
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 plc 2018 Equity Incentive Plan
Endava Limited 2015 Long Term Incentive 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
Jaime L. Chase
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
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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 plc 2018 Equity Incentive Plan | 2,155,393 shares | \$57.80 ⁽³⁾ | \$124,581,715.40 | \$16,170.71 |
| Endava Limited 2015 Long Term Incentive Plan | 396,910 shares | \$0.01 ⁽⁴⁾⁽⁵⁾ | \$3,969.10 | \$0.52 |
| Total: | | | | \$16,171.23 |

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- (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 plc 2018 Equity Incentive Plan (“Equity Incentive Plan”) and Endava Limited 2015 Long Term Incentive Plan (“LTIP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction.
 - (3) 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 \$57.80 per ADS, which was the average of the high and low prices of the ADSs as reported on the New York Stock Exchange for September 16, 2020.
 - (4) Calculated in accordance with Rule 457(h) on the basis of the weighted-average exercise price for outstanding awards granted pursuant to the LTIP.
 - (5) For those awards outstanding under the LTIP with an exercise price denominated in British Pounds, such exercise price was translated at the rate of £1.00 = \$0.7820, the noon buying rate of the Federal Reserve Bank of New York on September 11, 2020.

EXPLANATORY NOTE

The Registrant is filing this Registration Statement with the Securities and Exchange Commission (the “Commission”) to register (a) an additional 2,155,393 Ordinary Shares issuable under the 2018 Plan, pursuant to the provisions of the 2018 Plan providing for an automatic increase in the number of shares reserved and available for issuance under the 2018 Plan on January 1, 2019 and January 1, 2020 and (b) 396,910 Ordinary Shares issuable under the LTIP, which shares were issuable under the LTIP at the time of the Registrant’s initial public offering but were not previously registered for issuance on Form S-8.

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 document(s) containing the information specified in Part I of Form S-8 will be delivered to the participants 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 contents of the Registrant’s Registration Statement on Form S-8 filed with the Commission on December 7, 2018 \(File No. 333-228717\)](#)
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and (b) [the Registrant's Annual Report on Form 20-F for the fiscal year ended June 30, 2020 \(File No. 001-38607\), filed with the Commission on September 15, 2020](#)

(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 plc 2018 Equity Incentive Plan (incorporated by reference to Exhibit 10.5 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) . |

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.
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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 18th day of September, 2020.

ENDAVA 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> | September 18, 2020 |
| <u>/s/ Mark Thurston</u> Mark Thurston | Chief Financial Officer and Director <i>(Principal Financial and Accounting Officer)</i> | September 18, 2020 |
| <u>/s/ Andrew Allan</u> Andrew Allan | Director | September 18, 2020 |
| <u>/s/ Sulina Connal</u> Sulina Connal | Director | September 18, 2020 |
| <u>/s/ Ben Druskin</u> Ben Druskin | Director | September 18, 2020 |
| <u>/s/ Mike Kinton</u> Mike Kinton | Director | September 18, 2020 |
| <u>/s/ David Pattillo</u> David Pattillo | Director | September 18, 2020 |
| <u>/s/ Trevor Smith</u> Trevor Smith | Director | September 18, 2020 |

ENDAVA INC.

By: /s/ Laurence Madsen September 18, 2020
Name: Laurence Madsen
Title: Managing Director

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

18 September 2020

Ladies and Gentlemen:

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

1. INTRODUCTION

- 1.1 We have acted as English legal advisers to Endava plc, a public limited company incorporated in England and Wales (the “**Company**”), in relation to the preparation and filing of the registration statement on Form S-8 to which this opinion letter is attached as an exhibit (such registration statement, as amended, including the documents incorporated by reference therein, the “**Registration Statement**”) filed with the United States Securities and Exchange Commission (the “**SEC**”) pursuant to the United States Securities Act of 1933, as amended (the “**Securities Act**”) and the rules and regulations promulgated thereunder.
- 1.2 As set out in the Registration Statement, it is proposed that up to:
- (a) 2,155,393 ordinary shares of nominal value £0.02 each in the capital of the Company (“**Ordinary Shares**”) will be allotted and issued upon the exercise and/or settlement of outstanding awards granted under the Endava plc 2018 Equity Incentive Plan with Non-Employee Sub-Plan adopted by the Company’s board of directors (the “**Board**” or the “**Directors**”) on 16 April 2018 and approved by the Company’s shareholders on 3 May 2018 (the “**2018 Equity Incentive Plan**”); and
 - (b) 396,910 Ordinary Shares will be allotted and issued upon the exercise and/or settlement of outstanding awards granted under the Endava Limited 2015 Employee Long Term Incentive Plan (the “**2015 Employee LTIP**” and, together with the 2018 Equity Incentive Plan, the “**Equity Plans**”) approved and adopted by the Board on 30 June 2015. The Ordinary Shares set out in paragraphs 1.2(a) and 1.2(b) are referred to in this opinion letter as the “**Shares**”.
- 1.3 We are rendering this letter at the request of the Company in connection with the Registration Statement. We have taken instructions solely from the Company.
- 1.4 Except as otherwise defined in this letter, capitalised terms used have the respective meanings given to them in the Registration Statement (as defined above) and headings are for ease of reference only and shall not affect interpretation.
- 1.5 All references to legislation in this letter are to the legislation of England unless the contrary is indicated, and any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof, as in force on the date of this letter.

