



REMUNERATION COMMITTEE CHARTER

ENDA VA PLC | JUNE 2020

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1 PURPOSE AND POLICY

The purpose of the Remuneration Committee (the “**Committee**”) of the Board of Directors (“**Board**” or “**Directors**”) of Endava plc (“**Endava**”) is to:

- help the Board oversee Endava’s remuneration policies, plans, and programs;
- formulate and recommend to the Board the policy for the remuneration of the company’s Chairman, Chief Executive Officer, Executive Board members, the Executive Officers of the Company (as listed in the Company’s 20F annual report) and the Company Secretary and approve the compensation of such individuals;
- when required, review and discuss with management Endava’s compensation disclosures in the “Compensation” section of Endava’s annual reports, registration statements, proxy statements, or information statements filed with the U.S. Securities and Exchange Commission (the “SEC”); and
- when required, prepare and review the Committee report on executive compensation included in Endava’s annual proxy statement in accordance with applicable rules and regulations of the SEC in effect from time to time.

The term “**compensation**” includes salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

2 COMPOSITION AND QUORUM

2.1 COMPOSITION

The members of the Committee, including the Chairperson, will be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

The Committee will consist of at least two members of the Board; and each member of the Committee will satisfy:

- the independence requirements imposed by the SEC and the New York Stock Exchange (“**NYSE**”) that lists Endava’s American Depositary Shares (“**ADSs**”) or ordinary shares, including any exceptions permitted by such requirements;
- unless otherwise approved by the Board, the “non-employee director” requirements under Rule 16b-3 of the Exchange Act;
- any other qualifications determined by the Board; and
- any other requirements imposed by applicable law.

2.2 QUORUM

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3 NOTICE OF MEETINGS

- Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.
- Unless otherwise agreed, notice of the meeting confirming venue, time and date together with an agenda of items to be discussed and supporting papers as appropriate, shall be forwarded to each member of the Committee, and any other person required to attend no later than four days before the date of the meeting.

4 ANNUAL GENERAL MEETING

The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

5 AUTHORITY

- The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee, including human resources personnel when preparing the "Compensation" section for inclusion in Endava's public filings.
- If the Committee concludes that it must retain legal, accounting, or other outside advisors or compensation consultants to assist in the evaluation of director and officer compensation, it may do so and determine compensation and other retention terms for those advisors at Endava's expense. The Committee may also pay, at Endava's expense, ordinary administrative expenses it deems appropriate in carrying out its duties.
- The Committee will have authority to require that any of Endava's personnel, legal, accounting, or other outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its special, legal, accounting, or other outside advisors.
- The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law, including a subcommittee composed of one or more officers of Endava to grant share awards under Endava's equity incentive plans to persons who are not then subject to Section 16 of the Exchange Act. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. By approving this charter (this "**Charter**"), the Board delegates authority to the Committee with respect to these responsibilities.

6 RESPONSIBILITIES

The Committee's responsibilities are a guide and should remain flexible to account for changing circumstances and needs. The Committee may supplement or, unless required by

law or the rules of the NYSE that lists Endava's ADSs or ordinary shares, deviate from its duties, as appropriate, and establish policies and procedures consistent with applicable rules and regulations.

6.1 OVERALL COMPENSATION STRATEGY

The Committee will review, modify, and oversee Endava's overall compensation strategy and policies, including:

