



Charter of the Remuneration Committee of the Board of Directors

Approved by the Board | 03 May 2023

1 Purpose and Policy

- 1.1 The purpose of the Remuneration 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 remuneration policies, plans, and programs;
 - 1.1.2 formulate and recommend to the Board the policy for the remuneration to be paid to the company’s Chairman, Chief Executive Officer, Executive Board members, the Executive Officers of the Company (as listed in the Company’s 20-F annual report) and the Company Secretary and approve the compensation of such individuals;
 - 1.1.3 prepare any report on executive or director compensation required by the rules and regulations of the U.S. Securities and Exchange Commission (the “**SEC**”), the New York Stock Exchange (“**NYSE**”) and any other applicable regulatory authority, and when required, review and discuss with management Endava’s compensation disclosures in Endava’s annual reports, registration statements, proxy statements, or information statements filed with the SEC or Companies House; and
 - 1.1.4 prepare any report on compensation required under English law or regulation, including the preparation of the directors’ remuneration report (the “**DRR**”) which report shall form part of the Company’s UK annual report and accounts and contain such information as is required to comply with the UK Companies Act 2006 (the “**Companies Act**”) and any applicable SEC disclosure requirements in effect from time to time, and the directors’ remuneration policy (the “**DR Policy**”) as set out in the UK annual report and accounts. The DRR shall be subject to an advisory vote at the Company’s annual general meeting (“**Annual General Meeting**”) each year. The DR Policy shall be put to shareholders for their approval at the Annual General Meeting at least every three years (or sooner in the event of a proposed change to the policy).
- 1.2 The terms “**remuneration**” and/or “**compensation**” include salary, long-term incentives, bonuses, perquisites, equity incentives, recruitment and severance arrangements, retirement benefits, service contracts, shareholding requirements, and other related benefits and benefit plans and arrangements.

2 Composition and Quorum

- 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 each member of the Committee will satisfy:
 - 2.2.1 the independence requirements imposed by the SEC, NYSE and any other stock exchange that lists Endava’s American Depositary Shares (“**ADSs**”) or ordinary shares, including any exceptions permitted by such requirements;
 - 2.2.2 unless otherwise approved by the Board, the “non-employee director”

requirements under Rule 16b-3 of the Exchange Act;

2.2.3 any other qualifications determined by the Board; and

2.2.4 any other requirements imposed by applicable law.

2.3 The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

3 Notice of Meetings

3.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of any of its members.

3.2 Unless otherwise agreed, notice of the meeting confirming venue, time and date together with an agenda of items to be discussed and supporting papers as appropriate, shall be forwarded to each member of the Committee and any other person required to attend no later than four days before the date of the meeting.

4 Annual General Meeting

4.1 Meetings of the Committee shall be summoned by the Secretary of the Committee at the request

5 Authority

5.1 The Committee will have access to all Company books, records, facilities and personnel as deemed necessary or appropriate by any member of the Committee, including human resources personnel when preparing the applicable disclosures relating to the Company's compensation policy and practices for inclusion in Endava's public filings and the DRR when and as required.

5.2 If the Committee concludes that it must retain legal, accounting, or other outside advisors or compensation consultants to assist in the evaluation of director and officer compensation, it may do so and determine compensation and other retention terms for those advisors at Endava's expense. The Committee may also pay, at Endava's expense, ordinary administrative expenses it deems appropriate in carrying out its duties.

5.3 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.

5.4 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 (the "**Articles**"), NYSE listing rules, the Companies Act and other applicable law, including a subcommittee composed of one or more officers of Endava to grant share awards under Endava's equity incentive plans to persons who are not then subject to Section 16 of the Exchange Act. 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..

6 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.

- 6.1 **Overall Compensation Strategy.** The Committee will review, modify, and oversee Endava’s overall compensation strategy and policies, including:
 - 6.1.1 review, evaluate, and approve employment agreements, recruitment arrangements, severance agreements, change-of-control protections, corporate performance goals and objectives relating to the compensation, and other compensatory arrangements of Endava’s executive officers and adjusting compensation, as appropriate;
 - 6.1.2 formulate and recommend to the Board the policy for the remuneration of the company’s Chairman, Chief Executive Officer, Executive Board members, the Executive Officers of the Company (as listed in the Company’s Annual Report on Form 20-F) and the Company Secretary. The remuneration of non-executive directors shall be a matter for the Chairman and the executive members of the Board. No one shall be involved in any decisions as to their own remuneration. The Chief Executive Officer may not be present during the voting or deliberations regarding his or her compensation;
 - 6.1.3 in formulating such a policy, the Committee shall give due regard to the provisions of the Companies Act, the SEC and NYSE rules related to governance and shall consider market forces and external peer comparisons between remuneration packages paid to directors of other companies of a similar size and industry, taking into account (where appropriate), the views of proxy organisations such as ISS and Glass Lewis and the views of investors. The objective of such policy shall be to ensure that members of the executive management of the company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;
 - 6.1.4 review and approve the DR Policy and the DRR as required under the Companies Act and recommend it to the Board for approval;
 - 6.1.5 review compensation practices and trends to assess the adequacy and competitiveness of Endava’s executive compensation programs as compared to companies in Endava’s industry and exercise its judgment and discretion in determining the appropriate levels and types of compensation to be paid, including to override formulaic outcomes where appropriate;

