

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**

**PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the Month of March 2022**

**Commission File Number: 001-38607**

**ENDAVA PLC  
(Name of Registrant)**

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**125 Old Broad Street  
London EC2N 1AR  
(Address of principal executive office)**

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:  
 Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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**EXHIBIT LIST**

<b>Exhibit</b>	<b>Description</b>
99.1	<a href="#">Endava plc condensed consolidated interim results for the six months ended December 31, 2021</a>
99.2	<a href="#">Risk Factors Update</a>

Exhibits 99.1 and 99.2 are hereby expressly incorporated by reference into the registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission on December 7, 2018 (File no. 333-228717), the registrant's registration statement on Form S-8 filed with the SEC on September 18, 2020 (File No. 333-248904), the registrant's registration statement on Form S-8 filed with the SEC on September 30, 2021 (File No. 333-259900) and the registrant's registration statement on Form F-3 filed with the SEC on October 18, 2019 (File No. 333-229213).

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 30, 2022

**ENDAVA PLC**

By: /s/ John Cotterell

Name: John Cotterell

Title: Chief Executive Officer

**ENDAVA PLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**  
For the six months ended December 31, 2021 and 2020

	Note	Six Months Ended December 31	
		2021	2020 <sup>(1)</sup>
		£'000	£'000
<b>REVENUE</b>	5	<b>305,133</b>	<b>200,365</b>
Cost of sales			
<i>Direct cost of sales</i>		<i>(189,292)</i>	<i>(120,479)</i>
<i>Allocated cost of sales</i>		<i>(11,090)</i>	<i>(9,912)</i>
Total cost of sales		(200,382)	(130,391)
<b>GROSS PROFIT</b>		<b>104,751</b>	<b>69,974</b>
Selling, general and administrative expenses		(59,624)	(41,615)
Net impairment losses on financial assets		(1,812)	(2,646)
<b>OPERATING PROFIT</b>		<b>43,315</b>	<b>25,713</b>
Net finance income / (expense)		683	(6,380)
<b>PROFIT BEFORE TAX</b>		<b>43,998</b>	<b>19,333</b>
Tax on profit on ordinary activities	7	(8,047)	(4,826)
<b>PROFIT FOR THE PERIOD</b>		<b>35,951</b>	<b>14,507</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations		(1,528)	(3,491)
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE PARENT</b>		<b>34,423</b>	<b>11,016</b>
<b>EARNINGS PER SHARE:</b>			
	8		
Weighted average number of shares outstanding - Basic		55,911,086	54,831,134
Weighted average number of shares outstanding - Diluted		57,880,029	56,850,290
Basic EPS (£)		0.64	0.26
Diluted EPS (£)		0.62	0.26

The notes hereto form an integral part of these condensed consolidated financial statements.

(1) The presentation of the income statement has been changed to separately disclose the net impairment losses on financial assets on the face of the Consolidated Statement of Comprehensive Income (refer to Note 3C of the Company's Annual Report on Form 20-F for the fiscal year ended June 30, 2021 for details).

**ENDAVA PLC**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**  
As of December 31, 2021 and June 30, 2021

	December 31, 2021	June 30, 2021
	£'000	£'000
<b>ASSETS - NON-CURRENT</b>		
Goodwill	124,591	124,417
Intangible assets	64,362	69,550
Property, plant and equipment	17,273	13,324
Lease right-of-use assets	51,688	57,193
Financial assets	189	363
Deferred tax assets	21,406	18,674
<b>TOTAL</b>	<b>279,509</b>	<b>283,521</b>
<b>ASSETS - CURRENT</b>		
Trade and other receivables	143,840	118,303
Corporation tax receivable	1,193	938
Financial assets	444	563
Cash and cash equivalents	114,176	69,884
<b>TOTAL</b>	<b>259,653</b>	<b>189,688</b>
<b>TOTAL ASSETS</b>	<b>539,162</b>	<b>473,209</b>
<b>LIABILITIES - CURRENT</b>		
Lease liabilities	11,960	13,543
Trade and other payables	94,060	78,634
Corporation tax payable	384	4,294
Contingent consideration	5,904	5,718
Deferred consideration	6,789	624
<b>TOTAL</b>	<b>119,097</b>	<b>102,813</b>
<b>LIABILITIES - NON CURRENT</b>		
Lease liabilities	44,648	50,142
Deferred tax liabilities	8,787	10,010
Deferred consideration	2,831	9,370
Other liabilities	191	205
<b>TOTAL</b>	<b>56,457</b>	<b>69,727</b>
<b>EQUITY</b>		
Share capital	1,130	1,114
Share premium	4,541	247
Merger relief reserve	30,003	30,003
Retained earnings	343,216	283,059
Other reserves	(15,127)	(13,599)
Investment in own shares	(155)	(155)
<b>TOTAL</b>	<b>363,608</b>	<b>300,669</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>539,162</b>	<b>473,209</b>

The notes hereto form an integral part of these condensed consolidated financial statements.

