



**ENDAVA'S
CODE OF CONDUCT**



**BEING THE BEST WE CAN BE.
BUILDING A CULTURE OF TRUST.**

OCTOBER 2020

ENDAVA'S CODE OF CONDUCT

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CEO MESSAGE

WHY WE HAVE A CODE OF CONDUCT

As Endava has grown over the years, we have remained true to our core purpose and values. They influence the decisions we make and our commitment to conducting business ethically no matter which part of the world we operate in.

This commitment is summed up in our Code of Conduct in two ways.

First, the Code provides a comprehensive understanding of Endava's values and how we embrace them in our daily interactions. This is something we really care about.

Second, the Code is a guide on how to tackle workplace scenarios from an ethical perspective.

At some point or another, most of us have found ourselves in situations at work that made us stop and think about whether a certain action comes across as unethical. The Code sheds light on situations that might leave room for confusion, helping us to make the right choices.

By collectively committing to avoid compromising actions, we'll preserve the trust of our clients, investors, the communities in which we work, and our fellow Endavans.

Please make time to understand our Code of Conduct. Apply it to your work. Speak Up if you believe something's not right and we will investigate it.

Thank you for being part of Endava. It's the expertise, hard work and commitment of our employees which underlie Endava's strength.

John

PURPOSE & VALUES



OUR PURPOSE

We've built our business around a simple philosophy: We focus on helping people to succeed. The people who work for us, the people who engage with us, and the people who use the systems and applications we design, build, and operate. This philosophy is expressed in our core purpose which drives everything we do here at Endava.

ENDAVA IS A SOCIALLY MINDED ENTERPRISE

ENABLING OUR **PEOPLE**
TO BE THE BEST
THEY CAN BE

We exist to create
an environment and
culture that breeds
success by:

CARING FOR OUR
CUSTOMERS AS
INDIVIDUALS

PEOPLE-CENTRED IN EVERYTHING WE DO

PURPOSE & VALUES

Continued



OUR VALUES

If our core purpose is **why** we exist, then delivery of great technology is **what** we do. And, our values are **how** we do it. The values make us distinctive. They drive our actions and the way we operate as technologists, professionals, and frankly, human beings. The values demonstrate the way we care for the success of our clients and our colleagues.



OPEN

We are confident in our abilities, our approach, and our people, so we have nothing to hide from our customers.



THOUGHTFUL

We care deeply about the success of our people, our customers and their organisations, and the countries in which we operate.



ADAPTABLE

We embrace change and value differences enabling us to be successful in complex environments.



SMART

We employ clever people blending experience and talent to deliver smarter solutions for our customers.



TRUSTED

Our relationships are built on trust and a marriage of equals.

HONEST AND ETHICAL CONDUCT

Consistent with our values, all Endavans must deal ethically, honestly and fairly with our partners, clients, contractors, suppliers, competitors, fellow employees, or anyone else with whom we have contact in the course of performing our jobs. We must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. We must prepare and provide accurate, timely and complete financial disclosures and reports. Where we suspect dishonest or unethical conduct, we must promptly report it.

By acting in keeping with the spirit of the Code and complying with all applicable laws, rules and regulations, Endava will maintain the highest ethical standards in our business dealings.

ABOUT THE CODE

The Code of Conduct is rooted in our company values and provides a framework for the way we conduct ourselves at work.

WHO THE CODE IS FOR

The Code is for all of us, whether we work for, with, or on behalf of, Endava and its subsidiaries.

PLAYING YOUR PART

To apply the Code to your daily work, employees and contractors should:

- Read and understand the information contained in this Code (and complete your e-Learning)
- Use good judgement and avoid even the appearance of improper conduct
- Report concerns about possible breaches of our Code or the law.

MANAGERS

If you manage others, as well as following the Code yourself, you should also:

- Live our values and stand up for what is right
- Never knowingly allow or encourage anyone to do anything that violates the Code
- Create an environment that is respectful and inclusive
- Encourage the reporting of concerns, and support employees who do so.

Failure to comply with the Code could lead to disciplinary action being taken against you, up to and including dismissal (in accordance with local labour laws).

USE OF THE CODE

The Code is a public document. It is published on the Investors page on Endava.com. Please refer your clients and suppliers to a copy of the Code to help explain our approach to business.

WAIVERS

Only the Board can agree to any amendments or waivers to this Code.



SPEAKING UP SAFELY

Our Code of Conduct cannot cover every situation we may face at work. If you find yourself in a situation when you are being asked to do something you think is wrong, or suspect a colleague, customer or supplier is doing something unethical or illegal, it's possible there has been a breach of our Code.

