

**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 November 2020  
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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**Annual General Meeting**

On November 18, 2020, Endava plc (the “Company”) distributed a notice of annual general meeting to be held at the offices of Endava plc at 125 Old Broad Street, London EC2N 1AR on December 16, 2020 at 2.30 p.m. London Time (9:30 a.m. EST) (the “AGM”), a form of proxy, and its annual report and accounts for the year ended June 30, 2020 (the “UK Annual Report”) to the holders of the Company’s ordinary shares. The notice of AGM and the form of proxy are furnished hereto as Exhibits 99.1 and 99.2, respectively.

On or about November 18, 2020, Citibank, N.A., in its capacity as the depositary bank (the “Depositary”) for the Company’s American Depositary Shares (“ADSs”), commenced mailing notice materials and voting cards to ADS holders to enable ADS holders of record as of November 3, 2020 to instruct the Depositary to vote the ordinary shares represented by their ADSs. A copy of the Depositary’s notice to ADS holders and the Depositary’s voting instructions to ADS holders are furnished here to as Exhibits 99.3 and 99.4, respectively.

The UK Annual Report and other materials related to the AGM are posted on the investor relations section of the Company’s website at <https://investors.endava.com/financials-and-filings/AGM>.

**Retirement of Director**

In connection with the notice of AGM, Mike Kinton, a member of the Board of Directors (the “Board”) of the Company, has notified the Board that he plans to retire from the Board and will not stand for re-election to the Board at the AGM. Therefore, he will retire at the conclusion of the AGM. There were no disagreements between Mr. Kinton and the Company or any officer or director of the Company which led to Mr. Kinton’s planned departure from the Board.

The information contained in this Form 6-K, including Exhibits 99.1, 99.2, 99.3 and 99.4, is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**EXHIBIT LIST**

<b>Exhibit</b>	<b>Description</b>
99.1	<a href="#">Notice of Annual General Meeting</a>
99.2	<a href="#">Form of Proxy</a>
99.3	<a href="#">Depositary's Notice of Annual General Meeting</a>
99.4	<a href="#">2020 Voting Instructions for Holders of American Depositary Shares</a>

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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: November 18, 2020

**ENDA VA PLC**

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



**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to be taken, please seek your own financial advice from your stockbroker, solicitor, accountant or other appropriately authorised independent financial adviser.**

If you have recently sold or transferred all of your shares in Endava plc (**Endava**” or the **“Company”**), you should forward this document and any accompanying documents to your bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or transferred only part of your holdings, you should retain these documents.

The registered office of Endava plc is 125 Old Broad Street, London EC2N 1AR, United Kingdom. Tel: +44 20 7367 1000. Endava plc is incorporated and registered in England and Wales under the Companies Act 2006, with company number 5722669.

[www.endava.com](http://www.endava.com)

# Endava plc

## Notice of Annual General Meeting 2020

**To be held at:**

The offices of Endava plc, 125 Old Broad Street, London EC2N 1AR, United Kingdom.

**On:**

Wednesday 16 December 2020, commencing at 2:30 p.m. London time (9:30 a.m. EST).

**Impact of COVID-19**

In light of the measures currently in place in the United Kingdom in response to the COVID- 19 pandemic and Endava’s commitment to health and safety, it is with regret that we will be unable to hold this year’s annual general meeting (**“AGM”**) in the usual way. The AGM will be conducted as a closed meeting and shareholders will not be permitted to attend in person. For further details on how COVID-19 will affect our AGM, please refer to the section headed “Impact of COVID-19” in the Chairman’s letter on pages 3 to 4.

## How to vote

Endava plc has two classes of ordinary shares: Class A ordinary shares and Class B ordinary shares.

Class A ordinary shares are capable of being held in certificated form or dematerialised and held in CREST. Class A ordinary shares may also be represented by American Depositary Shares (“**ADSs**”). Class B ordinary shares are only capable of being held in certificated form. The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to voting, conversion and transfer.

The holders of Class A ordinary shares are entitled to one vote per share and the holders of Class B ordinary shares are entitled to 10 votes per share, in each case on all matters that are subject to shareholder vote.

The directors of the Company (each a “**Director**” and together, the “**Board**”) feel that it is appropriate to utilise the provisions under the Corporate Insolvency and Governance Act 2020 that was enacted on 26 June 2020 (the “**CIG Act**”) such that the AGM is conducted as a closed meeting. Accordingly, we advise that shareholders will not be permitted to attend the AGM in person. The Directors strongly encourage shareholders to vote by appointing the Chairman of the AGM as their proxy by submitting a proxy appointment in accordance with the instructions set out in the notes to the Notice of AGM on pages 17 to 18.

For more information:

- holders of Class A ordinary shares and Class B ordinary shares should refer to the notes on pages 10 to 11;
- holders of Class B ordinary shares should, in addition, refer to the notes on page 12; and
- holders of ADSs should refer to the notes on pages 13 to 14.

## How to order paper copies

You can order a paper copy of this notice or any other company report at [www.endava.com](http://www.endava.com).

# Chairman's letter

Dear Shareholder,

## 2020 Annual General Meeting of Endava plc

I am pleased to confirm that the 2020 Annual General Meeting of Endava plc (the "AGM") will take place at 2:30 p.m. London time (9:30 a.m. EST) on Wednesday 16 December 2020 at the offices of Endava plc, 125 Old Broad Street, London EC2N 1AR, United Kingdom.

## Impact of COVID-19

In light of the measures currently in place in the United Kingdom in response to the COVID-19 pandemic and Endava's commitment to health and safety, it is with regret that we will be unable to hold this year's AGM in the usual way.

In response to the COVID-19 pandemic, the UK Government passed the CIG Act which, amongst other things, provided companies with temporary flexibility with regards to the holding of shareholder meetings. Initially, the provisions under the CIG Act were due to expire on 30 September, but by statutory instrument made on 23 September 2020, such measures will continue to be in full force and effect until 30 December 2020.

The Directors continue to closely monitor the evolving COVID-19 situation and the regulations and guidelines from the UK Government, including in relation to their potential impact on attendance at the AGM. Whilst the Directors value the opportunity to meet and engage with shareholders in person, it is currently anticipated that indoor gatherings will be prohibited or restricted at the time of the AGM and for these reasons, at this time, the Directors feel that it is appropriate to utilise the provisions under the CIG Act such that the AGM will be conducted as a closed meeting and we respectfully ask that all shareholders submit proxy votes in accordance with the instructions contained in this notice. Any updates on the arrangements for the AGM will be made available at <https://investors.endava.com/financials-and-filings/AGM/> and shareholders are encouraged to monitor the website for any changes.

**Accordingly, we advise that shareholders will not be permitted to attend the AGM in person. In addition, the Directors strongly encourage shareholders to vote by appointing the Chairman of the AGM as their proxy by submitting a proxy appointment in accordance with the instructions set out in the notes to the Notice of AGM on pages 17 to 18.** The results of the AGM will be announced as soon as practicable following the AGM.

Despite these exceptional circumstances, the Directors are keen to maintain engagement with shareholders. To facilitate this, shareholders are invited to submit questions electronically in advance of the meeting – please see Note 11 to the formal notice of AGM for more details.

