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

**FORM S-8
REGISTRATION STATEMENT**
*UNDER
THE SECURITIES ACT OF 1933*

ENDAVA PLC
(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction of
incorporation or organization)

Not applicable
(I.R.S. Employer
Identification No.)

**125 Old Broad Street,
London EC2N 1AR**
(Address of Principal Executive Offices) (Zip Code)

Endava Limited Share Option Plan
Endava plc 2018 Equity Incentive Plan
Endava plc 2018 Sharesave Plan
Standalone 2018 Award
Endava Limited 2017 Non-Executive Director Long Term Incentive Plan
Velocity Partners Retention Bonus Plan
(Full titles of the plans)

Endava Inc.
757 3rd Avenue, Suite 1901
New York, NY 10017
(212) 920-7240
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
**Nicole Brookshire
Darren DeStefano
Richard Segal
Cooley LLP**
**500 Boylston Street, 14th Floor
Boston, MA 02116
(617) 937-2300**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered ⁽¹⁾	Amount to be registered ⁽²⁾	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Class A ordinary shares, nominal value £0.02 per share				
Endava Limited Share Option Plan	125,545 shares	\$ 1.05 ⁽³⁾⁽⁷⁾	\$ 131,822	\$ 15.98
Endava plc 2018 Equity Incentive Plan	5,350,000 shares	\$ 24.25 ⁽⁴⁾	\$ 129,737,500	\$ 15,724.19
Endava plc 2018 Sharesave Plan	2,675,000 shares	\$ 24.25 ⁽⁴⁾	\$ 64,868,750	\$ 7,862.09
Standalone 2018 Award	10,000 shares	\$ 6.00 ⁽⁵⁾	\$ 60,000	\$ 7.27
Endava Limited 2017 Non-Executive Director Long Term Incentive Plan	18,750 shares	\$ 0.03 ⁽⁶⁾⁽⁷⁾	\$ 563	\$ 0.07
Velocity Partners Retention Bonus Plan	360,345 shares	\$ 24.25 ⁽⁴⁾	\$ 8,738,366	\$ 1,059.09
Total:				\$ 24,668.69

(1) These ordinary shares of Endava PLC (the "Registrant"), £0.02 nominal value per share ("Ordinary Shares"), may be represented by the Registrant's American Depositary Shares ("ADSs"), each of which represents one Ordinary Share. The Registrant's ADSs issuable upon deposit of the Ordinary Shares registered hereby were registered pursuant to a separate registration statement on Form F-6 (File No. 333-226021), as amended.

(2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional Ordinary Shares of the Registrant that become issuable under the Registrant's Endava Limited Share Option Plan ("CSOP"), Endava plc 2018 Equity Incentive Plan ("Equity Incentive Plan"), Endava plc 2018 Sharesave Plan ("Sharesave Plan"), Standalone 2018 Award Plan ("Standalone Award"), Endava Limited 2017 Non-Executive Director Long Term Incentive Plan ("LTIP") and Velocity Partners Retention Bonus Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction.

(3) Calculated in accordance with Rule 457(h) on the basis of the weighted-average exercise price for outstanding options granted pursuant to the CSOP.

(4) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(h) of the Securities Act and based upon the price of \$24.25 per ADS, which was the average of the high and low prices of the ADS as reported on the New York Stock Exchange for December 4, 2018.

(5) Calculated in accordance with Rule 457(h) on the basis of the exercise price of the Standalone Award.

(6) Calculated in accordance with Rule 457(h) on the basis of the weighted-average exercise price for outstanding awards granted pursuant to the LTIP.