**ENDAVA PLC**  
**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)**  
For the six months ended December 31, 2021 and 2020

	Share capital	Share premium	Merger relief reserve	Investment in own shares	Retained earnings	Capital redemption reserve	Foreign exchange translation reserve	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
<b>Balance at June 30, 2020</b>	<b>1,099</b>	<b>221</b>	<b>25,527</b>	<b>(1,341)</b>	<b>214,638</b>	<b>161</b>	<b>(3,978)</b>	<b>236,327</b>
Equity-settled share-based payment transactions	—	—	—	—	11,470	—	—	11,470
Exercise of options	11	9	—	1,155	(1,155)	—	—	20
Hyperinflation adjustment	—	—	—	—	9	—	—	9
<b>Transaction with owners</b>	<b>11</b>	<b>9</b>	<b>—</b>	<b>1,155</b>	<b>10,324</b>	<b>—</b>	<b>—</b>	<b>11,499</b>
Profit for the period	—	—	—	—	14,507	—	—	14,507
Other comprehensive income	—	—	—	—	—	—	(3,491)	(3,491)
<b>Total comprehensive income for the period</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>14,507</b>	<b>—</b>	<b>(3,491)</b>	<b>11,016</b>
<b>Balance at December 31, 2020</b>	<b>1,110</b>	<b>230</b>	<b>25,527</b>	<b>(186)</b>	<b>239,469</b>	<b>161</b>	<b>(7,469)</b>	<b>258,842</b>
<b>Balance at June 30, 2021</b>	<b>1,114</b>	<b>247</b>	<b>30,003</b>	<b>(155)</b>	<b>283,059</b>	<b>161</b>	<b>(13,760)</b>	<b>300,669</b>
Equity-settled share-based payment transactions	—	—	—	—	24,059	—	—	24,059
Exercise of options	16	4,294	—	—	—	—	—	4,310
Hyperinflation adjustment	—	—	—	—	147	—	—	147
<b>Transaction with owners</b>	<b>16</b>	<b>4,294</b>	<b>—</b>	<b>—</b>	<b>24,206</b>	<b>—</b>	<b>—</b>	<b>28,516</b>
Profit for the period	—	—	—	—	35,951	—	—	35,951
Other comprehensive income	—	—	—	—	—	—	(1,528)	(1,528)
<b>Total comprehensive income for the period</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>35,951</b>	<b>—</b>	<b>(1,528)</b>	<b>34,423</b>
<b>Balance at December 31, 2021</b>	<b>1,130</b>	<b>4,541</b>	<b>30,003</b>	<b>(155)</b>	<b>343,216</b>	<b>161</b>	<b>(15,288)</b>	<b>363,608</b>

The notes hereto form an integral part of these condensed consolidated financial statements.

**ENDAVA PLC**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
For the six months ended December 31, 2021 and 2020

	Note	Six Months Ended December 31	
		2021	2020
		£'000	£'000
<b>OPERATING ACTIVITIES</b>			
<b>Profit for the period</b>		<b>35,951</b>	<b>14,507</b>
Income tax charge		8,047	4,826
Non-cash adjustments	9	32,970	27,486
Tax paid		(5,701)	(648)
UK research and development credit received		—	1,311
Net changes in working capital	9	(16,396)	(5,599)
<b>Net cash from operating activities</b>		<b>54,871</b>	<b>41,883</b>
<b>INVESTING ACTIVITIES</b>			
Purchase of non-current assets (tangibles and intangibles)		(7,398)	(2,344)
Proceeds from disposal of non-current assets		171	108
Acquisition of subsidiaries, consideration in cash		(611)	(52,132)
Cash and cash equivalents acquired with subsidiaries		—	1,603
Interest received		20	53
<b>Net cash used in investing activities</b>		<b>(7,818)</b>	<b>(52,712)</b>
<b>FINANCING ACTIVITIES</b>			
Proceeds from sublease		277	289
Repayment of lease liabilities		(7,123)	(5,746)
Interest paid		(475)	(444)
Grant received		43	220
Issue of shares		4,299	9
<b>Net cash from financing activities</b>		<b>(2,979)</b>	<b>(5,672)</b>
<b>Net change in cash and cash equivalents</b>		<b>44,074</b>	<b>(16,501)</b>
<b>Cash and cash equivalents at the beginning of the period</b>		<b>69,884</b>	<b>101,327</b>
Exchange differences on cash and cash equivalents		218	(605)
<b>Cash and cash equivalents at the end of the period</b>		<b>114,176</b>	<b>84,221</b>

The notes hereto form an integral part of these condensed consolidated financial statements.

## ENDAVA PLC

### NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

#### 1. General Information

##### Reporting Entity

Endava plc (“Endava” or the “Company” and, together with its subsidiaries, the “Group” and each a “Group Entity”) is domiciled in London, United Kingdom. The address of the Company’s registered office is 125 Old Broad Street, London, EC2N 1AR. The Group’s expertise spans the entire ideation-to-production spectrum, creating value for our clients through creation of Product and Technology Strategies, Intelligent Digital Experiences, and World Class Engineering, delivered through our 24 capabilities, grouped into four key areas: Define, Design, Build and Run & Evolve.

These unaudited condensed consolidated financial statements incorporate the financial statements of the Group and entities controlled by the Group as of and for the six months ended December 31, 2021. These condensed financial statements were authorised for issue by the Company’s Board of Directors on March 30, 2022.

#### 2. Application of New and Revised International Financial Reporting Standards (“IFRSs”)

Several other amendments and interpretations apply for the first time in fiscal year 2022, but do not have an impact on these unaudited condensed consolidated financial statements.