## Business of the AGM

The business we will discuss at the AGM is made up of resolutions that are regularly brought to shareholders. Full details of the financial year in review are set out in the Company's annual accounts for the financial year ended 30 June 2020 and the associated reports of the Directors and auditors (the "2020 Annual Report and Accounts") and also in the Company's 2020 Annual Report on Form 20-F, which can be found at <https://investors.endava.com/financials-and-filings/AGM/>.

The formal notice of AGM and the resolutions to be proposed at the AGM are set out on pages 5 to 6 of this document. The following is a brief summary of the items of business:

## Chairman's letter cont'd

- Resolution 1 relates to the receipt and adoption of the 2020 Annual Report and Accounts.
- Resolution 2 relates to the approval of the Directors' remuneration report which is set out in the 2020 Annual Report and Accounts.
- Resolution 3 relates to the re-appointment of the auditors and authorises the Directors to fix their remuneration.
- Resolutions 4 to 10 relate to the re-election of Directors in accordance with the Company's articles of association (the '**Articles**').

Mike Kinton will be retiring as a director at the AGM. Mike has been instrumental in Endava's development and growth since its founding days. He aimed to create a business offering high quality jobs with world class technical training for software engineers in the countries in which Endava operated delivery centres, fostering and bolstering the technology industry in those countries. This remains a key part of Endava's vision today.

Mike has been a member of the Endava Board since 2006 and served as Chairman of the Board from 2006 until 2016. He previously served on the Audit Committee and has served on the Nominations Committee and as Chairman of the Remuneration Committee since our initial public offering in 2018. The Board and the whole of Endava thank Mike for his many years of invaluable and dedicated service.

### Recommendation

The formal notice of AGM is set out on pages 5 to 6 of this notice and an explanation of each of the resolutions to be considered at the AGM may be found on pages 7 to 9 of this notice. Your Directors consider that all of the resolutions that are being proposed to the AGM are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company.

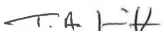
Accordingly, your Directors unanimously recommend that you vote in favour of the resolutions as each of the Directors with personal holdings of shares in the Company intends to do in respect of their own beneficial holdings, which amount to 49% in aggregate of the voting rights as at 9 November 2020, being the last practicable date before publication of this notice.

Your votes do matter. Further information about how to vote is given on pages 10 to 14 of this notice.

I intend to serve as Chairman of the AGM. If I am appointed as proxy, I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the resolutions to be proposed at the AGM.

Thank you for your ongoing support of Endava.

Yours faithfully,



**Trevor Smith**

Chairman

18 November 2020

## Notice of 2020 Annual General Meeting

Notice is hereby given that the 2020 Annual General Meeting (the “**AGM**”) of Endava plc (the “**Company**”) will be held at the offices of Endava plc, 125 Old Broad Street, London EC2N 1AR, United Kingdom on Wednesday 16 December 2020 commencing at 2:30 p.m. London time (9:30 a.m. EST), for the transaction of the following business.

The Company has two classes of ordinary shares: Class A ordinary shares and Class B ordinary shares.

Class A ordinary shares are capable of being held in certificated form or dematerialised and held in CREST. Class A ordinary shares may also be represented by American Depositary Shares (“**ADSs**”). Class B ordinary shares are only capable of being held in certificated form. The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to voting, conversion and transfer.

The holders of Class A ordinary shares are entitled to one vote per share and the holders of Class B ordinary shares are entitled to 10 votes per share, in each case, on all matters that are subject to shareholder vote.

This notice is being sent to you because, as of Monday 9 November 2020 (being the latest practicable date before publication of this notice), you are registered as a holder of Class A ordinary shares or Class B ordinary shares in the register of members of the Company. However, this notice will also be made available to holders of ADSs and contains information relevant to holders of ADSs.

All resolutions to be considered at the AGM will be proposed as ordinary resolutions. That means that for each of the resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

You can order a paper copy of this notice or any other Company report free of charge at <https://investors.endava.com/financials-and-filings/AGM/>. Copies will also be available at the AGM.

### Ordinary resolutions

#### Resolution 1

##### Report and accounts

To receive and adopt the Company’s annual accounts for the financial year ended 30 June 2020 and the associated reports of the Directors and auditors (the “**2020 Annual Report and Accounts**”). See notes on page 7.

#### Resolution 2

##### Directors’ remuneration report

To approve the remuneration report of the Directors set out on pages 35 to 55 (inclusive) of the 2020 Annual Report and Accounts. See notes on page 7.



## Notice of 2020 Annual General Meeting cont'd

### Resolution 3

#### Reappointment of auditors and determination of auditors' remuneration

To re-appoint KPMG LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the AGM of the Company to be held in 2021 and to authorise the Directors to fix the auditors' remuneration. See notes on page 7.

### Resolution 4

#### Director re-election

To re-elect Mr. J. Cotterell as a Director. See biography on page 8.

### Resolution 5

#### Director re-election

To re-elect Mr. M. Thurston as a Director. See biography on page 8.

### Resolution 6

#### Director re-election

To re-elect Mr. A. Allan as a Director. See biography on page 8.

### Resolution 7

#### Director re-election

To re-elect Mr. B. Druskin as a Director. See biography on page 8.

### Resolution 8

#### Director re-election

To re-elect Mr. D. Pattillo as a Director. See biography on page 9.

### Resolution 9

#### Director re-election

To re-elect Ms. S. Connal as a Director. See biography on page 9.

### Resolution 10

#### Director re-election

To re-elect Mr. T. Smith as a Director. See biography on page 9.

The results of polls taken on the resolutions at the AGM and any other information required by the Companies Act 2006 will be made available on the Company's website (<https://investors.endava.com/financials-and-filings/AGM/>) as soon as reasonably practicable following the AGM and for the required period thereafter.

### BY ORDER OF THE BOARD



**Rohit Bhoothalingam**

Company Secretary  
18 November 2020

The registered office of Endava plc is 125 Old Broad Street, London EC2N 1AR, United Kingdom. Tel: +44 20 7367 1000. Endava plc is incorporated and registered in England and Wales under the Companies Act 2006, with company number 5722669.

# Notes to resolutions

## Notes to resolution 1

### Report and accounts

The Companies Act 2006 requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditors' report and the audited financial statements of the company in respect of each financial year. For the Company's financial year ended 30 June 2020, these are all contained in the 2020 Annual Report and Accounts.

In accordance with best practice, the Company proposes an ordinary resolution to receive and adopt the 2020 Annual Report and Accounts, a copy of which may be found at: <https://investors.endava.com/financials-and-filings/AGM/>.

## Notes to resolution 2

### Directors' remuneration report

Resolution 2 seeks shareholder approval for the Annual Statement by the Chairman of the Remuneration Committee and Annual Report on Remuneration which can be found on pages 35-55 (inclusive) of the 2020 Annual Report and Accounts. The Directors' report on remuneration sets out details of each Director's remuneration during the financial year ended 30 June 2020. In accordance with the relevant regulations, the resolution is an advisory vote and does not affect the remuneration already paid to any Director.