2. DOCUMENTS

For the purpose of issuing this letter, we have reviewed the following documents only:

Cooley (UK) LLP Dashwood 69 Old Broad Street London EC2M 1QS, UK
t: +44 (0) 20 7583 4055 f: +44 (0) 20 7785 9355 cooley.com

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.

- 2.1 a draft PDF copy of the Registration Statement as at 17 September 2020 to be filed with the SEC on 18 September 2020;
- 2.2 a PDF copy of the 2018 Equity Incentive Plan;
- 2.3 a PDF copy of the 2015 Employee LTIP;
- 2.4 a PDF copy of the minutes of the meeting of the Board held on 30 June 2015, at which it was resolved, *inter alia*, to approve and adopt the 2015 LTIP (the "**2015 Board Minutes**") and; a PDF executed copy of the minutes of the meeting of the Board held on 16 April 2018, at which it was resolved, *inter alia*, to approve the 2018 Equity Incentive Plan (the "**2018 Board Minutes**") and, together with the 2015 Board Minutes, the "**Board Minutes**";
- 2.5 a PDF copy of the written resolutions of the Board passed on 16 September 2020 resolving, *inter alia*, to approve the filing of the Registration Statement (the "**Written Board Resolutions**");
- 2.6 a PDF executed copy of the minutes of the general meeting of the Company held on 3 May 2018 at which it was resolved, *inter alia*, to approve the 2018 Equity Incentive Plan (the "**Shareholder Resolutions**");
- 2.7 a PDF copy of the certificate of incorporation of the Company dated 27 February 2006 and a PDF copy of the certificate of incorporation on re-registration of the Company as a public limited company and change of name dated 6 July 2018; and
- 2.8 a PDF copy of the current articles of association of the Company adopted on 3 May 2018 (the "**Articles**").

3. SEARCHES

In addition to examining the documents referred to in paragraph 2 (*Documents*), we have carried out the following searches only:

- 3.1. an online search at Companies House in England and Wales ("**Companies House**") with respect to the Company, carried out at 10:02 a.m. (London time) on 18 September 2020 (the "**Online Search**"); and

a telephone enquiry at the Companies Court in London of the Central Registry of Winding-up Petitions in England and Wales with respect to the Company, carried out at 10:15 a.m. (London time) on 18 September 2020 (the "**Telephone Enquiry**" and, together with the Online Search, the "**Searches**").

4. OPINION

Subject to the assumptions set out in paragraph 5 (*Assumptions*), the scope of the opinion set out in paragraph 6 (*Scope of Opinion*) and the reservations set out in paragraph 7 (*Reservations*), and subject further to the following:

- 4.1 the Registration Statement, as finally amended, having become effective under the Securities Act;
 - 4.2 the Directors having validly granted the awards in respect of the Shares under the Equity Plans;
 - 4.3 the Directors 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 by way of duly passed written resolutions of the Board in compliance with all applicable laws and regulations and with such resolutions being in full force and effect and not having been rescinded or amended;
 - 4.4 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, as amended) equal to the subscription price for such Shares, assuming in each case that the individual grants or awards under the Equity Plans are duly authorised by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of applicable law, the Articles and the applicable Equity Plan (and the agreements and awards duly adopted thereunder and in accordance therewith); and
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4.5 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 applicable Equity Plan, and as described in the Registration Statement, will be duly and validly authorised and issued, fully paid or credited as fully paid (subject to the receipt of valid consideration by the Company for the issue thereof) and will not be subject to any call for payment of further capital.