The Group does not anticipate that adoption of the following IFRSs will have a significant effect on the Group’s consolidated financial statements and related disclosures.

Effective for annual periods beginning on or after January 2021:

- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform - Phase 2
- Amendments to IFRS 4 Insurance Contracts - deferral of IFRS 9

Effective for annual periods beginning on or after April 2021:

- Amendments to IFRS 16 Leases: COVID-19 Related Rent Concessions beyond 30 June 2021

Effective for annual periods beginning on or after January 2022:

- Amendments to Annual Improvements to IFRS Standards 2018-2020
- Amendments to IFRS 3: Business Combinations
- Amendments to IAS 16: Property, Plant and Equipment
- Amendments to IAS 37: Provisions, Contingent Liabilities and Contingent Assets

Effective for annual periods beginning on or after January 2023:

- IFRS 17 - Insurance Contracts
- Amendments to IFRS 17: Insurance contracts: Initial Application of IFRS 17 and IFRS 9 - Comparative Information



- Amendments to IAS 1: Presentation of Financial Statements: Classification of Liabilities as Current or Non-current
- Amendments to IAS 1: Presentation of Financial Statements and IFRS Practice Statement 2: Disclosure of Accounting policies
- Amendments to IAS 8: Accounting policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates
- Amendments to IAS 12 Income Taxes: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

### **3. Significant Accounting Policies**

#### **a. Statement of compliance**

These unaudited condensed consolidated financial statements have been prepared on the basis of accounting policies consistent with those applied in the consolidated financial statements and notes thereto for the year ended June 30, 2021 contained in the Group's Annual Report on Form 20-F filed with the United States Securities and Exchange Commission (the "SEC") on September 28, 2021 (File No. 001-38607).

The principal accounting policies adopted by the Group in the preparation of the condensed consolidated financial statements are set out below.

#### **b. Basis of Preparation**

These condensed consolidated financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting, and should be read in conjunction with the Group's last annual consolidated financial statements as at and for the year ended June 30, 2021. These condensed consolidated financial statements do not include all of the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual consolidated financial statements.

#### **c. Functional and Presentation Currency**

The unaudited condensed consolidated financial statements are presented in British Pound Sterling ("Sterling"), which is the Company's functional currency. All financial information presented in Sterling has been rounded to the nearest thousand, except when otherwise indicated.

#### **d. Use of Estimates and Judgments**

The preparation of condensed consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts for assets, liabilities, income and expenses. Actual result may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

#### **e. Going concern**

The Group has been closely monitoring the impact of the developments on its businesses, mainly because the continuous worsening of global business and economic conditions may impact the stability of operations and could have an adverse impact on the earnings of the Group. While there have been disruptions to manufacturing and

supply chains around the world, the impact on the Group's operations and liquidity has not been substantial. The Group continues to support its customers in keeping their supply chains running.

In accordance with IAS 1 "Presentation of financial statements", and revised FRC ("Financial Reporting Council") guidance on "risk management, internal control and related financial and business reporting", the Directors have considered the funding and liquidity position of the Group and have assessed the Group's ability to continue as a going concern for the foreseeable future. In doing so, the Directors have reviewed the Group's budget and forecasts, and have taken into account all available information about the future for a period of at least, but not limited to, 12 months from the date of approval of these financial statements.

Having considered the outcome of these assessments, the Directors believe that the Group has adequate resources to continue operations for the foreseeable future, being at least 12 months from the date of approval of these financial statements, and accordingly continue to adopt the going concern basis in preparing the financial statements.

**f. Basis of Consolidation**

*(i) Business combinations*

Business acquisitions are accounted for using the acquisition method. The results of businesses acquired in a business combination are included in the consolidated financial statements from the date of the acquisition. Purchase accounting results in assets and liabilities of an acquired business being recorded at their estimated fair values on the acquisition date. Any excess consideration over the fair value of assets acquired and liabilities assumed is recognized as goodwill.

The Group performs valuations of assets acquired and liabilities assumed on each acquisition accounted for as a business combination and allocates the purchase price to the tangible and intangible assets acquired and liabilities assumed based on management's best estimate of fair value. The Group determines the appropriate useful life of intangible assets with a definite life by performing an analysis of cash flows based on historical experience of the acquired business. Intangible assets are amortized over their estimated useful lives based on the pattern in which the economic benefits associated with the asset are expected to be consumed, which to date has approximated the straight-line method of amortisation.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not re-measured and settlement is accounted for within equity. Otherwise, subsequent changes in the fair value of contingent consideration are recognised in profit and loss.

Transaction costs associated with business combinations are expensed as incurred and are included in selling, general and administrative expenses.

*(ii) Subsidiaries*

Subsidiaries are entities controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

*(iii) Transactions eliminated on consolidation*

All transactions and balances between Group Entities are eliminated on consolidation, including unrealized gains and losses on transactions between Group Entities. Where unrealised losses on intra-Group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a Group perspective.

**g. Revenue**

The Group generates revenue primarily from the provision of its services and recognise revenue in accordance with IFRS 15 – “Revenue from Contracts with Customers.” Revenue is measured at fair value of the consideration received, excluding discounts, rebates and taxes.