## Notes to resolution 3

### Reappointment of auditors and determination of auditors' remuneration

Resolution 3 seeks shareholder approval for the reappointment of KPMG LLP as the Company's auditors until the conclusion of the next AGM. This resolution also seeks authority to give the Directors the power to set the remuneration of the Company's auditors.

The Directors recommend KPMG LLP's reappointment and seek authority to fix their remuneration.

## Notes to resolutions 4 to 10

### Re-election of Directors

All of the Directors are required by the Articles of Association to retire and offer themselves for re-election at each AGM. In accordance with this requirement Mr. J. Cotterell, Mr. M. Thurston, Mr. A. Allan, Mr. B. Druskin, Mr. D. Pattillo, Ms. S. Connal and Mr. T. Smith retire and offer themselves for re-election as Directors. Mr. M. Kinton has decided not to seek re-election at the AGM and therefore will retire as a non-executive director of the Company at the conclusion of the AGM.

The Nomination Committee of the Board (the "**Nomination Committee**") identifies, evaluates and recommends to the Board candidates for appointment or reappointment as Directors and for appointment as company secretary.

The Nomination Committee regularly reviews the diversity, mix of skills, experience and knowledge of the Board and seeks to ensure an orderly succession of Directors. The outside directorships and broader commitments of the non-executive Directors (including time commitments) are also monitored by the Nomination Committee. The Nomination Committee's reasons for the re-election of Directors are set out with the biography of each Director, as are descriptions of the Directors' skills, experience and the committees upon which they serve.

## Notes to resolutions cont'd

In respect of each of the non-executive Directors, the Board has fully considered whether each Director is free from any relationship that could materially interfere with the exercise of his or her independent judgement. The Board has determined that each of these non-executive directors is considered to be independent.

All Directors so standing are recommended by the Board for re-election.

### **Resolution 4**

#### **John Cotterell – Chief Executive Officer and Director**

John Cotterell founded the Company and has served as Chief Executive Officer and as a member of the Board since the Company's inception in February 2000. Mr. Cotterell holds a B.Eng. from the University of Bristol and an M.B.A. from the Alliance Manchester Business School. The Board believe that Mr. Cotterell's leadership of the Company since its inception and experience with information technology companies prior to founding the Company provide him with the qualifications and skills to serve as a Director.

### **Resolution 5**

#### **Mark Thurston – Chief Financial Officer and Director**

Mark Thurston has served as Chief Financial Officer of the Company and as a member of the Board since April 2015. From May 2011 to March 2015, Mr. Thurston served as Group Finance Director at Paragon Education and Skills Ltd. Mr. Thurston holds a Physics degree from Durham University and is a member of the Institute of Chartered Accountants in England and Wales. The Board believes that Mr. Thurston's perspective and experience as Chief Financial Officer provide him with the qualifications and skills to serve as a Director.

### **Resolution 6**

#### **Andrew Allan – Independent Director**

Andrew Allan has served as a member of the Board since April 2006, having previously served as a member of the board of Brains Direct Ltd, which was acquired by Endava in April 2006. He currently serves as Managing Partner at Fairways Corporate Finance, a position he has held since May 2003. Mr. Allan is a qualified Chartered Accountant and a current member of the Institute of Chartered Accountants of Scotland. Mr. Allan holds a Bachelor's degree in Finance from the University of Strathclyde. The Board believes that Mr. Allan's business experience provides him with the qualifications and skills to serve as a Director.

### **Resolution 7**

#### **Ben Druskin – Independent Director**

Ben Druskin has served as a member of the Board since September 2017. Mr. Druskin retired from Citigroup in August 2017. From 2014 until his retirement, Mr. Druskin served as the Chairman of the Global Technology, Media and Telecom Investment Banking Group. Prior to becoming Chairman, Mr. Druskin was co-head of the Global Technology, Media and Telecom Investment Banking Group. Mr. Druskin has served as a member of the Board of Zensar Technologies since November 2017. Mr. Druskin holds a B.A. in Economics from Rutgers College and an M.B.A. in Finance from The Stern School of Business at New York University. The Board believes that Mr. Druskin's expertise in capital raising and mergers and acquisitions provide him with the qualifications and skills to serve as a Director.

## Notes to resolutions cont'd

### **Resolution 8**

#### **David Pattillo – Independent Director**

David Pattillo has served as a member of the Board since January 2017. From February 2014 to January 2019, Mr. Pattillo served as the Chief Financial Officer and member of the Board of ClearStar, Inc. From June 2012 to December 2013, Mr. Pattillo served as Manager of Dapa, LLC. Mr. Pattillo holds a B.S. from Clemson University and an MBA from the University of Georgia – Terry College of Business. The Board believes that Mr. Pattillo's knowledge of the information technology industry provides him with the qualifications and skills to serve as a Director.

### **Resolution 9**

#### **Sulina Connal – Independent Director**

Sulina Connal has served as a member of the Board since September 2019. Since April 2020, she has served as Director of Product Partnerships for News, Web and Publishing for EMEA for Google. Previously, Ms. Connal served as the Director of Mobile and Connectivity Partnerships at Facebook from October 2017 to April 2020. Prior to that, from April 2014 until September 2017, she served as the Senior Vice President of Strategic Partnerships at Orange. Ms. Connal holds an M.A. from the University of Oxford. The Board believes that Ms. Connal's knowledge of the information technology industry provides her with the qualifications and skills to serve as a Director.

### **Resolution 10**

#### **Trevor Smith – Chairman**

Trevor Smith has served as a member of the Board since June 2013 and as chairman since July 2016. Prior to his retirement, Mr. Smith held various roles at Goldman, Sachs & Co., an investment bank, including Chief Information Officer for the EMEA Region from January 2000 to September 2009 and in a part-time Business Resiliency & Crisis Management and Special Project role from March 2010 until June 2013. Mr. Smith holds a B.Sc. in Economics from UCW Aberystwyth. The Board believes that Mr. Smith's experience in information technology and delivery of large projects provide him with the qualifications and skills to serve as a Director.

# Shareholder notes on voting

## Holders of Class A ordinary shares or Class B ordinary shares

### When is my voting entitlement fixed?

Only those holders of Class A ordinary shares and Class B ordinary shares registered in the Company's register of members at close of business at 6:00 p.m. on Monday 14 December 2020, or, if the AGM is adjourned, at 6:00 p.m. on the day which is two days prior to the adjourned meeting (excluding non-working days), shall be entitled to attend, speak or vote at the AGM. Your voting entitlement will depend on the number of Class A ordinary shares or Class B ordinary shares that you hold at that time. Changes to the register of members after this deadline shall be disregarded in determining the rights of any person to vote at the AGM.

In accordance with the CIG Act and in light of the measures currently in place in the United Kingdom in response to the COVID-19 pandemic and Endava's commitment to health and safety, we advise that shareholders will not be permitted to attend the AGM and attendance will be limited to two officers or employees of the Company necessary to form a quorum.