5. ASSUMPTIONS

In giving the opinion in this letter, we have assumed (without making enquiry or investigation) that:

- 5.1 all signatures, stamps and seals on all documents are genuine. All original documents are complete, authentic and up-to-date, and all documents submitted to us as a copy (whether by email or otherwise) are complete and accurate and conform to the original documents of which they are copies and that no amendments (whether oral, in writing or by conduct of the parties) have been made to any of the documents since they were examined by us;
 - 5.2 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;
 - 5.3 the Articles referred to in paragraph 2.8 (*Documents*) of this letter remain in full force and effect, and no alteration has been made or will be made to the Articles, in each case prior to the relevant date of the granting of rights to subscribe for the Shares and/or the allotment and issue of the Shares (each such date, an "**Allotment Date**");
 - 5.4 at the time of each allotment and issue of any Shares the Company shall have received in full "cash consideration" (as such term is defined in section 583(3) of the Companies Act) equal to the subscription price payable for such Shares and shall have entered the holder or holders thereof in the register of members of the Company showing that all such Shares shall have been fully paid up as to their nominal value and any premium thereon as at each Allotment Date;
 - 5.5 each Equity Plan has been validly adopted and remains in full force and effect, and no alteration has been made or will be made to the applicable Equity Plan prior to any Allotment Date;
 - 5.6 each of the 2015 Employee LTIP and the 2018 Equity Incentive Plan (other than the Non-Employee Sub-Plan) qualifies as an "employees' share scheme" as defined in section 1166 of the Companies Act;
 - 5.7 in relation to any allotment and issue of any Shares by the Company pursuant to the Equity Plans, the recipient shall have become entitled to such Shares under the terms of the applicable Equity Plan and such Shares will or rights over Shares, where applicable, will be fully vested each in accordance with the terms of the applicable Equity Plan and such recipient has or will have complied with all other requirements of the applicable Equity Plan in connection with the allotment and issue of such Shares;
 - 5.8 all awards have been made under the terms of the applicable Equity Plan, that the terms of all awards have not materially deviated from the terms set out in the applicable Equity Plan and that any Shares will be allotted and issued in accordance with the terms set out in the applicable Equity Plan, in accordance with the Articles and applicable laws;
 - 5.9 immediately prior to each Allotment Date, the Directors had or shall have sufficient authority and powers conferred upon them to allot and issue such Shares and grant such rights (as applicable) under section 551 of the Companies Act (unless such allotment and issue or grant was or is exempt under section 549(2) of the Companies Act) and under section 570 or section 571 of the Companies Act as if section 561 of the Companies Act did not apply to such allotment and issue or grant (unless such allotment and issue or grant was or is exempt from section 561 of the Companies Act pursuant to section 566 of the Companies Act),
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and the Directors have not and shall not allot or issue (or purport to allot or issue) Shares and have not and shall not grant rights (or purport to grant rights) to acquire Shares in excess of such powers or in breach of any other limitation on their power to allot and issue Shares or grant rights to acquire Shares;