In these situations, we encourage you to speak up and report your concern.

We know it takes courage to speak up. Our Speak Up Safely service allows you to report concerns in confidence - and anonymously - with someone who is not connected to your team. Concerns reported in good faith will be appropriately investigated and progress shared with you.

We equally understand the potential harm allegations can have when made about individuals and will ensure confidentiality for both parties until the merits of the matter are fully investigated.

REPORTING VIOLATIONS OF THE CODE



Email SPEAKUPSAFELY@ENDAVA.COM
Contact our Compliance Officer

Endava will take disciplinary action up to and including dismissal against any employee who retaliates against someone who has reported, or is considering reporting, a concern.



ACTING ETHICALLY

 VALUE-ORIENTED



WE DO NOT TOLERATE ANY FORM OF BRIBERY

Bribery is a form of corruption involving the giving or receiving by any person of anything of value (usually money, a gift, loan, reward, favour or other consideration), either directly or indirectly, as an inducement to gain an undue advantage or influence.

The law prohibits bribery in every kind of commercial setting. Merely offering something of value can violate the law, whether it is accepted or not, or a benefit is received. No matter where we do business, we will not take part in corrupt activity either directly or through third parties. This includes any kind of facilitation payment.

We make every effort to work with reputable business partners, agents, consultants and suppliers who, like us, observe all applicable laws and regulations including the UK Bribery Act (UKBA) and US Foreign Corrupt Practices Act (FCPA).

We also make sure that our charitable donations and actions (such as volunteering) and sponsorships are only offered to worthy causes and for legitimate business purposes and could never be interpreted as a form of bribery. As part of our safeguards, Endava's Compliance Officer must give written approval prior to making any sponsorship contributions. These are recorded transparently in line with all our internal accounting controls.

ACTING ETHICALLY

Continued

 VALUE-ORIENTED



WE REGISTER GIFTS & HOSPITALITY

Gifts and hospitality can be a normal part of building business relationships. There is usually nothing wrong with giving or receiving gifts or entertainment of a low value. However, when excessive or inappropriate hospitality, gifts or benefits are offered or accepted, it may create the impression of improper influence over a decision with the intention of winning business. It could even be considered a bribe with criminal penalties.

Different cultures have different attitudes to what is acceptable. As an international business, we need to respect these differences, while staying true to our Code.

With that in mind, you must not accept any gift or hospitality from a supplier during a pitch, tender, contract renewal or dispute. In other circumstances, always be open and transparent. Follow the limits set out in our Gifts & Hospitality Guidelines, register them, and seek prior approval from the Compliance Officer as appropriate.

ACTING ETHICALLY

Continued

 VALUE-ORIENTED

WE AVOID CONFLICTS OF INTEREST

A conflict of interest is any situation where our private interest interferes in any way - or even appears to be at odds – with our duties to Endava. We should advance the company’s legitimate business interests whenever the opportunity to do so arises.

A conflict can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform their work objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of their family, receives improper personal benefits as a result of their position in the company. Loans (or guarantees of obligations) to such persons are of special concern.

Conflicts can be nothing to do with money, like a conflict arising out of close family or other personal relationships. Always take care that such ties do not result in a negative influence on your work responsibilities or your capacity to make unbiased and objective decisions.

We must not use our position, corporate property or company information for personal gain or to directly compete with Endava’s interests. We must be fair and impartial, avoiding situations where personal interests could compromise our judgement or independence, potentially conflicting with Endava’s interests.

Just the appearance of a conflict could lead to a loss of trust and damage the company’s reputation. For that reason, always be open and upfront. Record potential conflicts in the Conflict of Interests Register. Report any actual or suspected conflicts to the Compliance Officer. Investigations will be discreet, prompt and managed appropriately.

ACTING ETHICALLY

Continued

 VALUE-ORIENTED



WE DO NOT USE OR PASS ON INSIDE INFORMATION

While at work, we may come across information about Endava's financial performance and future plans, or information about our clients and other parties, that has not been published externally.

You must be particularly careful not to use any such 'inside information' to influence you in buying or selling shares, or recommending to friends, family and/or acquaintances that they do so. That would be insider dealing, which is both unethical and illegal.

Our Share Dealing Code sets out the rules, regulations and insider trading laws that everyone must comply with. There are large fines and potential imprisonment associated with insider dealing both for Endava and any employee or contractor who is involved.