The Group’s services are generally performed under time-and-material based contracts (where materials consist of travel and out-of-pocket expenses) and fixed-price contracts. The vast majority of the Group’s contracts are relatively short term in nature and have a single performance obligation.

Under time-and-materials based contracts, the Group charges for services based on daily or hourly rates and bills and collects monthly in arrears. The Group applies the practical expedient and revenue from time-and-materials contracts is recognised based on the right to invoice for services performed, with the corresponding cost of providing those services reflected as cost of sales when incurred.

Under fixed-price contracts, the Group bills and collects periodically throughout the period of performance. Revenue is recognised in the accounting periods in which the associated services are rendered. In limited instances where final acceptance of a milestone deliverable is specified by the client and there is risk or uncertainty of acceptance, revenue is deferred until all acceptance criteria have been met. For multi-year contracts, any deferral of revenue recognition does not generally span more than one accounting period.

In addition to provision of IT services priced as either time-and-material or fixed price contracts, a small portion of the Group’s revenue is generated from managed service contracts, which can include components of both time-and-material and fixed price. Under managed service contracts, the Group typically bills and collects upon executing the applicable contract and typically recognises revenue over the service period, based on the unit pricing defined.

The Group accounts for a contract when it has approval and commitment from both parties, the rights of the parties are identified, payment terms are identified, the contract has commercial substance and collectability of consideration is probable. The Group identifies its distinct performance obligations under each contract. A performance obligation is a promise in a contract to transfer a distinct product or service to the customer. The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring products or services to a customer. With respect to all types of contracts, revenue is only recognised when the performance obligations are satisfied and the control of the services is transferred to the customer, either over time or at a point in time, at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those services. The Group considers the majority of its contracts to have a single performance obligation. In cases in which there are other promises in the contract, a separate price allocation is done based on relative stand alone selling prices. Anticipated profit margins on contracts are reviewed monthly by the Group and, should it be deemed probable that a contract will be unprofitable, any foreseeable loss would be immediately recognised in full and provision would be made to cover the lower of the projected loss from fulfilling the contact and the cost of exiting the contract. The Group has not currently recognised any provision for loss making contracts.

**4. Operating Segment Analysis**

Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision-maker (“CODM”) in deciding on how to allocate resources and in assessing performance. The CODM is considered to be the Group’s chief executive officer (“CEO”). The CEO reviews financial information presented on a Group level basis for purposes of making operating decisions and assessing financial performance. Therefore, the Group has determined that it operates in a single operating and reportable segment.

## 5. Revenue

Set out below is the disaggregation of the Group's revenue from contracts with customers by geographical market, based on where the service is being delivered to:

	Six months Ended December 31	
	2021 £'000	2020 £'000
UK	125,471	85,226
North America	108,664	58,391
Europe	62,834	52,197
Rest of the world	8,164	4,551
<b>Total</b>	<b>305,133</b>	<b>200,365</b>

The Group's revenue by industry sector is as follows:

	Six months Ended December 31	
	2021 £'000	2020 £'000
Payments and Financial Services	154,020	99,148
TMT	75,822	56,593
Other	75,291	44,624
<b>Total</b>	<b>305,133</b>	<b>200,365</b>

## 6. Particulars of Employees (including Directors)

	Six Months Ended December 31	
	2021	2020
<b>The average number of staff employed by the group during the period (including directors):</b>		
Number of operational staff	8,825	6,417
Number of administrative staff	879	714
Number of management staff	8	8
<b>Total</b>	<b>9,712</b>	<b>7,139</b>

## 7. Tax on Profit on Ordinary Activities

	Six Months Ended December 31	
	2021 £'000	2020 £'000
Current tax	8,047	4,826

Tax for the six months ended December 31, 2021 is charged using the Group's best estimate of the average annual effective rate expected for the full year applied to the profit before tax of the six month period plus the impact of any one off tax items arising in the period. The resulting effective rate for the six months ended December 31, 2021 is 18.3% (six months ended December 31, 2020:25.0%).

## 8. Earnings Per Share

### Basic earnings per share

Basic EPS is calculated by dividing the profit for the period attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the period.

	Six Months Ended December 31	
	2021 £'000	2020 £'000
Profit for the year, attributable to equity holders of the company	35,951	14,507

	Six Months Ended December 31	
	2021	2020
Weighted average number of shares outstanding	55,911,086	54,831,134
Earnings per share - basic (£)	0.64	0.26

### Diluted earnings per share

Diluted EPS is calculated by dividing the profit for the period attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the period plus the weighted average number of shares that would be issued if all dilutive potential ordinary shares were converted into ordinary shares. In accordance with IAS 33 "Earnings Per Share", the dilutive earnings per share are without reference to adjustments in respect of outstanding shares when the impact would be anti-dilutive.