- reviewing, evaluating, and approving employment agreements, severance agreements, change-of-control protections, corporate performance goals and objectives relating to the compensation, and other compensatory arrangements of Endava's executive officers and adjusting compensation, as appropriate;
- formulate and recommend to the Board the policy for the remuneration of the company's Chairman, Chief Executive Officer, Executive Board members, the Executive Officers of the Company (as listed in the Company's 20F annual report) and the Company Secretary. The remuneration of non-executive directors shall be a matter for the Chairman and the executive members of the board. No one shall be involved in any decisions as to their own remuneration;
- In formulating such a policy, the Committee shall give due regard to the provisions of the UK Corporate Governance Code (where appropriate), the UK Companies Act, 2006, the US Securities and Exchange Commission and NYSE rules related to governance and shall consider market forces and external peer comparisons between remuneration packages paid to directors of other companies of a similar size and industry, taking into account (where appropriate), the views of proxy organisations such as ISS and Glass Lewis and the views of investors. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the company;
- review and approve the Company's Remuneration Policy and Remuneration Report (as included in the Company's Annual Report and Accounts) as required by the UK Companies Act, 2006, and recommend it to the Board for approval;
- reviewing compensation practices and trends to assess the adequacy and competitiveness of Endava's executive compensation programs as compared to companies in Endava's industry and exercise its judgment in determining the appropriate levels and types of compensation to be paid;
- within the terms of the policy agreed by the Board determine the total individual remuneration package of each executive director, and other Executive Officers of the Company (as listed in the Company's 20F annual report) including bonuses, incentive payments and share incentives or other share awards;
- in determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the UK Corporate Governance Code (where appropriate), the UK Companies Act, 2006, the US Securities and Exchange Commission and NYSE rules, ISS, Glass Lewis and other proxy company guidelines and other associated and relevant guidance;
- oversee any major changes in employee benefit structures throughout the company including the employee benefit trust structure currently in place;
- approving any loans by Endava to employees;

- reviewing and approving any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity, with consideration of the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit Endava;
- reviewing Endava's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine if such remuneration policies and practices are reasonably likely to have a material adverse effect on Endava; and
- evaluating the efficacy of Endava's remuneration policy and strategy in achieving expected benefits to Endava and otherwise furthering the Committee's policies.
- Review the design of all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to executives and the performance targets to be used.
- Determine the policy for, and scope of, pension arrangements for each executive director.
- Ensure that contractual terms on termination, and any payments made, are fair to the individual, and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- review and note annually the remuneration trends across the company.
- fostering a corporate culture that promotes the highest level of integrity and the highest ethical standards;
- The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation.

6.2 SELECTION, USE OF COMPENSATION CONSULTANTS AND OTHER ADVISORS

The Committee will have sole responsibility for the appointment, authority to select, retain, and terminate any compensation and oversight of the work of compensation consultants, legal counsel, or any other advisors engaged for the purpose of advising the Committee. These compensation consultants or other advisors and consultants will report directly to the Committee, at Endava's expense. The Committee may select compensation consultants, legal counsel and other advisors to the Committee only after assessing the independence of these persons in accordance with the requirements of the stock exchange that lists Endava's ADSs or ordinary shares.

6.3 ADMINISTRATION OF BENEFIT PLANS

The Committee will have full power and authority to adopt, amend, terminate, and administer Endava's equity awards, pension, and profit-sharing plans, bonus plans, benefit plans and other similar programs. The Committee will have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards and exercise other power, as appropriate. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable laws and regulations.

6.4 CONFLICT OF INTEREST DISCLOSURE

The Committee will review and discuss with management any conflicts of interest raised by the work of a compensation consultant or other advisor hired by the Committee or management and how such conflict is being addressed, and prepare any necessary disclosure in Endava's public filings in accordance with applicable SEC rules and regulations.

7 OTHER MATTERS

7.1 COMMITTEE SELF-ASSESSMENT

The Committee will annually evaluate its performance and the adequacy of this Charter.

7.2 GENERAL AUTHORITY

The Committee will perform such other functions and have such other powers as may be necessary or appropriate in complying with the policies of this Charter.

8 MEETINGS AND MINUTES

- The Committee shall meet at least twice per year and must decide on remuneration for the following financial year before the end of June each year and at such other times as the Chairperson of the Committee shall require.
- The Chairperson of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- The Committee will maintain written minutes of its meeting and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.
- The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those in attendance.
- Minutes of Committee meetings shall be circulated promptly to the Chairperson and, once agreed, to all members of the Committee, unless a conflict of interest exists.

9 REVISION HISTORY

Version	Date of revision	Description of update	Approved By
1.0	28.06.2018	Initial version	Endava Board
2.0	18.06.2020	Document review and approval	Remuneration Committee
2.0	24.06.2020	Document review and approval	Endava Board