

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

PLAINTIFF, on Behalf of Itself and  
All Others Similarly Situated,

Plaintiff,

v.

ENDA VA, PLC, JOHN COTTERELL, and  
MARK THURSTON,

Defendants.

Civil Action No.

CLASS ACTION

DEMAND FOR JURY TRIAL

**COMPLAINT FOR VIOLATIONS OF THE  
FEDERAL SECURITIES LAWS**

Plaintiff, individually and on behalf of all others similarly situated, by and through its attorneys, alleges the following upon information and belief, except as to those allegations concerning Plaintiff, which are alleged upon personal knowledge. Plaintiff's information and belief is based upon, among other things, its counsel's investigation, which includes, without limitation: (a) review and analysis of regulatory filings made by Endava, plc ("Endava" or the "Company"), with the U.S. Securities and Exchange Commission ("SEC"); (b) review and analysis of press releases and media reports issued by and disseminated by Endava; and (c) review of other publicly available information concerning Endava.

### **NATURE OF TH--E ACTION AND OVERVIEW**

1. This is a class action on behalf of persons and entities that purchased or otherwise acquired Endava securities between May 23, 2023, and February 28, 2024, inclusive (the "Class Period"). Plaintiff pursues claims against the Defendants (defined *infra*) under the Securities Exchange Act of 1934 (the "Exchange Act").

2. Throughout the Class Period, Endava, which provides technology services for clients in consumer products, healthcare, mobility, and retail verticals in North America and internationally, misled the market to believe that demand for its services remained high and that it would recover quickly. In reality, demand was soft, and clients had reduced discretionary spending, thus hindering recovery. As a result, the Company's revenues were in decline. When the truth began to reach the market, Endava's stock price suffered significant declines, harming investors.

3. Throughout the Class Period, Defendants made materially false and/or misleading statements, as well as failed to disclose material adverse facts about the Company's business, operations, and prospects. Specifically, Defendants failed to disclose that: (1) demand for the Company's services was declining; (2) the Company's clients delayed or canceled projects; (3) as

a result, the Company's fiscal 2023 and 2024 revenue and earnings would be adversely affected; and (4), as a result, Defendants' positive statements about the Company's business, operations, and prospects were materially misleading and/or lacked a reasonable basis.

4. As a result of Defendants' wrongful acts and omissions, and the precipitous decline in the market value of the Company's securities, Plaintiff and other Class members have suffered significant losses and damages.

### **JURISDICTION AND VENUE**

5. The claims asserted herein arise under Sections 10(b) and 20(a) of the Exchange Act (15 U.S.C. §§78j(b) and 78t(a)) and Rule 10b-5 promulgated thereunder by the SEC (17 C.F.R. §240.10b-5).

6. This Court has jurisdiction over the subject matter of this action pursuant to 28 U.S.C. §1331 and Section 27 of the Exchange Act (15 U.S.C. §78aa).

7. Venue is proper in this Judicial District pursuant to 28 U.S.C. §1391(b) and Section 27 of the Exchange Act (15 U.S.C. §78aa(c)). Substantial acts in furtherance of the alleged fraud or the effects of the fraud have occurred in this Judicial District. Many of the acts charged herein, including the dissemination of materially false and/or misleading information, occurred in substantial part in this Judicial District. In addition, the Company's American Depository Shares ("ADS") are listed on the New York Stock Exchange (the "NYSE"), a national securities exchange. Therefore, the alleged illegal conduct was carried out, in part, in this Judicial District.

8. In connection with the acts, transactions, and conduct alleged herein, Defendants directly and indirectly used the means and instrumentalities of interstate commerce, including the U.S. mail, interstate telephone communications, and the facilities of a national securities exchange.

## **PARTIES**

9. Plaintiff, as set forth in the accompanying certification, incorporated by reference herein, purchased Endava securities during the Class Period, and suffered damages as a result of the federal securities law violations and false and/or misleading statements and/or material omissions alleged herein.