	Six Months Ended December 31	
	2021 £'000	2020 £'000
Profit for the year, attributable to equity holders of the company	35,951	14,507

	Six Months Ended December 31	
	2021	2020
Weighted average number of shares outstanding	55,911,086	54,831,134
Diluted by: options in issue and contingently issuable shares	1,968,943	2,019,156
Weighted average number of shares outstanding (diluted)	57,880,029	56,850,290
Earnings per share - diluted (£)	0.62	0.26

## 9. Cash Flow Adjustments and Changes in Working Capital

	Six Months Ended December 31	
	2021 £'000	2020 £'000
<b>Non-cash adjustments</b>		
Depreciation, amortization and impairment of non-current assets	14,186	11,431
Interest income	(20)	(53)
Interest expense	1,053	1,034
Foreign exchange (gain) / loss	(2,164)	4,877
Grant income	(60)	(509)
Research and development tax credit	(1,000)	(1,174)
Share based payment expense	20,916	11,896
Hyperinflation	7	9
Discount unwind (sublease and deferred consideration)	217	28
Profit on sale of non-current assets	(81)	(46)
Gain on right of use assets disposals	(84)	(7)
<b>Total non-cash adjustments</b>	<b>32,970</b>	<b>27,486</b>
	Six Months Ended December 31	
	2021 £'000	2020 £'000
<b>Net changes in working capital</b>		
(Increase) / Decrease in trade and other receivables	(24,909)	1,680
Increase / (Decrease) in trade and other payables	8,513	(7,279)
<b>Total changes in working capital</b>	<b>(16,396)</b>	<b>(5,599)</b>

### Note 11. Revolving Credit Facility

On October 12, 2019, Endava entered into a new multicurrency revolving credit facility with HSBC Bank plc, as agent, and HSBC UK Bank plc, DNB (UK) Limited, Keybank National Association and Silicon Valley Bank as mandated lead arrangers, bookrunners and original lenders. The Multicurrency Revolving Credit Facility is an unsecured revolving credit facility in the amount of £200 million, and it replaced the prior £50 million secured facility with HSBC UK Bank Plc. £170 million of the Multicurrency Revolving Credit Facility has a maturity date falling October 2024 and £30 million of it has a maturity date falling October 2023. The Multicurrency Revolving Credit Facility also provides for uncommitted accordion options of up to an aggregate of £75 million in additional borrowing. The Multicurrency Revolving Credit Facility is intended to support Endava's future capital investments and development activities.

## 12. Share-Based Payment Arrangements

The Group had the following share-based payment arrangements: Company Share Option Plan (“CSOP”) Joint Share Ownership Plan (“JSOP”), Long Term Incentive Plan (“LTIP”), 2018 Equity Incentive plan (“EIP”) and 2018 Sharesave Plan (“SAYE”).

During the reporting period, discounted options "Share Success" ("SS") options were granted under the EIP to all eligible employees at the prescribed eligibility date. The SS options are disclosed separately to other awards under the EIP.

The number, weighted-average exercise price and average contractual life of the share options under the above arrangements were as follows:

	CSOP	JSOP	LTIP	EIP	SAYE	SS
<b>Options outstanding at July 1, 2021</b>	<b>5,845</b>	<b>34,075</b>	<b>203,326</b>	<b>1,406,877</b>	<b>1,119,953</b>	<b>—</b>
Options granted during the period	—	—	—	254,773	—	504,388
Options exercised during the period	—	—	99,462	467,888	295,643	—
Options forfeited during the period	—	—	—	46,374	27,738	18,577
<b>Options outstanding at December 31, 2021</b>	<b>5,845</b>	<b>34,075</b>	<b>103,864</b>	<b>1,147,388</b>	<b>796,572</b>	<b>485,811</b>
Weighted average exercise price December 31, 2021 - £	0.90	—	—	—	29.02	92.02
Weighted average contractual life December 31, 2021 - years	2	15	3	3	1	6

The fair values were determined using the following inputs and models to the Black-Scholes option pricing model for SAYE grants in 2020 and EIP SS grants in 2021. Other options granted under the Group's equity plans have a nil exercise price, therefore their fair value equals the share price at grant date.

	2021 SS		2020 SAYE	
Exercise price	£	92.02	£	36.63
Risk-free rate		0.59 %		0.19 %
Expected volatility		45.23 %		35.00 %
Expected dividends		—		—
Fair value of option	£	58.07	£	16.38

For the six months ended December 31, 2021, the Group recognised £0.9 million of share-based payment charge in respect of all the Group's share option schemes (December 31, 2020: £11.9 million).

## 13. Russia-Ukraine crisis considerations

In late February 2022, Russian military forces launched significant military action against Ukraine (the “Russia-Ukraine crisis”), and sustained conflict and disruption in the region is likely. The impact to Ukraine, as well as actions taken by other countries, including new and stricter sanctions by Canada, the United Kingdom, the European Union, the United States and other countries and organizations against officials, individuals, regions, and industries in Russia, Ukraine and Belarus, and each country's potential response to such sanctions, tensions, and military actions could damage or disrupt international commerce and the global economy, and could have a material adverse effect on the Group's operations.

As of the date of this report, the Russia-Ukraine crisis has not had a material impact on the financial results of the Group. The Group generates no revenue from Russia, Ukraine and Belarus, and none of its employees are

located in these countries. In fact, over 75% of the Group's European staff is based in countries that are members of the North Atlantic Treaty Organization (NATO). As of December 31, 2021, the Group had approximately 1,200 employees based in Moldova, a neighboring country of Ukraine, and approximately 9% of the Group's revenue is derived from teams located in Moldova. The Group currently believes its business in Moldova has not been impacted by the Russia-Ukraine crisis, and there has been no sign of decline in productivity in that country. If the armed conflict involving Russia and Ukraine were to spread to Moldova, the Group has contingency plans in place and would assist its employees in relocating to neighboring countries, a process made easier by the fact that management believes a majority of the employees based in Moldova have a passport from a European Union country. As of the date of this report, clients have generally expressed support for the Group's employees in Moldova, and the Group has not experienced withdrawn or reduced teams as a result of the Russia-Ukraine crisis. In addition, the Group has received queries from prospective clients as they intend to reduce their exposure to delivery teams located in Russia, Ukraine and Belarus, and the Group is reviewing such business opportunities.