### I want to vote – what do I do?

If you are a registered holder, you should appoint the Chairman of the meeting to attend, speak and vote on your behalf. In light of the decision to hold the AGM as a closed meeting due to the measures currently in place in the United Kingdom in response to the COVID-19 pandemic and Endava's commitment to health and safety, proxies (other than the Chairman of the meeting) will not be entitled to attend the AGM. **Accordingly, the Directors strongly encourage shareholders to vote by appointing the Chairman of the meeting as their proxy by submitting a proxy appointment in accordance with the instructions set out in the notes to the Notice of AGM on pages 17 to 18.**

You can instruct your proxy how to vote. Where no specific instruction is given by you, your proxy may vote at their discretion or refrain from voting, as they see fit. You can appoint more than one proxy provided it is in relation to different shares within your holding. However, as noted above, given the COVID-19 pandemic, proxies (other than the Chairman of the meeting) will not be entitled to attend the AGM.

You can appoint a proxy and submit voting instructions by:

- logging on to [www.endava-shares.com](http://www.endava-shares.com) and following the instructions;
- completing and returning the paper form of proxy (if one has been sent to you). Please read the instructions carefully to ensure you have completed and signed the paper form of proxy correctly. Any alterations must be initialled. If one has not been sent to you, you may request a paper form of proxy directly from the registrars, Link Asset Services, on Tel: 0871 664 0300 or +44 371 664 0300 (outside the UK). Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 a.m. – 5:30 p.m. London time, Monday to Friday excluding public holidays in England and Wales; or
- in the case of holders of Class A ordinary shares only, those holders which are CREST members may utilise the CREST electronic proxy appointment service in accordance with the procedures set out in the notes to the notice of AGM.

## Shareholder notes on voting cont'd

If you own shares jointly, any one shareholder may sign the paper form of proxy. If more than one joint holder submits a paper form of proxy, the instruction given by the first listed on the shareholder register will prevail.

### By when do I have to submit my vote?

Proxy appointments and voting instructions, including any amendments, must be received by the Company's registrar, Link Asset Services Limited, by 2:30 p.m. London time on Monday 14 December 2020 (or, if the AGM is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned AGM). If you miss this deadline, you will not be able to vote at the AGM.

### I already voted but have changed my mind – can I change my vote?

You can submit a new voting instruction at any time before the time and date above. If you wish to amend a paper instruction you must do so in writing and sign your new voting instruction.

The voting instruction received last will be the one that is followed.

### I hold shares on behalf of several others – can I vote part of the holding separately?

You can appoint more than one proxy using a paper form provided it is in relation to different shares. **Note that given the COVID-19 pandemic, if a shareholder appoints someone other than the Chairman of the AGM as a proxy, that person will not be able to attend the AGM in person and cast the shareholder's vote.**

Corporate shareholders may either appoint one or more proxies using the paper form or via CREST, or alternatively appoint one or more corporate representatives in relation to different shares. **Note that given the COVID-19 pandemic, corporate representatives will not be permitted to attend the AGM.**

## Shareholder notes on voting cont'd

### Holders of Class B ordinary shares

#### I am a CREST member – can I use the CREST system to vote?

Holders of Class B ordinary shares will not be able to use the CREST system to vote. Such shareholders must vote using a using a paper instruction or by appointing a proxy.

#### I have a power of attorney from a holder of Class B ordinary shares – how can I vote?

You can vote using the paper form of proxy only. You must ensure that the valid power of attorney and the paper form of proxy have been deposited with the Company's registrar, Link Asset Services Limited, by 2:30 p.m. London time on Monday 14 December 2020.

# Shareholder notes on voting cont'd

## Holders of ADSs

### When is my voting entitlement fixed?

To vote at the AGM you must be a registered holder of ADSs at 5:00 p.m. EST on Tuesday 3 November 2020 (or 9:00 p.m. London time on the same day). Your voting entitlement will depend on the number of ADSs you hold at that time.

The holders of ADSs are entitled to one vote per ADS on all matters that are subject to shareholder vote.

Given the greater number of votes per share attributed to Class B ordinary shares, these shareholders will, assuming no dispositions of Class B ordinary shares by such shareholders between 9 November 2020 (the latest practicable date before publication of this notice) and Wednesday 16 December 2020 (the date of the AGM), collectively beneficially hold shares representing approximately 85.3% of the voting rights of the outstanding share capital. Further, John Cotterell, the Chief Executive Officer of Endava, will beneficially hold Class B ordinary shares representing approximately 40.1% of the voting rights of the outstanding share capital of Endava. Consequently, Mr. Cotterell will continue to be able to have a significant influence on corporate matters submitted to a vote of shareholders.

### How can you attend the AGM in person?

In accordance with the CIG Act and in light of the measures currently in place in the United Kingdom in response to the COVID-19 pandemic and Endava's commitment to health and safety, we advise that holders of ADSs will not be permitted to attend the AGM and attendance will be limited to two officers or employees of the Company necessary to form a quorum.

### I want to vote – what do I do?

You can instruct the depositary, Citibank, N.A. (the "**Depositary**") to vote on your behalf.

You can instruct the Depositary to vote on your behalf by completing and returning the paper ADS voting instruction card (if one has been sent to you). Please read the instructions carefully to ensure you have completed and signed the card correctly. Any alterations must be initialled.

If you are an ADS holder holding via a bank, broker or nominee, you would need to contact your bank, broker or nominee to submit your vote through them and complete the paperwork required by their required deadlines.

### By when do I have to submit my vote?

Paper voting instructions, including any amendments, must be received by the Depositary by 10:00 a.m. EST on Thursday 10 December 2020.

If your instructions are not received by the Depositary by the appointed times then under the terms of the Deposit Agreement between the Company and the Depositary your ADSs may, under certain circumstances, be voted by a person designated by the Company.



## Shareholder notes on voting cont'd

I already voted but have changed my mind – can I change my vote?

You can submit a new instruction at any time during the voting period. If you wish to amend a paper instruction you must do so in writing and sign your new instruction.

The voting instruction received last will be the one that is followed. I hold my shares in “street name” – can I still vote?

You should contact your bank, broker or nominee for information on how to vote your ADSs.

## Other information

**A copy of this notice and other information required by the Companies Act 2006 can be found at <https://investors.endava.com/financials-and-filings/AGM/>**

### Information rights

Under the Companies Act 2006, there are a number of rights that may now be available to indirect investors of the Company, including the right to be nominated by the registered holder to receive general shareholder communications direct from the Company.

The rights of indirect investors who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 (“**nominated persons**”) do not include the right to appoint a proxy. However, nominated persons may have a right under an agreement with the registered shareholder who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy.

Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

If you have been so nominated to receive general shareholder communications directly from the Company, it is important to remember that your main contact in terms of your investment remains with the registered shareholder or custodian or broker, or whoever administers the investment on your behalf. You should also deal with them in relation to any rights that you may have under agreements with them to be appointed as a proxy and to vote at the AGM, as described above.

Any changes or queries relating to your personal details and holding (including any administration thereof) must continue to be directed to your existing contact at your investment manager or custodian. The Company cannot guarantee dealing with matters that are directed to us in error. The only exception to this is where the Company is exercising one of its powers under the Companies Act 2006 and writes to you directly for a response.

### Statements related to the audit

Members satisfying the thresholds in section 527 of the Companies Act 2006 can require the Company to publish a statement on its website setting out any matter relating to:

- the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; and
- any circumstances connected with an auditor of the Company ceasing to hold office since the last AGM, that the members propose to raise at the AGM.