- 5.10 no Shares shall be allotted or issued, or are or shall be committed to be allotted or issued, at a discount to their nominal value (whether in dollars or equivalent in any other currency);
- 5.11 all documents, forms and notices which should have been delivered to Companies House in respect of the Company have been so delivered;
- 5.12 the information revealed by the Searches is true, accurate, complete and up-to-date in all respects, and there is no information which should have been disclosed by the Searches that has not been disclosed for any reason and there has been no alteration in the status or condition of the Company since the date and time that the Searches were made and that the results of the Searches will remain complete and accurate as at each Allotment Date;
- 5.13 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 and the Shares will be allotted and issued in good faith and on bona fide commercial terms and on arms' length terms and for the purpose of carrying on the business of the Company and that there are reasonable grounds for believing that the allotment and issue of the Shares will promote the success of the Company for the benefit of its members as a whole;
- 5.14 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 in relation to any allotment and issue of Shares;
- 5.15 the Board Minutes referred to in paragraph 2.4 (*Documents*), provided to us in connection with the giving of this opinion, is a true record of the proceedings described therein, and that the meetings recorded in such minutes was and each meeting of the Directors referred to in paragraph 4.3 of this letter were and/or will be duly conducted as described therein, duly constituted and convened and all constitutional, statutory and other formalities were and/or will be duly observed (including, if applicable, those relating to the declaration of Directors' interests or the power of interested Directors to vote), a quorum was and/or will be present throughout, the requisite majority of Directors voted and/or will vote in favour of approving the resolutions and the resolutions passed at that meeting of the Board, as applicable, were and/or will be duly adopted, have not been and will not be revoked or varied and remain in full force and effect and will remain so as at each relevant Allotment Date;
- 5.16 the resolutions set out in the Written Board Resolutions referred to in paragraph 2.5 (*Documents*) were validly passed as written resolutions in accordance with the Articles, that all eligible directors of the Company (being all the directors of the Company who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting, but excluding any director where vote is not to be counted in respect of a particular matter) have signed one or more copies of the Written Board Resolutions, that all relevant provisions of the Companies Act and the Articles were complied with and the Articles were duly observed and such resolutions were duly adopted, and have not been revoked or varied and remain in full force and effect;
- 5.17 the Shareholder Resolutions referred to in paragraph 2.6 (*Documents*) were duly passed at the general meeting held on 3 May 2018 at which all constitutional, statutory and other filings were duly observed, a quorum of shareholders was present throughout and the Shareholder Resolutions have not been revoked or varied and remain in full force and effect and will remain so as at the Allotment Date and all filings required to be made with Companies House in connection therewith have been made within the relevant time limits;
- 5.18 as at each Allotment Date, the authorities granted pursuant to the Articles remained or will remain unutilised to the extent necessary to permit such allotment and issue, or if at any Allotment Date such authorities have expired or been fully utilised, the Company in general meeting having duly and validly resolved (i) as an ordinary resolution to authorise the Directors pursuant to section 551 of the Companies Act to allot the Shares,
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- or grant rights to subscribe for the Shares, pursuant to the Equity Plans and (ii) as a special resolution to empower the Directors pursuant to section 570 or 571 of the Companies Act to allot such Shares and grant such rights (as applicable), free of the restrictions in section 561 of the Companies Act;
- 5.19 the resolutions of the shareholders of the Company referred to in paragraph 5.18 will be duly passed as resolutions of the Company, all constitutional, statutory and other formalities will be observed and such resolutions will not have expired and will not be revoked or varied prior to each Allotment Date and will remain in full force and effect as at each Allotment Date;
- 5.20 the Company has complied and will comply with all applicable anti-terrorism, anti-money laundering, sanctions and human rights laws and regulations and that each grant of rights to acquire Shares under the Equity Plans and that each allotment and issue of Shares pursuant to the Equity Plans will be consistent with all such laws and regulations;
- 5.21 no Shares or rights to subscribe for Shares have been or shall be offered to the public in the United Kingdom in breach of the Financial Services and Markets Act 2000 ("**FSMA**"), the EU Prospectus Regulation (Regulation (EU) 2017/1129) or of any other United Kingdom laws or regulations concerning offers of securities to the public, and no communication has been or shall be made in relation to the Shares in breach of section 21 (*Restrictions on financial promotion*) of FSMA or any other United Kingdom laws or regulations relating to offers or invitations to subscribe for, or to acquire rights to subscribe for or otherwise acquire, shares or other securities;
- 5.22 in issuing and allotting and granting rights to acquire Shares and administering the Equity Plans, the Company is not carrying on a regulated activity (within the meaning of section 19 (*The general prohibition*) of FSMA); and
- 5.23 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 or reorganisation of, or for the appointment of a liquidator, receiver, trustee, administrator, administrative receiver or similar officer of, any such party (including the Company) or all or any of its or their assets (or any analogous proceedings in any jurisdiction) and no such steps or proceedings will have been taken as at each Allotment Date, 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 (the "**Insolvency Act**") 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 (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) and such actions and steps will not have been taken as at any Allotment Date.

6. SCOPE OF OPINION

- 6.1 The opinion given in this letter is limited to English law as it would be applied by English courts (including the laws of the European Union to the extent having the force of law in England by virtue of section 1A of the European Union (Withdrawal) Act 2018 (as introduced by section 1 of the European Union (Withdrawal Agreement) Act 2020)) on the date of this letter.
- 6.2 We express no opinion in this letter on the laws of any other jurisdiction and, in particular, we express no opinion on the laws of the European Union as it affects any jurisdiction other than England. We have not investigated the laws of any country other than England and we assume that no foreign law (other than the laws of the European Union to the extent having the force of law in England) affects the opinion stated in paragraph 4 (*Opinion*).
- 6.3 We express no opinion as to any agreement, instrument or other document other than as specified in this letter. For the purposes of giving the opinion in paragraph 4 (*Opinion*), we have only examined and relied on those documents set out in paragraph 2 (*Documents*) and made those searches and enquiries set out in
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paragraph 3 (*Searches*), respectively. We have made no further enquiries concerning the Company or any other matter in connection with the giving of the opinion in paragraph 4 (*Opinion*).