It is not possible to predict the broader or longer-term consequences of the Russia-Ukraine crisis, which could include further sanctions, embargoes, regional instability, geopolitical shifts and adverse effects on macroeconomic conditions, security conditions, currency exchange rates and financial markets. Such geo-political instability and uncertainty could have a negative impact on the Group's ability to sell to, deliver to, collect payments from, and support clients in certain regions based on trade restrictions, embargoes and export control law restrictions, and logistics restrictions including closures of air space, and could increase the costs, risks and adverse impacts from supply chain and logistics challenges. There can be no assurance that the Russia-Ukraine crisis, including any resulting sanctions, export controls or other restrictive actions, will not have a material adverse impact on the future operations and results of the Group.



*The following risk factors update and supplement, and should be read together with, the risk factors previously provided under “Risk Factors” in Part I, Item 3.D. in the Company’s Annual Report on Form 20-F for the year ended June 30, 2021:*

**Risks Related to Our Business and Industry**

*Our results of operations may be negatively impacted by the conflict between Russia and Ukraine.*

In late February 2022, Russian military forces launched a significant military action against Ukraine (the “Russia-Ukraine crisis”), and sustained conflict and disruption in the region is likely. The impact to Ukraine, as well as actions taken by other countries, including new and stricter sanctions by Canada, the United Kingdom, the European Union, the United States and other countries and organizations against officials, individuals, regions, and industries in Russia, Ukraine and Belarus, and each country’s potential response to such sanctions, tensions, and military actions could damage or disrupt international commerce and the global economy, and could have a material adverse effect on our business and results of operations.

While our business and operations are currently not significantly impacted, it is not possible to predict the broader or longer-term consequences of the Russia-Ukraine crisis. For example, we have employees and clients based in Moldova, a neighboring country of Ukraine. If the armed conflict involving Russia and Ukraine were to spread to other countries such as Moldova, we may incur significant costs associated with assisting our employees with relocating to neighboring countries or providing other forms of aid. We may also lose clients or experience other disruptions of our business activities in the region.

Other consequences of the Russia-Ukraine crisis could include further sanctions, embargoes, regional instability, geopolitical shifts and adverse effects on macroeconomic conditions, security conditions, currency exchange rates and financial markets. Such geo-political instability and uncertainty could have a negative impact on our ability to sell to, deliver to, collect payments from, and support clients in certain regions based on trade restrictions, embargoes and export control law restrictions, and logistics restrictions including closures of air space, and could increase the costs, risks and adverse impacts from supply chain and logistics challenges. There can be no assurance that the Russia-Ukraine crisis, including any resulting sanctions, export controls or other restrictive actions, will not have a material adverse impact on our future operations and results.

*We are dependent on our existing client base and our ability to retain such clients.*

Historically, a significant percentage of our revenue has come from our existing client base. For example, during the fiscal year ended June 30, 2021, 81.8% of our revenue came from clients from whom we generated revenue during the prior fiscal years. Additionally, during the fiscal years ended June 30, 2021, 2020 and 2019 our 10 largest clients accounted for 34.9%, 38.1% and 37.7% of our revenue, respectively. However, the volume of work performed for a specific client is likely to vary from year to year, especially since we generally do not have long-term commitments from our clients and are often not our clients’ exclusive technology services provider. A major client in one year may not provide the same level of revenue for us in any subsequent year. Further, one or more of our significant clients could get acquired and there can be no assurance that the acquirer would choose to use our services in respect of such client to the same degree as previously, if at all. In particular, some of our clients are owned by private equity firms and are therefore inherently more likely to be sold at some point in the future.

In addition, the services we provide to our clients, and the revenue and income from those services, may decline or vary as the type and quantity of services we provide changes over time. In addition, our reliance on any individual client for a significant portion of our revenue may give that client a certain degree of pricing leverage against us when negotiating contracts and terms of service. In order to successfully perform and market our services, we must establish and maintain multi-year close relationships with our clients and develop a thorough understanding of their businesses. Our ability to maintain these close relationships is essential to the growth and profitability of our business. If we fail to maintain these relationships and successfully obtain new engagements from our existing clients, we may not achieve our revenue growth and other financial goals.

We anticipate that a limited number of clients will continue to account for a significant portion of our revenue in any given fiscal year for foreseeable future and, in some cases, a portion of our revenue attributable to an individual client may increase in the future. There can be no assurance that we will be successful in maintaining our relationship with and successfully obtaining new engagements from our existing clients. If we fail to maintain these relationships and successfully obtain new engagements from our existing clients, we may not achieve our revenue growth and other financial goals.