The Company cannot require the members requesting the publication to pay its expenses in connection with the publication. The company must forward a copy of the statement to the auditors when it publishes the statement on the website. The business which may be dealt with at the AGM includes any such statement that the company has been required to publish on its website.

### Shareholder requisition rights

Members satisfying the thresholds in section 338 of the Companies Act 2006 can require the Company:

## Other information

- to give, to members of the Company entitled to receive notice of the AGM, notice of a resolution which may properly be moved, and which those members intend to move, at the AGM; and
- to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may properly be included in the business at the AGM,

provided in each case that the requirements of those sections are met and provided that the request is received by the company not later than six clear weeks before the AGM or if later the time at which notice is given of the AGM.

### Total voting rights and share capital

The Company has two classes of ordinary shares: Class A ordinary shares and Class B ordinary shares.

Class A ordinary shares are capable of being held in certificated form or dematerialised and held in CREST. Class A ordinary shares may also be represented by ADSs. Class B ordinary shares are only capable of being held in certificated form. The rights of the holders of Class A ordinary shares and Class B ordinary shares are identical, except with respect to voting, conversion and transfer.

The holders of ADSs or Class A ordinary shares are entitled to one vote per share and the holders of Class B ordinary shares are entitled to 10 votes per share, in each case on all matters that are subject to shareholder vote.

As at 9 November 2020 (the latest practicable date before the publication of this notice), the issued share capital of the Company was comprised of 34,896,230 Class A ordinary shares and 20,221,115 Class B ordinary shares with a nominal value of £0.02 per share, respectively.

Therefore, the total number of voting rights as at 9 November 2020 (the latest practicable date before publication of this notice) was 237,107,380.

### Notes:

**The following notes further explain your general rights as a shareholder and your right to attend and vote at the AGM or to appoint someone else to vote on your behalf. However, note that, in light of the measures currently in place in the United Kingdom in response to the COVID-19 pandemic as noted in the Chairman's letter under the heading "Impact of COVID-19" on pages 3 to 4, shareholders will not be able to attend the AGM in person and you are strongly encouraged to vote your shares by appointing the Chairman of the AGM as your proxy.**

1. You can vote either:
  - 1.1 by logging on to [www.endava-shares.com](http://www.endava-shares.com) and following the instructions;
  - 1.2 to the extent that you have not received a proxy, you may request a hard copy form of proxy directly from the registrars, Link Asset Services Limited, on Tel: 0871 664 0300 or +44 371 664 0300 (outside the UK). Calls cost 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open between 9:00 a.m. – 5:30 p.m. London time, Monday to Friday, excluding public holidays in England and Wales; or
  - 1.3 in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.
2. A form of proxy has been provided for use by members. To be valid it should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority) to the Company's registrars, Link Asset Services Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, not later than 48 hours (not including non-business days) before the time appointed for holding the AGM (i.e., 2:30 p.m. London time on Monday 14 December 2020) or any adjourned AGM or, in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for the taking of the poll.
3. If you return more than one proxy appointment, either by paper or electronic communication, the appointment received last by the Registrar before the latest time for the receipt of proxies will take precedence. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be disadvantaged.
4. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. A corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all its powers as a member provided that they do not do so in relation to the same shares. Note that given the COVID-19 pandemic, corporate representatives will not be permitted to attend the AGM.
5. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company's relevant register of members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.
6. The return of a completed form of proxy, electronic filing or any CREST Proxy Instruction (as described in note 8 below) will not prevent a shareholder from attending the AGM and voting in person if they wish to do so. Note that given the COVID-19 pandemic, shareholders will not be permitted to attend the AGM.
7. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM (and any adjournment of the AGM) by using the

## Other information

procedures described in the CREST Manual (available from [www.euroclear.com/site/public/EUI](http://www.euroclear.com/site/public/EUI)).

CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

8. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the issuer's agent (ID RA10) by 2:30 p.m. London time on Monday 14 December 2020. For this purpose, the time of receipt will be taken to mean the time (as determined by the timestamp applied to the message by the CREST application host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
9. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
10. Under Section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's financial statements (including the Auditor's Report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual financial statements and reports were laid in accordance with Section 437 of the Companies Act 2006 (in each case) that the shareholders propose to raise at the relevant meeting. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.
11. Due to the COVID-19 pandemic, questions should be submitted by shareholders prior to the AGM, via electronic mail to the Endava Company Secretariat team at [Endava.co.sec@endava.com](mailto:Endava.co.sec@endava.com). Replies to these questions will, where appropriate, be posted on the Company's website as soon as practicable following the conclusion of the AGM.
12. Due to the COVID-19 pandemic, the Company is unable to make available for inspection any of the following documents in the usual course prior to and at the AGM:
  - 12.1 the executive directors' service contracts; and
  - 12.2 letters of appointment of the non-executive directors.
- 13 You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

## Concert Party information

The persons whose names are listed in the below table (the “**Concert Party**”), are considered to be acting in concert with each other in relation to the Company for the purposes of the City Code on Takeovers and Mergers (the “**Takeover Code**”) as at the date of this notice.

As at 9 November 2020 (the latest practicable date before the publication of this notice), the members of the Concert Party held in aggregate, 818,087 Class A ordinary shares and 18,784,413 Class B ordinary shares, representing approximately 79.6% of voting rights in Endava.

As the Concert Party held more than 50.0% of the voting share capital of Endava as of 9 November 2020 (the latest practicable date before the publication of this notice), and assuming that no other acquisitions or dispositions of Endava ordinary shares by any member of the Concert Party have taken place between 9 November 2020 (the latest practicable date before the publication of this notice) and Wednesday 16 December 2020 (the date of the AGM), members of the Concert Party would be able, subject to note 4 on Rule 9.1 of the Takeover Code, to acquire further interests in shares in the capital of Endava without incurring any obligation under Rule 9 of the Takeover Code to make a general offer.

The respective interests in the Company of the Concert Party members as of 9 November 2020 (the latest practicable date before the publication of this notice) were as follows:

	Class A ordinary shares Beneficially Owned		Class B ordinary shares Beneficially Owned		Total Voting Power †	
	Shares	%	Shares	%	%	
John Cotterell(1)	—	—	—	9,500,000	47.0	40.1
Alex Day(2)	486,841	1.4	—	2,051,766	10.1	8.9
Michael Kinton(3)	657	*	—	1,777,793	8.8	7.5
Goran Stevanovic (4)	—	—	—	1,662,500	8.2	7.0
Julian Bull(5)	84,547	*	—	691,805	3.4	3.0
Valentin Metzger(6)	100,000	*	—	671,505	3.3	2.9
Vasile Nedelciuc	—	—	—	—	—	*
Graham Lee(7)	—	—	—	—	—	*
William Breach(8)	943	—	—	391,620	1.9	1.7
Steve Harding(9)	—	—	—	337,775	1.7	1.4
Rob Machin(10)	56,208	*	—	336,801	1.7	1.4
Barry Risby(11)	67,800	*	—	260,229	1.3	1.1
Teodor Torgie (12)	—	—	—	385,520	1.9	1.6
Andrew Allan(13)	3,948	*	—	247,620	1.2	1.0
Richard Randall	—	—	—	124,257	*	*
Simon Whittington	—	—	—	180,000	*	*
Justin Marcucci (14)	17,143	*	—	165,582	*	*
All members of the Concert Party as a group (17 persons) (15)	818,087	2.4	18,784,413	92.9	79.6	

\* Represents beneficial ownership of less than 1%.