ACTING ETHICALLY

Continued

 VALUE-ORIENTED

WE ARE HONEST ABOUT OUR FINANCES

Disclosures in our financial statements, documents filed with the SEC and other public communications are always full, fair, accurate, timely and understandable.

Colleagues who are responsible for the preparation of Endava's financial statements – or who provide information as part of this process - must adhere to internal accounting and operating controls and procedures to avoid undisclosed, unrecorded or vaguely described transactions.

We also have clear and transparent tax controls to protect against dishonest conduct involving tax evasion or the facilitation of tax evasion by those working on behalf of Endava.

Facilitation of tax evasion may occur where you become aware that an individual or organisation dishonestly intends to evade paying the correct amount of tax. You need to be alert to this potential issue to avoid unknowingly assisting the evasion of taxes.

Any transactions or planning that potentially have a tax impact outside our usual course of business, should be discussed with, and approved by, the Tax team.

RESPECTING PEOPLE

 VALUE-ORIENTED



WE CARE DEEPLY ABOUT PEOPLE'S SUCCESS

Endava is, and will always be, an inclusive community that accepts and celebrates the wonderfully diverse backgrounds of our people. No matter your grade, role or location, you should experience equality and equity of career opportunity, enabling you to “be the best you can be.”

Both prospective and existing employees are treated fairly and equally regardless of gender, sexual orientation, religion or belief, marital or civil partnership status, age or perceived age, race, colour, nationality or ethnic origin, physical or mental wellbeing, pregnancy or maternity, medical condition, economic situation, union affiliation, veteran and military status, or any other characteristic protected by local laws. We are also vigilant about identifying and eliminating unfair biases, stereotypes or barriers that may limit people's full participation at work and their access to the opportunity to succeed.

We want people to feel comfortable at work and ask everyone to be mindful of how their personal behaviour could make others feel. Take care not to behave in a way that could be offensive, intimidating, malicious or insulting.

If you are concerned about discrimination, bullying or harassment at work, please report it to your line manager, HR or by using the Speak Up Safely service. Any allegations will be investigated sensitively, and appropriate action taken.

As Endava grows, we are building a greater understanding of cultural difference in the locations where we currently work, as well as in the new markets we will work in. This understanding will enhance our ability to care for our clients as individuals.



RESPECTING PEOPLE

Continued

 VALUE-ORIENTED

WE PRIORITISE HEALTH, SAFETY AND WELLBEING

Achieving the highest standards of health and safety for our colleagues, customers and anyone who visits our premises is a priority.

This starts by maintaining safe and healthy working environments, equipment and systems of work in our offices and for when people may need to work from home. We support this by providing appropriate information, training and supervision (including workplace assessments) and take steps to mitigate risks relating to infectious diseases.

While the directors and management are responsible for health and safety, employees can play their part by reporting unsafe practices; taking reasonable care to avoid spreading infectious diseases; and to avoid accidents to themselves and others by following company procedures.

Any unsafe practices, conditions or accidents should be reported to a manager, or your location's H&S representative.

We care about the wellbeing of our colleagues and the importance of achieving the right balance in their lives. We provide tools and resources that allow them to explore ways to improve their mind, body, home life and community relationships.

RESPECTING PEOPLE

Continued

 VALUE-ORIENTED



WE RESPECT HUMAN RIGHTS

We have a long-standing policy not to use or accept forced, bonded or involuntary prison labour or child labour, nor demand deposits or hold onto our employees' identity papers, or work with businesses that do so.

We respect people's right to work freely, their right to equal opportunity, freedom of association, and collective bargaining. Our working practices respect and uphold all human rights.

For these reasons, we aim to work with suppliers that hold similar values to us. Our network of suppliers operate across various countries mainly providing goods and services for use in an office and IT environment. We recognise there is complexity in the supply chains that extend beyond our immediate suppliers as these are likely to have global reach.

Suppliers are screened to ensure compliance with the obligations set out in our Supplier Code of Conduct. We expect them to operate fairly, ethically and responsibly in line with our Anti-Bribery Policy and Code of Conduct. We will terminate engagements with current or prospective suppliers that do not comply with the Modern Slavery Act 2015 or other applicable local laws.

PROTECTING INFORMATION AND ASSETS

 VALUE-ORIENTED

WE LOOK AFTER COMPANY ASSETS

Cybersecurity and the protection of our IT infrastructure, systems and equipment is vital to our success as a digital company. For this reason, security features (e.g. firewalls, anti-virus software) are enforced; unauthorised software is not allowed on company computers; and we do not connect non-approved hardware to our network. Strong access controls and permissions are deployed allowing only authenticated users to connect with our network.