(7) For those options outstanding under the CSOP and LTIP, with an exercise price denominated in British Pounds, such exercise price was translated at the rate of £1.00 = \$1.2772, the noon buying rate of the Federal Reserve Bank of New York on November 30, 2018.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Part I of Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I of Form S-8 will be delivered to the participant in the plans covered by this Registration Statement as specified by Rule 428(b)(1) under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the Commission:

- (a) the Registrant's Annual Report on Form 20-F for the fiscal year ended June 30, 2018 (File No. 001-38607), filed with the Commission on October 11, 2018;
- (b) the Registrant's Current Report on Form 6-K (File No. 001-38607), filed with the Commission on November 29, 2018, other than Exhibit 99.2 and the portions of Exhibit 99.1 under the caption "Outlook"; and
- (c) the descriptions of the Registrant's American Depositary Shares and Ordinary Shares contained in the Registrant's Registration Statement on Form 8-A filed with the Commission on July 24, 2018 (File No. 001-38607) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement, in an amendment hereto or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed amendment to this Registration Statement or in any document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Under no circumstances shall any information subsequently furnished on Form 6-K be deemed incorporated herein by reference unless such Form 6-K expressly provides to the contrary.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Subject to the U.K. Companies Act 2006, members of the Registrant's board of directors and its officers have the benefit of the following indemnification provisions in the Registrant's Articles of Association:

Current and former members of the Registrant's board of directors or officers shall be reimbursed for:

(i) all costs, charges, losses, expenses and liabilities sustained or incurred in relation to his or her actual or purported execution of his or her duties in relation to the Registrant, including any liability incurred in defending any criminal or civil proceedings; and

In the case of current or former members of the Registrant's board of directors, there shall be no entitlement to reimbursement as referred to above for (1) any liability incurred to the Registrant or any associated company, (2) the payment of a fine imposed in any criminal proceeding or a penalty imposed by a regulatory authority for non-compliance with any requirement of a regulatory nature, (3) the defense of any criminal proceeding if the member of the Registrant's board of directors is convicted, (4) the defense of any civil proceeding brought by the Registrant or an associated company in which judgment is given against the director, and (5) any application for relief under the statutes of the United Kingdom and any other statutes that concern and affect the Registrant as a company in which the court refuses to grant relief to the director.

(ii) expenses incurred or to be incurred in defending any criminal or civil proceedings, in an investigation by a regulatory authority or against a proposed action to be taken by a regulatory authority, or in connection with any application for relief under the statutes of the United Kingdom and any other statutes that concern and affect the Registrant as a company, or collectively the Statutes, arising in relation to the Registrant or an associated company, by virtue of the actual or purported execution of the duties of his or her office or the exercise of his or her powers.

In addition, members of the Registrant's board of directors and its officers who have received payment from the Registrant under these indemnification provisions must repay the amount they received in accordance with the Statutes or in any other circumstances that the Registrant may prescribe or where the Registrant has reserved the right to require repayment.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit Number	Description
4.1	Articles of Association of Endava plc, as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form F-1 (File No. 333-226010), filed with the Commission on June 29, 2018 (the "F-1 Registration Statement")) .
4.2	Form of Deposit Agreement (incorporated by reference to Exhibit (a) of the Registrant's Pre-Effective Amendment No. 1 to Form F-6 registration statement (File No. 333-226021), filed with the Commission on July 18, 2018 (the "F-6 Registration Statement")) .
4.3	Form of American Depositary Receipt (incorporated by reference to Exhibit (a) of the F-6 Registration Statement) .
5.1*	Opinion of Cooley (UK) LLP .
23.1*	Consent of Independent Registered Public Accounting Firm .
23.2*	Consent of Cooley (UK) LLP. Reference is made to Exhibit 5.1 .
24.1	Power of Attorney. Reference is made to the signature page hereto .
99.1	Endava Share Option Plan (incorporated by reference to Exhibit 10.1 to the F-1 Registration Statement) .
99.2	Endava Limited 2015 Long Term Incentive Plan (incorporated by reference to Exhibit 10.3 to the F-1 Registration Statement) .
99.3	Endava plc 2018 Sharesave Plan (incorporated by reference to Exhibit 10.6 to the F-1 Registration Statement) .
99.4	Endava Limited 2017 Non-Executive Director Long Term Incentive Plan (incorporated by reference to Exhibit 10.4 to the F-1 Registration Statement) .

* Filed herewith

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement; and

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of London, United Kingdom, on the 7th day of December, 2018.