† Represents the voting power with respect to all Class A ordinary shares and Class B ordinary shares, voting as a single class. Each Class A ordinary share is entitled to one vote per share and each Class B ordinary share is entitled to ten votes per share. The Class A ordinary shares and Class B ordinary shares will vote together on all matters (including the election of Directors) submitted to a vote of shareholders.

(1) Consists of (1) 7,500,000 Class B ordinary shares held directly by Mr. Cotterell and (2) 2,000,000 Class B ordinary shares held in a trust of which Mr. Cotterell is a trustee. Excludes Class A ordinary shares issuable under the 2018

## Concert Party information

Equity Incentive Plan.

- (2) Excludes (1) Class A ordinary shares issuable under the 2018 Equity Incentive Plan and (2) Class A Shares issuable under the 2018 Sharesave Plan.
- (3) Excludes Class A ordinary shares issuable under the 2018 Non-Employee Sub Plan.
- (4) Excludes (1) Class A ordinary shares issuable under the 2018 Equity Incentive Plan and (2) Class A Shares issuable under the 2018 Sharesave Plan.
- (5) Excludes Class A ordinary shares issuable under the 2018 Equity Incentive Plan.
- (6) Excludes Class A ordinary shares issuable under the 2018 Equity Incentive Plan.
- (7) Excludes Class A ordinary shares issuable under the 2018 Equity Incentive Plan.
- (8) Excludes Class A ordinary shares issuable under the 2018 Equity Incentive Plan.
- (9) Excludes (1) Class A ordinary shares issuable under the 2018 Equity Incentive Plan and (2) Class A Shares issuable under the 2018 Sharesave Plan.
- (10) Excludes (1) Class A ordinary shares issuable under the 2018 Equity Incentive Plan and (2) Class A Shares issuable under the 2018 Sharesave Plan.
- (11) Excludes Class A ordinary shares issuable under the 2018 Equity Incentive Plan.
- (12) Excludes Class A ordinary shares issuable under the 2018 Equity Incentive Plan.
- (13) Excludes (1) 3,125 Class A ordinary shares issuable under the Non-Executive Director Plan and (2) 3,563 Class A ordinary shares issuable under the 2018 Non-Employee Sub Plan.
- (14) Excludes (1) Class A ordinary shares issuable under the 2018 Equity Incentive Plan and (2) Class A Shares issuable under the 2018 Sharesave Plan.
- (15) Excludes (1) 3,125 Class A ordinary shares issuable under the Endava 2017 Non-Executive Director Long Term Incentive Plan, (2) Class A ordinary shares issuable under the 2018 Equity Incentive Plan and (3) Class A Shares issuable under the 2018 Sharesave Plan.

As of 9 November 2020 (the latest practicable date before the publication of this notice), John Cotterell, the Company's Chief Executive Officer, beneficially held shares representing approximately 40.1% of the voting rights of the outstanding share capital of the Company. Accordingly, except with the consent of the Takeover Panel, Mr. Cotterell will not be able to acquire further or additional interests in shares that increase the percentage of shares carrying voting rights in which he is interested without being required to make a mandatory offer to all holders of any class of existing share capital or other class of securities carrying voting rights in the Company to acquire the balance of all such interests in the Company. In addition, in the event that other holders of Class B Ordinary Shares sell or transfer their shares to third parties, this may result in Mr. Cotterell's interest in the Company passively increasing as a percentage of total shares carrying voting rights outstanding. To prevent any requirement on the part of Mr. Cotterell (or any other holder of Class B Ordinary Shares) from being subject to an obligation to make a mandatory offer as a result of an acquisition of any class of Ordinary Shares carrying voting rights or, if applicable, a passive increase in voting rights held, the Company's articles of association contain certain provisions for an appropriate number of Class B Ordinary Shares held by him to be redesignated as Class A Ordinary Shares so that the relevant percentage of interests in any shares carrying voting rights do not increase and/or trigger the requirement to make a mandatory offering.

## Contact details

**Endava plc** Registered Office 125 Old Broad Street London EC2N  
1AR United Kingdom  
Tel: +44 20 7367 1000

### Registrar

Link Asset Services Limited The Registry  
34 Beckenham Road Beckenham  
Kent BR3 4TU United Kingdom Tel: 0871 664 0300  
Tel: +44 371 664 0300 (outside the UK)

### ADS Depositary

Citibank Shareholder Services  
P.O. Box 43077  
Providence, Rhode Island 02940-3077 USA  
Tel: 1-877-CITI-ADR (toll free) Tel: 1-781-575-4555 (outside US) Fax 1-201-  
324-3284  
E-mail at: [Citibank@shareholders-online.com](mailto:Citibank@shareholders-online.com)





**ENDAVA PLC**

*Endava plc is incorporated and registered in England and Wales under the Companies Act 2006, with company number 5722669.*

**FORM OF PROXY**

**For use at the Annual General Meeting to be held at 2:30 p.m. London time (9:30 a.m. EST) on Wednesday, 16 December 2020 at the offices of Endava plc, at 125 Old Broad Street, London, EC2N 1AR, United Kingdom**

**Before completing this form, please read the explanatory notes below and the notes to the notice of the Annual General Meeting.**

I / WE, \_\_\_\_\_

being a member of Endava plc, appoint the Chairman of the Annual General Meeting

or \_\_\_

(Please carefully complete using BLOCK CAPITALS and black ink)

as my/our proxy to exercise all or any of my rights to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held at 2:30 p.m. London time (9:30 a.m. EST) on Wednesday, 16 December 2020 and at any adjournment of the Annual General Meeting.

Please tick here if this proxy appointment is one of multiple appointments being made (see note 3 below).

Enter number of shares in relation to which your proxy is authorised to vote or leave it blank to authorise your proxy to act in relation to your full entitlement.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
Resolution 1: Report and accounts			
Resolution 2: Directors' remuneration report			
Resolution 3: Re-appointment of auditors and determination of auditors' remuneration			
Resolution 4: Re-election of John Cotterell as Director			
Resolution 5: Re-election of Mark Thurston as Director			
Resolution 6: Re-election of Andrew Allan as Director			
Resolution 7: Re-election of Ben Druskin as Director			
Resolution 8: Re-election of David Pattillo as Director			
Resolution 9: Re-election of Sulina Connal as Director			
Resolution 10: Re-election of Trevor Smith as Director			

Signed..... Date.....