Please remember, you are part of Endava's "human firewall". We are individually required to apply password standards, keeping user credentials private and secure.

To apply the Code to your daily work, employees and contractors should:

- Report any unusual messages or activity on your PC or laptop to the Cyber Security team right away. If there is something suspicious going on, the quicker we can respond, the more likely it is that we will be able to contain the incident
- Be wary of clicking on links or opening files that you didn't expect to receive – even if they appear to come from people you know and trust.

We are also responsible for protecting company assets as if they are our own avoiding damage, theft and waste. Company property must not be used for private purposes, only for legitimate business purposes.

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



PROTECTING INFORMATION AND ASSETS

Continued

 VALUE-ORIENTED

WE LOOK AFTER CLIENT AND PERSONAL INFORMATION

We share responsibility for maintaining the confidentiality of information entrusted to us by Endava or by our clients, suppliers, and business partners except when disclosure is expressly authorised or is required or permitted by law.

Confidential information includes all material non-public information that might be of use to competitors or harmful to Endava or its clients, suppliers or partners if disclosed.

Never discuss or disclose information to colleagues (or people claiming to be colleagues) unless there's a business need to do so.

Treat any data and information you handle at work like it was your own:

- Keep Endava and client information, in both electronic and physical forms, safe from unauthorised access, alteration or destruction
- Process and protect personal information in compliance with data privacy laws
- Take precautions when handling company or client information in public places
- Add appropriate classifications to data and information that is generated, accessed, modified, transmitted, stored or used in your daily job activities
- Share data and information only when authorised to do so.

NOT SURE WHAT TO DO?

There may be times when you are not sure of the right action to take. In these cases, please contact the Cyber Security team (security@endava.com) for queries regarding information or physical assets, or the Privacy Office (privacyenquiries@endava.com) for any privacy-related concerns or data breaches.



PROTECTING PEOPLE AND ASSETS

Continued

 VALUE-ORIENTED

WE COMMUNICATE RESPONSIBLY

We communicate openly and transparently with our external stakeholders while maintaining commercial confidentiality. To avoid improper disclosure, communication of confidential information should be authorised and limited to individuals who need it to carry out their work.

Anyone making public statements such as press releases on behalf of the Group only does so with the necessary approvals and in a manner that is accurate and appropriate.

We use social media to promote approved information and campaigns about the company. If you use social media for private use, always make it clear that you are stating your personal opinions and not those of the company.

Contact with the media is managed by our marketing and communication specialists. Communication with investors is managed by the investor relations team. Please direct enquiries to the relevant team who will be happy to help.



GLOSSARY

CONFLICTS REGISTER

A central list that identifies and registers conflicts of interest. It is managed by the Compliance team.

FACILITATION PAYMENT

Unofficial payment – in effect a bribe – made to a public official to secure or speed up the performance of a routine action that the official is required to provide anyway. Facilitation payments are illegal in most countries.

RETALIATION

Workplace retaliation is when someone takes a negative action against a colleague for exercising their rights under employment law, e.g. speaking out. Endava has zero tolerance for retaliation.

THIRD PARTY

A third party is any organisation or person that is not an Endava legal entity or employee with which Endava has established a formal business relationship.

US FOREIGN CORRUPT PRACTICES ACT (FCPA)

The Foreign Corrupt Practices Act of 1977 is a United States federal law that prohibits US citizens and entities from bribing foreign government officials to benefit their business interests.

GIFTS REGISTER

A central list of gifts and hospitality received and given according to the levels set in the Gifts & Hospitality Guidelines. It is managed by the Compliance team.

MATERIAL NON-PUBLIC INFORMATION

Material non-public information can be either positive or negative information about Endava that has not been made public and that a reasonable investor might use to influence an investment decision. Things like financial results or projections; growth rates; market share; client names.

SEC

The Securities and Exchange Commission (SEC) is a US government agency that oversees securities transactions, activities of financial professionals and mutual fund trading to prevent fraud and intentional deception.

MODERN SLAVERY ACT

The Modern Slavery Act 2015 is a UK Act of Parliament designed to tackle slavery and human trafficking. It sets out requirements for organisations to apply to their business and their supply chains.

UK BRIBERY ACT (UKBA)

The Bribery Act 2010 is an Act of the Parliament of the United Kingdom that covers the criminal law relating to bribery.