- 6.1.6 within the terms of the policy agreed by the Board and approved by shareholders, in the case of directors determine the total individual remuneration package of each executive director and other Executive Officers of the Company (as listed in the Company's Annual Report on Form 20-F) including bonuses, incentive payments and share incentives or other share awards;
- 6.1.7 in determining such packages and arrangements, give due regard to any relevant legal requirements, the provisions and recommendations in the Companies Act, the SEC and NYSE rules, ISS, Glass Lewis and other proxy company guidelines and other associated and relevant guidance;
- 6.1.8 oversee any major changes in employee benefit structures throughout the Company including the employee benefit trust structure currently in place;
- 6.1.9 approve, or recommend to the Board for approval, any loans by Endava to non-executive employees[, provided, however, that in compliance with the Sarbanes-Oxley Act of 2002, the Company shall not directly or indirectly extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director or executive officer of the Company];
- 6.1.10 review and approve any compensation arrangement for any executive officer involving any subsidiary, special purpose or similar entity, with consideration of the potential for conflicts of interest in such arrangements and whether the arrangement has the potential to benefit Endava;
- 6.1.11 review Endava's practices and policies of employee compensation as they relate to risk management and risk-taking incentives, to determine if such remuneration policies and practices are reasonably likely to have a material adverse effect on Endava;
- 6.1.12 review and approve the creation, update or amendment or of any malus and clawback policy allowing Endava to recoup compensation paid to current and former employees;
- 6.1.13 evaluate the efficacy of Endava's remuneration policy and strategy in achieving expected benefits to Endava and otherwise furthering the Committee's policies;
- 6.1.14 review the design of all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the form and type of such awards, the overall amount of such awards, the individual awards to executives and the performance targets to be used;
- 6.1.15 determine the policy for, and scope of, pension arrangements for each executive director;
- 6.1.16 ensure that contractual terms on termination, and any payments made, are fair to the individual, and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 6.1.17 review and note annually the remuneration trends across the company;
- 6.1.18 determine remuneration for the following financial year before the end of June each year and at such other times as the Chairperson of the Committee shall require; and
- 6.1.19 foster a corporate culture that promotes the highest level of integrity and the

highest ethical standards.

- 6.2 **Remuneration of the Chief Executive Officer.** The Remuneration Committee will review and approve the remuneration and other terms of employment of Endava's Chief Executive Officer, and evaluate the Chief Executive Officer's performance in achieving corporate performance goals and objectives. The criteria for evaluating the Chief Executive Officer's performance will include:

- 6.2.1 fostering a corporate culture that promotes the highest level of integrity and the highest ethical standards;
- 6.2.2 developing and executing Endava's long-term strategic plan and conducting the business of Endava in a manner appropriate to enhance long-term shareholder value;
- 6.2.3 achieving the Chief Executive Officer's individual performance goals and objectives; and
- 6.2.4 achieving any other corporate performance goals and objectives deemed relevant to the Chief Executive Officer and adopted by the Remuneration Committee.

The Chief Executive Officer may not be present during the voting or deliberations regarding his or her remuneration but may be present (but not vote) during the voting and deliberations regarding the remuneration of the other executive officers and senior management.

- 6.3 **Compensation Disclosure; Committee Reports.** The Committee will oversee the preparation of any report required by applicable U.S. and U.K. rules and regulations to be included in the Company's public filings relating to compensation policy and practices, including, but not limited to, the DRR, the DR Policy and compensation disclosures in Endava's annual reports, registration statements, proxy statements, or information statements filed with the SEC or Companies House including under the caption "Compensation Discussion and Analysis" and the Committee report on executive compensation when required to be included in the Company's annual proxy statement. The DRR shall form part of the Company's UK annual report and accounts and shall contain such information as is required to comply with the Companies Act, the Companies (Directors' Remuneration Policy and Directors' Remuneration Report) Regulations 2019, and all other applicable regulations in effect from time to time. The DR Policy, as set out in the UK annual report and accounts shall be put to shareholders for their approval at the Company's Annual General Meeting at least every three years, or sooner in the event a change to the policy is proposed.
- 6.4 **Selection, Use of Compensation Consultants and Other Advisors.** The Committee will have sole responsibility for the appointment, authority to select, retain and terminate any compensation and oversight of the work of compensation consultants, legal counsel or any other advisors engaged for the purpose of advising the Committee. These compensation consultants or other advisors and consultants will report directly to the Committee, at Endava's expense. The Committee may select compensation consultants, legal counsel and other advisors to the Committee only after assessing the independence of these persons in accordance with the requirements of the stock exchange that lists Endava's ADSs or ordinary shares.
- 6.5 **Administration of Benefit Plans.** The Committee will have full power and authority to adopt, amend, terminate, and administer Endava's equity awards,

pension, and profit-sharing plans, bonus plans, benefit plans and other similar programs. The Committee will have full power and authority to administer these plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, approve modifications to awards and exercise other power, as appropriate. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable laws and regulations.

- 6.6 **Conflict of Interest Disclosure.** The Committee will review and discuss with management any conflicts of interest raised by the work of a compensation consultant or other advisor hired by the Committee or management and how such conflict is being addressed, and prepare any necessary disclosure in Endava's public filings in accordance with applicable SEC rules and regulations.
- 6.7 **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.

7 Other Matters

- 7.1 **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.
- 7.2 **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.
- 7.3 **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.

8 Meetings and Minutes

- 8.1 The Committee shall meet at least twice per year. The Committee will determine where and when to meet and provide this schedule in advance to the Board. The Chairperson will establish agendas for Committee meetings in consultation with Committee members.
- 8.2 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.
- 8.3 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.
- 8.4 The Chairperson of the Committee shall report formally to the Board on its

proceedings after each meeting on all matters within its duties and responsibilities.