



# Charter of the Nominating and Corporate Governance Committee of the Board of Directors

Approved by the Board | 03 May 2023

## 1 Purpose and Policy

- 1.1 The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**” or “**Directors**”) of Endava plc (“**Endava**” or the “**Company**”) is to:
  - 1.1.1 help the Board oversee Endava’s corporate governance functions and develop, update as necessary and recommend to the Board the governance principles applicable to Endava;
  - 1.1.2 identify, evaluate, recommend and communicate with candidates qualified to become Board members or Director nominees consistent with criteria approved by the Board;
  - 1.1.3 oversee the evaluation of the Board and management; and
  - 1.1.4 make other recommendations to the Board relating to the Directors.

## 2 Composition

- 2.1 The members of the Committee, including the Chairperson, will be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee will be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.
- 2.2 The Committee will consist of at least two members of the Board and a majority of the members will satisfy the independence requirements imposed by the U.S. Securities and Exchange Commission (the “**SEC**”) and the New York Stock Exchange (the “**NYSE**”), including any exceptions permitted by such requirements; and each member of the Committee will satisfy:
  - 2.2.1 any other qualifications determined by the Board; and
  - 2.2.2 any other requirements imposed by applicable law.

## 3 Authority

- 3.1 The Committee will have access to all Endava books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee. The Committee will communicate with the Board, Committee chairpersons, Executive Officers, and independent professional advisors to the Board and its various committees, as appropriate. If the Committee concludes that it must retain legal, accounting or other outside advisors, it may do so and determine compensation for those advisors at Endava’s expense.
- 3.2 The Committee shall have sole authority to retain and terminate executive search firms to help identify director candidates. The Committee may also pay, at Endava’s expense, ordinary administrative expenses it deems appropriate in carrying out its duties. The Committee will have authority to require that any of Endava’s personnel, legal, accounting or other outside advisors attend any meeting of the Committee or meet with any member of the Committee or any of its special, legal, accounting or other outside advisors.
- 3.3 The Committee may form and delegate authority to one or more subcommittees as appropriate, but only to the extent consistent with the Company’s articles of

association (as in effect from time to time, the “**Articles**”), NYSE listing rules, the U.K. Companies Act 2006 (the “**Companies Act**”) and other applicable law. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters. The operation of the Committee shall be subject to the Articles as in effect from time to time and the Companies Act. By approving this charter (this “**Charter**”), the Board delegates authority to the Committee with respect to the responsibilities herein.

## 4 Responsibilities

The Committee shall have the following responsibilities; provided, however, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and stock exchange listing requirements. The Board will retain the right to act on all such matters without limiting the Committee’s authority, subject to compliance with applicable law and stock exchange listing requirements.

- 4.1 **Director Nominations.** The Committee will monitor and evaluate the composition, organization, and size of the Board. The Committee will identify and evaluate candidates, giving full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future. The Committee will use criteria approved by the Board, including consideration of the potential conflicts of interest, director independence, and other requirements. The Committee will also have the power and authority to establish any policies, requirements, criteria, and procedures relating to its activities, and will make recommendations to the Board regarding nominees for Director at the next annual general meeting of shareholders. In selecting candidates, the Committee shall give consideration to the Board’s overall balance of diversity in terms of perspectives, experiences and backgrounds (including corporate backgrounds beyond the executive suite, and non-corporate backgrounds), as well as factors commonly associated with diversity such as diversity of race, ethnicity, gender, age, sexual orientation, veteran status and disability status. The Committee will evaluate and consider the re-election by shareholders of directors under the retirement by rotation provisions in the Articles, having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required and the need for progressive refreshing of the Board.
- 4.2 **Shareholder Communications.** The Committee’s power and authority includes establishing policies and procedures to facilitate shareholder communications with the Board and make such recommendations to the Board with respect thereto as the Committee deems appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

- 4.3 **Management, Board and Committee Assessment.** The Committee will periodically review the performance of the Executive Officers, management and the Board, including Board committees. As appropriate, the Committee will make recommendations to the Board and management for areas of improvement. The Committee will also consider the independence of Directors and the requirements imposed by applicable law and stock exchange listing requirements and assess the independence of Directors. The Committee will also review the results of the Board performance evaluation process that relate to the composition of the Board.
- 4.4 **Management Succession.** The Committee will review and evaluate with the Chief Executive Officer the succession plans for Endava's executive officers and senior management, as appropriate, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed these positions.
- 4.5 **Board and Committee Composition.** The Committee will oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committees reporting to the Board. The Committee will evaluate individual directors' interests, independence, experience, qualifications and the independence and experience requirements imposed by the SEC and the NYSE and recommend to the Board annually the chairmanship and membership of each committee.
- 4.6 **Environmental, Social and Governance ("ESG") Oversight.** The Committee shall oversee and periodically review and assess ESG matters relevant to the Company's business and operations, including, but not limited to:
- 4.6.1 identifying and bringing to the Board's attention current and emerging ESG trends and issues that may affect the business, operations, performance and external relations of the Company;
  - 4.6.2 reviewing and providing oversight relating to the Company's environmental sustainability practices and corporate responsibilities;
  - 4.6.3 reviewing and providing oversight relating to the Company's talent management practices, including initiatives and programs to promote diversity, inclusion and belonging; and
  - 4.6.4 overseeing and periodically reviewing the Company's public disclosures and reporting methodology on ESG matters and related metrics, in compliance with applicable law and stock exchange listing requirements, including the Companies Act.
- 4.7 **Continuing Education.** The Committee will recommend to the Board a program of continuing education for Directors and orientation of new Directors, as it deems appropriate.
- 4.8 **Appointment of a Chairperson.** The Committee should prepare a job specification, including the time commitment expected. A proposed Chairperson's other significant commitments should be disclosed to the Board before appointment and any changes to the Chairperson's commitments should be reported to the Board as they arise.
- 4.9 **Review Possible Conflicts of Interest.** Prior to the appointment of a Director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest.

- 4.10 **Appointment Letters.** Ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.
- 4.11 **Corporate Governance.** The Committee shall develop a set of corporate governance principles to be applicable to Endava, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration. Further, the Committee shall periodically review company policy statements to determine their adherence to Endava's Code of Conduct. The Committee shall review any public disclosures regarding corporate governance principles applicable to Endava.
- 4.12 **Recommendations to the Board.** The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 4.13 **General Authority.** The Committee shall perform such other functions and have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.

## 5 Other Matters

- 5.1 **Committee Self-Assessment; Charter Review.** The Committee will annually evaluate its performance. The Committee shall also review and assess the adequacy of this Charter annually and shall recommend any proposed changes to the Board for its consideration.
- 5.2 **General Authority.** The Committee will perform such other functions and have such other powers as may be necessary or appropriate in complying with the policies of this Charter.
- 5.3 **General Compliance.** The Committee shall perform all its duties on the basis of the considerations required to be taken into account by the applicable stock exchange listing requirements, all applicable codes of practice and laws and the Committee's view of good practice at the relevant time. In addition, while carrying out its duties, the Committee shall have due regard to their duties as directors of the Companies Act, and will conduct itself in accordance with Endava's Code of Conduct.

## 6 Meetings and Minutes

- 6.1 The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet. Unless otherwise determined by the Committee, each regularly scheduled meeting will conclude with an executive session that excludes members of management. The Chairperson will establish agendas for Committee meetings in consultation with Committee members.
- 6.2 The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
- 6.3 The Committee will maintain written minutes of its meeting and regularly report to

- the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.
- 6.4 The Chairperson shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.