Additionally, if our existing client base, notably our largest clients, are adversely impacted by the ongoing COVID-19 pandemic or the Russia-Ukraine crisis, then we may experience a decrease in demand, delays in payment or postponement of projects, which could have a material adverse effect on our business, results of operations and financial condition.

*We must attract and retain highly-skilled IT professionals.*

In order to sustain our growth, we must attract and retain a large number of highly-skilled and talented IT professionals. During the fiscal year ended June 30, 2021, we increased our headcount by 2,259 employees, or 34.1%. Our business is people driven and, accordingly, our success depends upon our ability to attract, develop, motivate, retain and effectively utilize highly-skilled IT professionals in our delivery locations, which are principally located in Bosnia & Herzegovina,

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Bulgaria, Croatia, Moldova, North Macedonia, Romania, Serbia and Slovenia, which we collectively refer to as Central Europe, and Argentina, Colombia, Mexico, Uruguay and Venezuela in Latin America. We believe that there is significant competition for technology professionals in the geographic regions in which our delivery centers are located and that such competition will continue for the foreseeable future. Increased hiring by technology companies and increasing worldwide competition for skilled technology professionals has led to a shortage in the availability of suitable personnel in the locations where we operate and hire. In addition, the increased uncertainty and disruption resulting from the COVID-19 pandemic and the Russia-Ukraine crisis may negatively impact our ability to recruit, hire and train the IT professionals we require to operate our business. Our ability to properly staff projects, maintain and renew existing engagements and win new business depends, in large part, on our ability to recruit, train and retain IT professionals. Failure to hire, train and retain IT professionals in sufficient numbers could have a material adverse effect on our business, results of operations and financial condition.

***We must maintain adequate resource utilization rates and productivity levels.***

Our profitability and the cost of providing our services are affected by our utilization rates of our employees in our delivery locations. If we are not able to maintain appropriate utilization rates for our employees involved in delivery of our services, our profit margin and our profitability may suffer. Our utilization rates are affected by a number of factors, including:

- our ability to promptly transition our employees from completed projects to new assignments and to hire and integrate new employees;
- our ability to forecast demand for our services (and which may be impacted due to the effects of the ongoing COVID-19 pandemic) and thereby maintain an appropriate number of employees in each of our delivery locations;
- our ability to deploy employees with appropriate skills and seniority to projects;
- our ability to manage the attrition of our employees; and
- our need to devote time and resources to training, professional development and other activities that cannot be billed to our clients.

Our revenue could also suffer if we misjudge demand patterns, including as a result of uncertainties related to the ongoing COVID-19 pandemic and the Russia-Ukraine crisis, and do not recruit sufficient employees to satisfy demand. Employee shortages could prevent us from completing our contractual commitments in a timely manner and cause us to lose contracts or clients. Further, to the extent that we lack sufficient employees with lower levels of seniority and daily or hourly rates, we may be required to deploy more senior employees with higher rates on projects without the ability to pass such higher rates along to our clients, which could adversely affect our profit margin and profitability.

***Our sales of services, operating results or profitability may experience significant variability and our past results may not be indicative of our future performance.***

Our operating results may fluctuate due to a variety of factors, many of which are outside of our control. As a result, comparing our operating results on a period-to-period basis may not be meaningful. Fluctuations in our operating results may be particularly pronounced in the current economic environment due to the uncertainty caused by and the unprecedented nature of the current COVID-19 pandemic and the Russia-Ukraine crisis. You should not rely on our past results as an indication of our future performance.

Factors that are likely to cause these variations include:

- the number, timing, scope and contractual terms of projects in which we are engaged;
  - delays in project commencement or staffing delays due to difficulty in assigning appropriately skilled or experienced professionals;
  - the accuracy of estimates on the resources, time and fees required to complete projects and costs incurred in the performance of each project;
  - inability to retain employees or maintain employee utilization levels;
  - changes in pricing in response to client demand and competitive pressures;
  - the business decisions of our clients regarding the use of our services or spending on technology;
  - the ability to further grow sales of services from existing clients;
  - seasonal trends and the budget and work cycles of our clients;
  - delays or difficulties in expanding our operational facilities or infrastructure;
  - our ability to estimate costs under fixed price or managed service contracts;
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- employee wage levels and increases in compensation costs;
- unanticipated contract or project terminations;
- the timing of collection of accounts receivable;
- our ability to manage risk through our contracts;
- the continuing financial stability of our clients;
- changes in our effective tax rate;
- fluctuations in currency exchange rates;
- general economic conditions;
- the impact of public health pandemics, such as the ongoing COVID-19 pandemic; and
- the impact of unforeseen global events, such as the Russia-Ukraine crisis.

As a result of these factors, our operating results may from time to time fall below our estimates or the expectations of public market analysts and investors.

***Our business is subject to the risks of geo-political actions, including natural disasters, war and terrorism and public health pandemics.***

A significant natural disaster, such as an earthquake, fire or a flood, a catastrophic event, such as a significant power outage, or a public health pandemic, such as COVID-19, could have a material adverse impact on our business, operating results and financial condition. In the event we are hindered by any of the events discussed above, our ability to provide our services to clients could be delayed. Additionally, a natural disaster, catastrophic event or public health epidemic could cause us or our customers to suspend all or a portion of their operations for a significant period of time, result in a permanent loss of resources, or require the relocation of personnel and material to alternate facilities that may not be available or adequate. Such an event could also cause an indirect economic impact on our customers, which could impact our customers' purchasing decisions and reduce demand for our products and services.