ENDA VA PLC

By: /s/ John Cotterell
John Cotterell
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints John Cotterell and Mark Thurston, and each of them, as his true and lawful attorneys-in-fact and agents, each with the full power of substitution, for him and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John Cotterell</u> John Cotterell	Chief Executive Officer and Director <i>(Principal Executive Officer)</i>	December 7, 2018
<u>/s/ Mark Thurston</u> Mark Thurston	Chief Financial Officer and Director <i>(Principal Financial and Accounting Officer)</i>	December 7, 2018
<u>/s/ Andrew Allan</u> Andrew Allan	Director	December 7, 2018
<u>/s/ Ben Druskin</u> Ben Druskin	Director	December 7, 2018
<u>/s/ Mike Kinton</u> Mike Kinton	Director	December 7, 2018
<u>/s/ David Pattillo</u> David Pattillo	Director	December 7, 2018
<u>/s/ Trevor Smith</u> Trevor Smith	Director	December 7, 2018

ENDAVA INC.

By: /s/ Simon Whittington December 7, 2018

Name: Simon Whittington

Title: Managing Director



7 December 2018

Endava plc
125 Old Broad Street
London EC2N 1AR
United Kingdom

Re: Endava plc - Registration Statement on Form S-8 - Exhibit 5.1

Ladies and Gentlemen:

We have acted as English legal advisers to Endava plc, a public limited company (previously Endava Limited) incorporated in England and Wales (the “**Company**”) in connection with the preparation and filing of the registration statement on Form S-8 to which this letter is attached as an exhibit (such registration statement, including the documents incorporated by reference therein, the “**Registration Statement**”) filed with the U.S. Securities and Exchange Commission pursuant to the U.S. Securities Act of 1933, as amended (the “**Securities Act**”). For the purposes of this letter, Class A ordinary shares in the capital of the Company each having a nominal value £0.02 per share are referred to as “**Class A Ordinary Shares**”.

As set out in the Registration Statement, it is proposed that up to 8,719,640 Class A Ordinary Shares (the “**Shares**”) will be allotted and issued upon the exercise or in settlement of equity awards granted under (i) the Company’s Share Option Plan and the Company’s Approved Share Option Plan (together, the “**CSOP**”), as adopted by the board of directors of the Company (prior to its re-registration as a public limited company) on 7 May 2014 (the “**Directors**” or the “**Board**”); (ii) the Company’s 2018 Equity Incentive Plan with Non-Employee Sub-Plan, as adopted by the Board on 16 April 2018 and approved by the Company’s shareholders on 3 May 2018 (the “**Equity Incentive Plan**”); (iii) the Company’s 2018 Sharesave Plan, as adopted by the Board on 16 April 2018 and approved by the Company’s shareholders on 3 May 2018 (including the International Sub-Plan thereto, which was adopted by the Board on 28 October 2018) (the “**Sharesave Plan**”); (iv) the standalone award granted to a consultant by the Board on 7 September 2017 (the “**Standalone 2018 Award**”); (v) the Company’s Long Term Incentive Plan adopted by the Board on 20 June 2015 (the “**2015 LTIP**”); and (vi) the Velocity Partners LLC retention bonus established in connection with the Company’s acquisition of Velocity Partners LLC (the “**VP Plan**”). For the purposes of this letter, the CSOP, the Equity Incentive Plan, the Sharesave Plan, the Standalone 2018 Award, the 2015 LTIP, and the VP Plan, are collectively referred to as, the “**Plans**” and each, a “**Plan**”).

We understand that the existing issued Class A Ordinary Shares are not, and are not intended to be, admitted to trading on any market or exchange, or otherwise listed, in the United Kingdom.

1. INTRODUCTION

1.1 Purpose

In connection with the preparation and filing of a registration statement on Form S-8, we have been asked to provide opinions on certain matters, as set out below. We have taken instruction in this regard solely from the Company.