**NOTES:**

1. If you wish to vote at the Annual General Meeting but are unable to attend in person, you may appoint a proxy to exercise all or any of your rights to attend, speak and vote on your behalf by completing the form of proxy. A proxy need not be a member of the Company. Please fill in your name and address in the space provided. Unless you wish to appoint the Chairman of the Annual General Meeting as your proxy, please fill in your proxy's name and address in the space provided and strike out the words "the Chairman of the Annual General Meeting". If you do not fill in the name and address of the proxy, the Chairman of the Annual General Meeting will be appointed as your proxy.
2. Please mark the appropriate box with an "X" to indicate how you wish your proxy to vote on each resolution. Unless otherwise instructed, the proxy may vote or abstain from voting at his discretion in respect of the resolutions specified. An abstention option has been included on the Form of Proxy. The legal effect of choosing the abstention option on any resolution is that the shareholder concerned will be treated as not having voted on the relevant resolution. The number of votes in respect of which there are abstentions will however be counted and recorded, but disregarded in calculating the number of votes for or against each Resolution. Your proxy will vote or abstain from voting as he thinks fit on any other business (including amendments to resolutions) which may properly come before the Annual General Meeting.
3. This form of proxy allows you to specify the number of shares in respect of which the proxy is to be entitled to exercise all or any of your rights to attend, speak and vote at the Annual General Meeting. If you do not specify a number of shares on the form, the proxy will be deemed made in respect of your entire holding of shares in the Company. If you wish to appoint more than one proxy, you must fill in a separate proxy form for each appointment. Additional proxy forms can be obtained from the Company's registrars Link Market Services Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or you may photocopy this form. You should tick the box provided to indicate that the proxy is one of multiple instructions being given and fill in the number of shares in relation to which the proxy appointed by this form is entitled to act.
4. Appointment of a proxy does not preclude a member from attending the Annual General Meeting and voting in person. If a member has appointed a proxy and attends the Annual General Meeting in person, such proxy appointment will automatically be terminated.
5. Any alteration to this Form of Proxy must be initialled.
6. Pursuant to Regulation 41 of the Uncertificated Securities Regulations Act 2001, those shareholders registered in the register of members of the Company at close of business on the day which is 48 hours before the time of the Annual General Meeting will be entitled to attend and vote (whether in person or by proxy) at the Annual General Meeting in respect of the number of shares registered in their name at the relevant time. Changes to entries on the register after such time(s) and date(s) (as applicable) shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
7. To be valid this form of proxy should be completed, signed and delivered (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority) to the Company's registrars, Link Market Services Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, United Kingdom, not later than 48 hours (not including non-business days) before the time appointed for holding the AGM (2:30 p.m. London time on Monday, 14 December 2020) or any adjourned AGM or, in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for the taking of the poll.
8. In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or agent who is duly authorised in writing to sign on behalf of the corporation. In the case of an individual, this form must be signed by the individual or by an attorney duly authorised to sign on his/her behalf. Any power of attorney or any other authority under which the form is signed (or a duly certified copy of such power of attorney or authority) must be included with this form. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company's relevant register of members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.
9. CREST members who wish to appoint a proxy or proxies by using the CREST electronic appointment service should refer to the notes to the notice of the Annual General Meeting.
10. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.

## Depository's Notice of Annual General Meeting of Endava plc (the "Company")

ADSs:	American Depositary Shares.
ADS CUSIP No.:	29260V105.
ADS Record Date:	5:00 P.M. (New York City time) on November 3, 2020.
Meeting Specifics:	Annual General Meeting to be held on Wednesday, December 16, 2020 at 2:30 P.M. (London time) at the offices of Endava plc, 125 Old Broad Street, London EC2N 1AR, United Kingdom (the "Meeting"). The Meeting will be conducted as a closed meeting and shareholders will not be permitted to attend in person.
Meeting Agenda:	Please note that the Company's Notice of Meeting is enclosed. The Annual Report and Accounts for the year ended June 30, 2020 is available on the Company's website at <a href="https://investors.endava.com/financials-and-filings/AGM/">https://investors.endava.com/financials-and-filings/AGM/</a> .
ADS Voting Instructions Deadline:	10:00 A.M. (New York City time) on December 10, 2020.
Deposited Securities:	Ordinary Shares (the "Shares") of Endava plc, a public limited company incorporated under the laws of England and Wales.
ADS Ratio:	One (1) Share to one (1) ADS.
Depository:	Citibank, N.A.
Custodian of Deposited Securities:	Citibank, N.A., London Branch
Deposit Agreement:	Deposit Agreement, dated as of July 31, 2018, by and among the Company, the Depository, and all Holders and Beneficial Owners of ADSs.

To be counted, your Voting Instructions need to be received by the Depository prior to **10:00 A.M.** (New York City time) on **December 10, 2020**.

**Note that if you do not timely return the Voting Instructions to the Depository, the Deposited Securities represented by your ADSs may nevertheless be voted upon the terms set forth in the Deposit Agreement.**

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The Company has announced that the Meeting will be held at the date, time, and location identified above. **In light of the measures currently in place in the United Kingdom in response to the COVID-19 pandemic and the Company's commitment to health and safety, the Company conveys its regret in that it will be unable to hold the Meeting in the usual way. The Meeting will be conducted as a closed meeting and shareholders will not be permitted to attend in person. For further details on how COVID-19 will affect the Meeting, please refer to the section headed "Impact of COVID-19" in the Chairman's letter on pages 3 to 4 of the Company's Notice of Meeting. Please note that the Company's Notice of Meeting is enclosed. The Annual Report and Accounts for the year ended June 30, 2020 is available on the Company's website at <https://investors.endava.com/financials-and-filings/AGM/>.**

As set forth in Section 4.10 of the Deposit Agreement, Holders of record of ADSs, as of the close of business on the ADS Record Date, will be entitled, subject to applicable law, the provisions of the Deposit Agreement, the Articles of Association of the Company, and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder's ADSs.

Holders of ADSs wishing to give Voting Instructions to the Depositary must sign, complete, and return the enclosed Voting Instructions prior to the ADS Voting Instructions Deadline in the enclosed pre-addressed envelope.

The Depositary has been advised by the Company that under the Articles of Association of the Company as in effect as of the date of the Deposit Agreement, voting at any meeting of shareholders of the Company is by poll.

Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon the timely receipt from a Holder of ADSs as of the ADS Record Date of voting instructions in the manner specified by the Depositary, the Depositary shall endeavor, insofar as practicable and permitted under any applicable law, the provisions of the Deposit Agreement, the Articles of Association of the Company and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder's ADSs as follows: the Depositary will instruct the Custodian to vote the Deposited Securities in accordance with the voting instructions received from the Holders of ADSs. If the Depositary does not receive voting instructions from a Holder as of the ADS Record Date on or before the date established by the Depositary for such purpose, such Holder shall be deemed, and the Depositary shall deem such Holder, to have instructed the Depositary to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depositary with respect to any matter to be voted upon as to which the Company informs the Depositary that (a) the Company does not wish such proxy to be given, (b) substantial opposition exists, or (c) the rights of holders of Deposited Securities may be adversely affected.