In addition, our facilities are vulnerable to damage or interruption from human error, intentional bad acts, pandemics, earthquakes, hurricanes, floods, fires, war, international conflicts (including the Russia-Ukraine crisis), terrorist attacks, power losses, hardware failures, systems failures, telecommunications failures and similar events. The occurrence of a natural disaster, power failure or an act of terrorism, vandalism or other misconduct could result in lengthy interruptions in provision of our services and failure to comply with our obligations to our clients. The occurrence of any of the foregoing events could damage our systems and hardware or could cause them to fail completely, and our insurance may not cover such events or may be insufficient to compensate us for the potentially significant losses, including the potential harm to the future growth of our business, that may result from interruptions in the provision of our services to clients as a result of system failures.

All of the aforementioned risks may be exacerbated if our disaster recovery plan proves to be inadequate. To the extent that any of the above results in delayed or reduced sales or increases our cost of sales, our business, financial condition and results of operations could be adversely affected.

**Risks Related to Our International Operations**

***Unstable market and economic conditions may have serious adverse consequences on our business, financial condition and share price.***

The global economy, including credit and financial markets, has experienced extreme volatility and disruptions, including severely diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, increases in unemployment rates, increases in inflation rates, higher interest rates and uncertainty about economic stability. For example, the COVID-19 pandemic resulted in widespread unemployment, economic slowdown and extreme volatility in the capital markets. Similarly, Russia's recent military action in Ukraine has created extreme volatility in the global capital markets and is expected to have further global economic consequences, including disruptions of the global supply chain and energy markets. Any such volatility and disruptions may have adverse consequences on us or the third parties on whom we rely. If the equity and credit markets deteriorate, including as a result of political unrest or war, it may make any necessary debt or equity financing more difficult to obtain in a timely manner or on favorable terms, more costly or more dilutive. Increased inflation rates can adversely affect us by increasing our costs, including labor and employee benefit costs. In addition, higher inflation could also increase our customers' operating costs, which could result in reduced budgets for our customers and potentially less demand for our products and services. Any significant increases in inflation and related increase in interest rates could have a material adverse effect on our business, results of operations and financial condition.

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***Our revenue, margins, results of operations and financial condition may be materially adversely affected if general economic conditions in Europe, the United States or the global economy worsen.***

We derive a significant portion of our revenue from clients located in Europe and the United States. The technology services industry is particularly sensitive to the economic environment, and tends to decline during general economic downturns. While the economic impact of the COVID-19 pandemic continues to result in significant economic uncertainty and disruption, we cannot be certain what the overall impact of the Russia-Ukraine crisis will be on us or the global economic and market conditions. If the U.S. or European economies continue to weaken or slow or there is a global economic slowdown, pricing for our services may be depressed and our clients may reduce or postpone their technology spending significantly, which may, in turn, lower the demand for our services and negatively affect our revenue and profitability. A weak or declining economy could also cause our customers to delay making payments for our services. Additionally, any weakening or failure of banking institutions or banking systems, which could be caused by a weakening or slowdown of the U.S., European or global economies, could adversely impact our business, operating results and financial condition and negatively impact our ability to receive and make payments. If we are unable to successfully anticipate changing economic and political conditions affecting the markets in which we operate, we may be unable to effectively plan for or respond to those changes, and our results of operations could be adversely affected.

***Our international operations involve risks that could increase our expenses, adversely affect our results of operations and require increased time and attention from our management.***

As of June 30, 2021, we had 8,883 employees (including directors), approximately 50.3% of whom work in nearshore delivery centers in European Union countries. We have operations in a number of countries, including Argentina, Austria, Australia, Bosnia & Herzegovina, Bulgaria, Colombia, Croatia, Denmark, Germany, Ireland, North Macedonia, Mexico, Moldova, the Netherlands, Romania, Serbia, Singapore, Slovenia, Switzerland, the United Kingdom, the United States, Uruguay and Venezuela, and we serve clients across Europe, North America and RoW. As a result, we may be subject to risks inherently associated with international operations. Our global operations expose us to numerous and sometimes conflicting legal, tax and regulatory requirements, and violations or unfavorable interpretation by the respective authorities of these regulations could harm our business. Risks associated with international operations include difficulties in enforcing contractual rights, potential difficulties in collecting accounts receivable, the burdens of complying with a wide variety of foreign laws, repatriation of earnings or capital and the risk of asset seizures by foreign governments. In addition, we may face competition in other countries from companies that may have more experience with operations in such countries or with international operations. Such companies may have long-standing or well-established relationships with desired clients, which may put us at a competitive disadvantage. We may also face difficulties integrating new facilities in different countries into our existing operations, as well as integrating employees that we hire in different countries into our existing corporate culture. As a global company, our performance may also be affected by global economic conditions as well as geopolitical tensions, such as the Russia-Ukraine crisis, and other conditions with global reach. Our international expansion plans may not be successful and we may not be able to compete effectively in other countries. These factors could impede the success of our international expansion plans and limit our ability to compete effectively in other countries. Additionally, addressing the operational and other challenges posed by our international operations will require significant time and attention from management, which may divert management's attention from other important matters.