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Cooley (UK) LLP is a limited liability partnership and is registered in England and Wales with registered number OC395270. Our registered office is at the address above. Cooley (UK) LLP is authorised and regulated by the Solicitors Regulation Authority (SRA number 617791). A list of the members of Cooley (UK) LLP and their professional qualifications is open to inspection at its registered office. The word ‘partner,’ used in relation to Cooley (UK) LLP, refers to a member of Cooley (UK) LLP or an employee or consultant of Cooley (UK) LLP (or any affiliated firm) of equivalent standing.

1.2 Defined terms and headings

In this letter:

- (a) capitalised terms used without definition in this letter or the schedules hereto have the meanings assigned to them in the Registration Statement unless a contrary indication appears;
- (b) headings are for ease of reference only and shall not affect interpretation;
and
- (c) the term “**Shares**” shall include any American Depositary Shares representing Class A Ordinary Shares (“**ADSs**”). Each ADS represents one Class A Ordinary Share and ADSs may be evidenced by American Depositary Receipts.

1.3 Legal review

For the purpose of issuing this letter, we have examined such matters of fact and questions of law as we have considered appropriate. We have reviewed only the following documents and conducted only the following enquiries and searches:

- (a) an online search at Companies House in respect of information available for inspection on the Company’s file conducted on 7 December 2018 at 10:00 a.m. (London time);
- (b) an enquiry by telephone at the Central Index of Winding Up Petitions, London on 7 December 2018 at 10:30 a.m. (London time) ((a) and (b) together, the “**Searches**”);
- (c) PDF copies of the Plans, other than in respect of the Standalone 2018 Award;
- (d) the final form grant document in respect of the Standalone 2018 Award;
- (e) minutes of a meeting of the Board held on 7 May 2014;
- (f) minutes of a meeting of the Board held on 30 June 2015;
- (g) minutes of a meeting of the Board held on 7 September 2017;
- (h) a PDF copy of the resolutions passed at the general meeting of the Company which was held on 14 December 2017;
- (i) a PDF copy of the minutes of the general meeting of the Company, which was held on 3 May 2018 (the “**General Meeting**”);
- (j) a PDF copy of the resolutions passed at the General Meeting;
- (k) minutes of a meeting of the Board held on 16 April 2018;
- (l) a PDF copy of the written resolutions of the Board passed on 24 October 2018,

(the approvals at paragraphs 1.3(e) to (l) collectively, the “**Corporate Approvals**”);

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- (m) a PDF copy of the current articles of association of the Company dated 6 July 2018 (the “**Articles**”), the certificate of incorporation of the Company dated 27 February 2006, and the amended certificate of incorporation on re-registration of the Company as a public limited company and change of name dated 6 July 2018; and
- (n) a PDF copy of the Registration Statement.

1.4 **Applicable law**

This letter, the opinions given in it, and any non-contractual obligations arising out of or in connection with this letter and/or the opinions given in it, are governed by, and to be construed in accordance with, English law and relate only to English law as applied by the English courts, including the laws of the European Union to the extent having the force of law in England, as at today’s date. In particular:

- (a) we have not investigated the laws of any country other than England and we assume that no foreign law affects any of the opinions stated below;
- (b) we do not undertake or accept any obligation to update this letter and/or the opinions given in it to reflect subsequent changes in English law or factual matters; and
- (c) we express no opinion in this letter on the laws of any jurisdiction other than England. It is assumed that no foreign law which may apply to the matters contemplated by the Registration Statement, the Company, any document or any other matter contemplated by any document would or might affect this letter and/or the opinions given in it.

1.5 **Assumptions and reservations**

The opinions given in this letter are given on the basis of each of the assumptions set out in schedule 1 (*Assumptions*) to this letter and are subject to each of the reservations set out in schedule 2 (*Reservations*) to this letter. The opinions given in this letter are strictly limited to the matters stated in paragraph 2 (*Opinions*) below and do not extend, and should not be read as extending, by implication or otherwise, to any other matters.