Deposited Securities represented by ADSs for which no timely voting instructions are received by the Depositary from the Holder shall not be voted (except as contemplated in Section 4.10 of the Deposit Agreement). Neither the Depositary nor the Custodian shall under any circumstances exercise any discretion as to voting and neither the Depositary nor the Custodian shall vote, attempt to exercise the right to vote, or in any way make use of, for purposes of establishing a quorum or otherwise, the Deposited Securities represented by ADSs, except pursuant to and in accordance with the voting instructions timely received from Holders or as otherwise contemplated herein. If the Depositary timely receives voting instructions from a Holder which fail to specify the manner in which the Depositary is to vote the Deposited Securities represented by such Holder's ADSs, the Depositary will deem such Holder to have instructed the Depositary to vote in favor of the items set forth in such voting instructions.

Notwithstanding anything else contained herein, the Depositary shall, if so requested in writing by the Company, represent all Deposited Securities (whether or not voting instructions have been received in respect of such Deposited Securities from Holders as of the ADS Record Date) for the sole purpose of establishing quorum at a meeting of shareholders.

The information contained herein with respect to the Meeting has been provided by the Company. Citibank, N.A. is forwarding this information to you solely as Depositary and in accordance with the terms of the Deposit Agreement and disclaims any responsibility with respect to the accuracy of such information. Citibank, N.A. does not, and should not be deemed to, express any opinion with respect to the proposals to be considered at the Meeting. The rights and obligations of Holders and Beneficial Owners of ADSs, the Company, and the Depositary are set forth in its entirety in the Deposit Agreement and summarized in the ADRs. If you wish to receive a copy of the Deposit Agreement, please contact the Depositary at the number set forth below.

***If you have any questions about the way in which Voting Instructions may be delivered to the Depositary, please contact Citibank, N.A. - ADR Shareholder Services at (877)248-4237.***

Citibank, N.A., as Depositary

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# Annual General Meeting

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*The Voting Instructions must be signed, completed and received at the indicated address prior to 10:00 A.M. (New York City time) on December 10, 2020 for action to be taken.*

2020 VOTING INSTRUCTIONS AMERICAN DEPOSITARY SHARES  
Endava plc (the “Company”)

ADS CUSIP No.: 29260V105.

ADS Record Date: 5:00 P.M. (New York City time) on November 3, 2020.

Meeting Specifics: Annual General Meeting to be held on Wednesday, December 16, 2020 at 2:30 P.M. (London time) at the offices of Endava plc, 125 Old Broad Street, London EC2N 1AR, United Kingdom (the “Meeting”). **The Meeting will be conducted as a closed meeting and shareholders will not be permitted to attend in person.**

Meeting Agenda: Please note that the Company’s Notice of Meeting is enclosed. The Annual Report and Accounts for the year ended June 30, 2020 is available on the Company's website at <https://investors.endava.com/financials-and-filings/AGM/>.

Depository: Citibank, N.A.

Deposit Agreement: Deposit Agreement, dated as of July 31, 2018, by and among the Company, the Depository, and all Holders and Beneficial Owners of ADSs.

Deposited Securities: Ordinary Shares of the Company (“Shares”).

Custodian: Citibank, N.A., London Branch.

The undersigned holder, as of the ADS Record Date, of the American Depositary Share(s) issued under the Deposit Agreement and identified on the reverse side hereof (such American Depositary Shares, the “ADSs”) hereby authorizes and directs the Depository to cause to be voted at the Meeting (and any adjournment or postponement thereof) the Deposited Securities represented by the ADSs in the manner indicated on the reverse side hereof.

*The Depository has been advised by the Company that under the Articles of Association of the Company as in effect as of the date of the Deposit Agreement, voting at any meeting of shareholders of the Company is by poll.*

*Voting instructions may be given only in respect of a number of ADSs representing an integral number of Deposited Securities. Upon the timely receipt from a Holder of ADSs as of the ADS Record Date of voting instructions in the manner specified by the Depository, the Depository shall endeavor, insofar as practicable and permitted under any applicable law, the provisions of the Deposit Agreement, the Articles of Association of the Company and the provisions of the Deposited Securities, to vote, or cause the Custodian to vote, the Deposited Securities (in person or by proxy) represented by such Holder's ADSs as follows: the Depository will instruct the Custodian to vote the Deposited Securities in accordance with the voting instructions received from the Holders of ADSs. If the Depository does not receive voting instructions from a Holder as of the ADS Record Date on or before the date established by the Depository for such purpose, such Holder shall be deemed, and the Depository shall deem such Holder, to have instructed the Depository to give a discretionary proxy to a person designated by the Company to vote the Deposited Securities; provided, however, that no such discretionary proxy shall be given by the Depository with respect to any matter to be voted upon as to which the Company informs the Depository that (a) the Company does not wish such proxy to be given, (b) substantial opposition exists, or (c) the rights of holders of Deposited Securities may be adversely affected.*

Please indicate on the reverse side hereof how the Deposited Securities are to be voted. An explanation of each of the proposed resolutions can be found on pages 7 through 9 of the Company's Notice of Meeting.

The Voting Instructions must be marked, signed and returned on time in order to be counted.

By signing on the reverse side hereof, the undersigned represents to the Depository and the Company that the undersigned is duly authorized to give the voting instructions contained therein.

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**RESOLUTIONS**

**Ordinary Resolutions**

To consider, and if thought fit, pass the following resolutions (1 to 10 inclusive), which will be proposed as ordinary resolutions:

1. To receive and approve the Company's annual accounts for the financial year ended 30 June 2020 and the associated reports of the Directors and auditors (the "2020 Annual Report and Accounts").
2. To approve the remuneration report of the directors of the Company (the "Directors") set out in the 2020 Annual Report and Accounts.
3. To re-appoint KPMG LLP as auditors of the Company to hold office from the conclusion of the AGM until the conclusion of the AGM of the Company to be held in 2021 and to authorise the Directors to fix the auditors' remuneration.
4. To re-elect Mr. J. Cotterell as a Director.
5. To re-elect Mr. M. Thurston as a Director.
6. To re-elect Mr. A. Allan as a Director.
7. To re-elect Mr. B. Druskin as a Director.
8. To re-elect Mr. D Pattillo as a Director.
9. To re-elect Ms. S. Connal as a Director.
10. To re-elect Mr. T. Smith as a Director.

The Company has informed the Depository that its Board of Directors recommends a "For" vote for all resolutions.

**A Issues Endava plc**

For Against Abstain

Resolution 1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

For Against Abstain

Resolution 7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**B Authorized Signatures - Sign Here - This section must be completed for your instructions to be executed.**

If these Voting Instructions are signed and timely returned to the Depository but no specific direction as to voting is marked above as to an Issue, the undersigned shall be deemed to have directed the Depository to give Voting Instructions "FOR" the unmarked Issue.

If these Voting Instructions are signed and timely returned to the Depository but multiple specific directions as to voting are marked above as to an Issue, the undersigned shall be deemed to have directed the Depository to give an "ABSTAIN" Voting Instruction for such Issue.

Please be sure to sign and date this Voting Instructions Card.

Please sign your name to the Voting Instructions exactly as printed. When signing in a fiduciary or representative capacity, give full title as such. Where more than one owner, each MUST sign. Voting Instructions executed by a corporation should be in full name by a duly authorized officer with full title as such.

Signature 1 - Please keep signature within the line    Signature 2 - Please keep signature within the line    Date (mm/dd/yyyy)

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