materially in excess of our standard benefits
- directly or indirectly using for personal gain, rather than for the benefit of Endava, an opportunity that you discovered through your role with Endava or your use of corporate property or information.

Evaluating whether a conflict of interest exists can be difficult and may involve a number of considerations. We encourage you to seek guidance from your manager. Please approach the People and Legal Teams if you have any questions or doubts. Please also reference our Conflicts of Interest Policy.

In the interest of clarifying the definition of “conflict of interest,” if any member of the board of directors of Endava (the “Board”) who is also a partner or employee of an entity that is a holder of Endava equity, or an employee of an entity that manages such an entity (each, a “Fund”), acquires knowledge of a potential transaction (investment transaction or otherwise) or other matter other than in connection with such individual’s service as a member of the Board (including, if applicable, in such individual’s capacity as a partner or employee of the Fund or the manager or general partner of a Fund) that may be an opportunity of interest for both Endava and such Fund, then, provided that such director has acted reasonably and in good faith with respect to the best interests of Endava, such an event shall be deemed not to be a “conflict of interest” under this Code.

If you are aware of an actual or potential conflict of interest, or are concerned that a conflict might develop, please discuss with your manager and then obtain approval from Endava’s Compliance Officer before engaging in that activity or accepting something of value. You can address any questions or concerns related to this Code, or any other matters relating to legal

or regulatory compliance, to our Compliance Officer by email at compliance.officer@endava.com.

We will abide by the securities laws that govern conflicts of interest by our executive officers and directors. As a result, the actions or relationships that will be considered conflicts with respect to our executive officers and directors are only those that meet the requirement for disclosure in our periodic filings with the SEC pursuant to Item 404 of Regulation S-K or Item 7.B of Form 20-F, as applicable, which are referred to as related party transactions. Such related party transactions must be approved by the Audit Committee of the Board as required by applicable laws and regulations, and provided such approval is obtained in advance and such transactions are publicly disclosed, such approval shall not be deemed a waiver of this Code. Please refer to our Conflicts of Interest Policy for further details.

5 PROTECTION AND PROPER USE OF COMPANY ASSETS

All employees should protect Endava's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited. Assets should be used for legitimate business purposes only.

The obligation to protect Endava's assets includes Endava's proprietary information, including intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business and marketing plans, ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

6 CONFIDENTIALITY

Employees should maintain the confidentiality of information entrusted to them by Endava or by its clients, suppliers or partners, except when disclosure is expressly authorized or is required or permitted by law. Confidential information includes all non-public information (regardless of its source) that might be of use to Endava's competitors or harmful to Endava or its clients, suppliers or partners if disclosed.

7 COMPLIANCE

Endava strives to comply with all applicable laws and regulations. It is your personal responsibility to adhere to the standards and restrictions imposed by those laws and regulations, including those relating to financial and accounting matters. The same applies to policies we adopt, such as this one. Even if conduct complies with the letter of the law or our policies, we must avoid conduct that will have an adverse impact on the trust and confidence of our clients, partners or investors.

For example, regardless of local practices or actions by competitors, you must never directly or indirectly make a payment (cash or any other items of value) to a foreign official or government employee to obtain or retain business for Endava, or to acquire any improper advantage. You must fully comply with all anti-corruption laws of the countries in which we do business, including the U.K. Bribery Act 2010 and the U.S. Foreign Corrupt Practices Act of

1971 which applies globally. For more information about the rules governing gifts to foreign officials, please reference our Anti-Bribery Policy.

8 ACCURATE FINANCIAL AND ACCOUNTING DISCLOSURES

Our principal executive officer, principal financial officer and people who perform similar functions are our “senior financial officers” and are responsible for ensuring that disclosures in our periodic reports, other documents filed with the SEC and other public communications are full, fair, accurate, timely and understandable.

9 BREACH OF POLICY

This Code is a statement of certain fundamental principles, policies and procedures that govern Endava staff in the conduct of our business. Reported violations of this Code will be investigated and appropriate action taken. We are committed to upholding our company values in all aspects of our work. Therefore, failure to comply with this Policy may result in disciplinary action, leading up to and including, termination of employment.

10 REPORTING

If you have a concern regarding conduct that you believe to be a violation of a law, regulation or this Code, or you are aware of questionable legal, financial or accounting matters, or simply are unsure whether a situation violates any applicable law, regulation or this Code, please:

- discuss the situation with your manager
- if your manager is involved in the situation or you are uncomfortable speaking with your manager, contact the Compliance Officer
- if you are uncomfortable speaking with the Compliance Officer because he or she works in your department or is one of your supervisors, please contact the Chief Financial Officer.

A toll-free compliance hotline and email address are also available to those who wish to ask questions about this Code, seek guidance on specific situations, submit concerns regarding questionable accounting or auditing matters, or report violations of this Code.

Type	Details
Phone	+ 44 (0) 800 652 3673 from the UK and Europe + 001 800 916 7037 from the US and LATAM (quote Endava’s company identifier no: 363282)
Email	compliance.officer@endava.com or, anonymously via our website at: https://irdirect.net/endava/whistleblower_iframe/

You may call the toll-free number or use the website if you prefer, although the Compliance Officer will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Your contact with the toll-free hotline or use of

the website will be kept strictly confidential to the extent reasonably possible within the objectives of this Code.

We expect our employees to do their best to comply with this Code. It is important that you stay vigilant to ensure there are no violations of this Code by anyone. Do not stay silent in the face of a potential violation. If you have knowledge of a potential violation and fail to report it via the process set forth above, you too may be subject to disciplinary action under this Code.

11 NO RETALIATION

Endava will not retaliate against any individual for filing a good-faith concern regarding known or suspected non-compliance with this Code or other acts of misconduct. Endava will not retaliate against any individual participating in the investigation of any such complaint either. Finally, Endava will not permit any such retaliation by any manager or executive officer, or by any company with which we contract.

12 GOVERNANCE & OVERSIGHT

The People Team is responsible for reviewing and updating this Policy annually, recommending final approval of the Policy - including significant revisions - to the Controls and Policy Committee, followed by the Endava Board.

13 WAIVERS OF THIS CODE

Any amendment or waiver of any provision of this Code must be approved in writing by the Board or, if appropriate, its delegate(s) and promptly disclosed when required pursuant to applicable laws and regulations. Any waiver or modification of this Code for a director, executive officer or senior financial officer will be promptly disclosed to shareholders if and as required by applicable law or the rules of any stock exchange on which any of Endava's equity securities are listed.

14 AMENDMENTS

This Code sets out Endava's general approach to the matters it covers and is non-contractual, which Endava may, at its discretion, vary or amend from time to time.