2. **OPINION**

Subject to paragraph 1 (*Introduction*) and the other matters set out in this letter and its schedules, and subject further to the following:

- (a) the Registration Statement becoming effective under the Securities Act;
- (b) delegation of authority to the remuneration committee of the Board (the “**Remuneration Committee**”) having been validly effected (inter alia, in accordance with the Articles, the Companies Act 2006 (the “**Companies Act**”) and the Plans);
- (c) the Board and the shareholders of the Company having validly approved the Plans;
- (d) the Board, or the Remuneration Committee having validly granted the awards in respect of the Shares under the Plans;

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- (e) the Board or the Remuneration Committee having validly resolved to allot and issue the Shares, or grant rights to subscribe for the Shares, at duly convened and quorate meetings of the Board or the Remuneration Committee or by way of duly passed written resolutions of the Board or the Remuneration Committee in compliance with all applicable laws and regulations, and such resolutions being in full force and effect and not having been rescinded or amended;
- (f) the receipt in full of payment for the Shares in an amount of “cash consideration” (as defined in section 583(3) of the Companies Act) of not less than the aggregate nominal value for such Shares; and
- (g) valid entries having been made in relation to the allotment and issue of the Shares in the books and registers of the Company,

it is our opinion that, as at today’s date, the Shares, if and when allotted and issued, registered in the name of the recipient in the register of members of the Company and delivered in accordance with the terms and conditions referred to in the Plans as described in the Registration Statement, will be duly and validly authorised and issued, fully paid or credited as fully paid and will not be subject to any call for payment of further capital.

3. EXTENT OF OPINIONS

We express no opinion as to any agreement, instrument or other document other than as specified in this letter or as to any liability to tax or duty which may arise or be suffered as a result of or in connection with the transactions contemplated by the Plans.

This letter only applies to those facts and circumstances which exist as at today’s date and we assume no obligation or responsibility to update or supplement this letter to reflect any facts or circumstances which may subsequently come to our attention, any changes in laws which may occur after today, or to inform the addressee of any change in circumstances happening after the date of this letter which would alter our opinion.

4. DISCLOSURE AND RELIANCE

This letter is addressed to you in connection with the Registration Statement. We consent to the filing of this letter as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Other than for the purpose set out in the prior paragraph, this letter may not be relied upon, or assigned, for any purpose, without our prior written consent, which may be granted or withheld in our discretion.

Yours faithfully

/s/ Edward J. Lukins

Cooley (UK) LLP

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SCHEDULE 1

ASSUMPTIONS

The opinions in this letter have been given on the basis of the following assumptions:

- (a) the genuineness of all signatures, stamps and seals on all documents, the authenticity and completeness of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as copies;
- (b) that, where a document has been examined by us in draft or specimen form, it will be or has been duly executed in the form of that draft or specimen, and that each of the signed documents examined by us has been duly executed and, where applicable, delivered on behalf of the Company;
- (c) that the Articles remain in full force and effect, and no alteration has been made or will be made to such articles of association, in each case prior to the relevant date of allotment and issue of the Shares (the “**Allotment Date**”);
- (d) on the relevant Allotment Date the Company will comply with all applicable laws to allot and issue the Shares and the Company will receive such amounts as are necessary to fully pay the nominal value of the Shares and any applicable share premium;
- (e) that the Plans remain in full force and effect and no alteration has been made or will be made to the Plans prior to an Allotment Date;
- (f) that all documents, forms and notices which should have been delivered to the Registrar of Companies in respect of the Company have been so delivered, that information revealed by the Searches was complete and accurate in all respects and has not, since the time of the Searches, been altered and that the results of the Searches will remain complete and accurate as at the relevant Allotment Date;
- (g) that the Company has not taken any corporate or other action nor have any steps been taken or legal proceedings been started against the Company for the liquidation, winding up, dissolution, reorganisation or bankruptcy of, or for the appointment of a liquidator, receiver, trustee, administrator, administrative receiver or similar officer of, the Company or all or any of its assets (or any analogous proceedings in any jurisdiction) and the Company is not unable to pay its debts as they fall due within the meaning of section 123 of the Insolvency Act 1986, as amended, and will not become unable to pay its debts within the meaning of that section as a result of any of the transactions contemplated herein, is not insolvent and has not been dissolved or declared bankrupt (although the Searches gave no indication that any winding-up, dissolution or administration order or appointment of a receiver, administrator, administrative receiver or similar officer has been made with respect to the Company);
- (h) that the resolutions set out in the Corporate Approvals were validly passed and have not been and will not be revoked or varied and remain in full force and effect and will remain so as at the Allotment Date;
- (i) that in relation to the allotment and issue of the Shares, the Directors have acted and will act in the manner required by section 172 of the Companies Act (*Duty to promote the success of the Company*), and there has not been and will not be any bad faith, breach of trust, fraud, coercion, duress or undue influence on the part of any of the Directors;