- 6.4 No opinion is expressed with respect to taxation in the United Kingdom or otherwise in this letter.
- 6.5 We have not been responsible for investigating or verifying the accuracy of the facts or the reasonableness of any statement of opinion or intention, contained in or relevant to any document referred to in this letter, or that no material facts have been omitted therefrom.
- 6.6 The opinion given in this letter is given on the basis of each of the assumptions set out in paragraph 5 (*Assumptions*) and is subject to each of the reservations set out in paragraph 7 (*Reservations*) to this letter. The opinion given in this letter is strictly limited to the matters stated in paragraph 4 (*Opinion*) and does not extend, and should not be read as extending, by implication or otherwise, to any other matters.
- 6.7 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 the opinion given in this letter.
- 6.8 We have not been responsible for investigation or verification of statements of fact (including statements as to foreign law) or to the reasonableness of any statements of opinion in the Registration Statement, or that no material facts have been omitted therefrom.
- 6.9 This letter is given by Cooley (UK) LLP and no partner or employee assumes any personal responsibility for it nor shall owe any duty of care in respect of it.
- 6.10 This letter, the opinion given in it, and any non-contractual obligations arising out of or in connection with this letter and/or the opinion given in it, are governed by and shall be construed in accordance with English law as at the date of this letter.

7. RESERVATIONS

7.1 The Online Search described at paragraph 3.1 (*Searches*) is not capable of revealing conclusively whether or not:

- (a) a winding-up order has been made or a resolution passed for the winding-up of a company;
- (b) an administration order has been made; or
- (c) a receiver, administrative receiver, administrator or liquidator has been appointed,

since notice of these matters may not be filed with the Registrar of Companies in England and Wales immediately and, when filed, may not be entered on the public database or recorded on the public microfiches of the relevant company immediately.

In addition, such a company search is not capable of revealing, prior to the making of the relevant order, whether or not a winding-up petition or a petition for an administration order has been presented.

7.2 The Telephone Enquiry described at paragraph 3.2 (*Searches*) relates only to a compulsory winding-up and is not capable of revealing conclusively whether or not a winding-up petition in respect of a compulsory winding-up has been presented, since details of the petition may not have been entered on the records of the Central Registry of Winding-up Petitions in England and Wales immediately or, in the case of a petition presented to a County Court in England and Wales, may not have been notified to the Central Registry of Winding-up Petitions in England and Wales and entered on such records at all, and the response to an

enquiry only relates to the period of approximately four years prior to the date when the enquiry was made. We have not made enquiries of any District Registry or County Court in England and Wales.

- 7.3 The opinion set out in this letter is 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 (*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.
- 7.4 We express no opinion as to matters of fact.
- 7.5 We have made no enquiries of any individual connected with the Company.
- 7.6 We express no opinion on the compliance of the Equity Plans, or the compliance of any award made under the Equity Plans, with the rules or regulations of the New York Stock Exchange or the rules or regulations of any other securities exchange that are applicable to the Company.
- 7.7 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.
- 7.8 We express no opinion in relation to the legality, enforceability or validity of the Equity Plans or any award agreement entered into pursuant to such Equity Plans. In particular, but without prejudice to the generality of the foregoing, we have assumed that the Shares to be allotted under the Equity Plans or any such award agreement will be paid up in full (as to their nominal value and any premium) in cash (within the meaning of section 583(1) of the Companies Act) and we express no opinion as to whether any consideration other than "cash consideration" (as such term is defined in section 583(3) of the Companies Act) which might be paid, or purport to be paid, for the Shares would result in such Shares being validly issued, fully paid and not subject to any call for payment of further capital.

8. DISCLOSURE AND RELIANCE

- 8.1 This letter is addressed to you solely for your benefit 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 promulgated thereunder.
- 8.2 This letter may not be relied upon by you for any other purpose, or furnished to, assigned to, quoted to, or relied upon by any other person, firm or other entity for any purpose, other than for the purpose set out in above in paragraph 8.1, without our prior written consent, which may be granted or withheld at our sole discretion.

Yours faithfully

/s/ Claire Keast-Butler

Cooley (UK) LLP

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Endava plc:

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

Our report dated September 15, 2020 on the effectiveness of internal control over financial reporting as of June 30, 2020, expresses our opinion that Endava plc did not maintain effective internal control over financial reporting as of June 30, 2020 because of the effect of material weaknesses related to the achievement of the objectives of the control criteria and contains an explanatory paragraph that states material weaknesses related to IT General Controls, Risk Assessment, and Adequate Training and Knowledge have been identified and included in management's assessment.

Also, our report dated September 15, 2020, on the consolidated financial statements, refers to a change to the method of accounting for leases as of July 1, 2019 due to the adoption of IFRS 16, Leases.

/s/ KPMG LLP

London, United Kingdom
September 18, 2020