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- (j) in relation to any allotment and issue of any Shares by the Company pursuant to the Plans, that the recipient will have become entitled to such Shares under the terms of the relevant Plan such Shares or rights over Shares will, where applicable, be fully vested each in accordance with the terms of the relevant Plan and such recipient has or will have complied with all other requirements of the relevant Plan in connection with the allotment and issue of such Shares;
- (k) that all awards have been made under the terms of the relevant Plan, that the terms of all awards have not materially deviated from the terms set out in the relevant Plan and that any Shares will be allotted and issued in accordance with the terms set out in the relevant Plan and in accordance with the Articles; and
- (l) that the Plans have been validly adopted and no alteration has been or shall be made to the Plans since the date of their respective adoption except to the extent expressly set out in this letter.

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SCHEDULE 2
RESERVATIONS

The opinions in this letter are subject to the following reservations:

- (a) the Searches are not capable of revealing conclusively whether or not a winding-up or administration petition or order has been presented or made, a receiver appointed, a company voluntary arrangement proposed or approved or any other insolvency proceeding commenced, and the available records may not be complete or up-to-date. In particular, the Central Registry of Winding-Up Petitions in England may not contain details of administration applications filed, or appointments recorded in or orders made by, district registries and county courts outside London. Searches at Companies House and at the Central Registry of Winding Up Petitions in England are not capable of revealing whether or not a winding up petition or a petition for the making of an administration order has been presented and, further, notice of a winding up order or resolution, notice of an administration order and notice of the appointment of a receiver may not be filed at Companies House immediately and there may be a delay in the relevant notice appearing on the file of the company concerned. Further, not all security interests are registrable, such security interests have not in fact been registered or such security interests have been created by an individual or an entity which is not registered in England. We have not made enquiries of any District Registry or County Court in England;
- (b) the opinions set out in this letter are subject to: (i) any limitations arising from applicable laws relating to insolvency, bankruptcy, administration, reorganisation, liquidation, moratoria, schemes or analogous circumstances; and (ii) an English court exercising its discretion under section 426 of the Insolvency Act 1986 (*co-operation between courts exercising jurisdiction in relation to insolvency*) to assist the courts having the corresponding jurisdiction in any part of the United Kingdom or any relevant country or territory;
- (c) we express no opinion as to matters of fact;
- (d) we have made no enquiries of any individual connected with the Company;
- (e) a certificate, documentation, notification, opinion or the like might be held by the English courts not to be conclusive if it can be shown to have an unreasonable or arbitrary basis or in the event of a manifest error; and
- (f) it should be understood that we have not been responsible for investigating or verifying the accuracy of the facts, including statements of foreign law, or the reasonableness of any statements of opinion, contained in the Registration Statement, or that no material facts have been omitted from it.

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Consent of Independent Registered Public Accounting Firm

The Board of Directors
Endava plc:

We consent to the use of our report dated 11 October 2018, with respect to the consolidated balance sheets of Endava plc as of 30 June 2018 and 2017, and the related consolidated statements of comprehensive income, changes in equity, and cash flows for each of the years in the three year period ended 30 June 2018 and the related notes (collectively, the “consolidated financial statements”), incorporated herein by reference.

/s/ KPMG LLP

London, United Kingdom
December 7, 2018