10. Defendant Endava provides a combination of product and technology strategies, intelligent experiences, and engineering to help customers become digital, experience-driven businesses by assisting them from idea generation to development and deployment of products, platforms, and solutions. Endava's ADS trade on the NYSE under the symbol "DAVA."

11. Defendant John Cotterell ("Cotterell") founded the Company and has been the Company's Chief Executive Officer ("CEO") since 2000.

12. Defendant Mark Thurston ("Thurston") has been the Company's Chief Financial Officer ("CFO") and a member of the Board of Directors since April 2015.

13. Defendants Cotterell and Thurston (together, the "Individual Defendants" and together with the Company, "Defendants") because of their positions with the Company, possessed the power and authority to control the contents of the Company's reports to the SEC, press releases, and presentations to securities analysts, money and portfolio managers, and institutional investors, *i.e.*, the market. The Individual Defendants were provided with copies of the Company's reports and press releases alleged herein to be misleading prior to, or shortly after, their issuance and had the ability and opportunity to prevent their issuance or cause them to be corrected. Because of their positions and access to material, nonpublic information available to them, the Individual Defendants knew that the adverse facts specified herein had not been disclosed to, and were being concealed from, the public, and that the positive representations which were being made were then

materially false and/or misleading. The Individual Defendants are liable for the false statements pleaded herein.

### **SUBSTANTIVE ALLEGATIONS**

14. In early 2023, the technology industry experienced a slowdown in spending as companies reviewed their IT budgets and discretionary spending on IT projects. For example, on April 5, 2023, International Data Corporation ("IDC"), a subsidiary of International Data Group, a leading world tech, media, data, and marketing company, reported that it had "lowered its 2023 forecast for worldwide IT spending as technology investments continue to show the impact of a weakening economy." Additionally, Stephen Minton, a vice president in IDC's Data & Analytics research group, stated that "[s]ince the fourth quarter of last year, we have seen clear and measurable signs of a moderate pullback in some areas of IT spending . . . Tech spending remains resilient compared to historical economic downturns and other types of business spending, but rising interest rates are now impacting capital spending."

15. In sharp contradiction, and as set forth in further detail below, Endava assured investors that its clients "continue to prioritize digital transformation in their IT budgets" and that demand from its clients "continued to drive revenue growth." In light of Endava's disclosures at the end of the Class Period, as well as Endava's steep declines in revenue, Endava's clients were not, in fact, prioritizing digital transformation in their IT budgets. Rather, undisclosed to investors, Endava reported strong demand and future revenue while its revenue and the projects in its pipeline dwindled.

### **FALSE AND MISLEADING STATEMENTS**

16. On May 23, 2023, the start of the Class Period, before the market opened, Endava issued a press release, on a Form 6-K filed with the SEC, reporting its financial results for third quarter 2023. Therein, Cotterell stated, in relevant part:

***Demand from new and existing clients continued to drive revenue growth in the quarter, leading to a revenue increase of 14.6% in constant currency for FY2023!***<sup>1</sup>

17. The press release also reported the following financial results for third quarter 2023 and guidance for fourth quarter and full year 2023, respectively. Specifically, the press release reported, in relevant part:

**THIRD QUARTER FISCAL YEAR 2023 FINANCIAL HIGHLIGHTS:**

- Revenue for Q3 FY2023 was £203.5 million, an increase of 20.3% compared to £169.2 million in the same period in the prior year.
- Revenue growth rate at constant currency (a non-IFRS measure)\* was 14.6% for Q3 FY2023, compared to 50.9% in the same period in the prior year.
- Profit before tax for Q3 FY2023 was £30.4 million, compared to £25.9 million in the same period in the prior year.
- Adjusted profit before tax (a non-IFRS measure)\* for Q3 FY2023 was £43.4 million, compared to £34.2 million in the same period in the prior year, or 21.3% of revenue, compared to 20.2% of revenue in the same period in the prior year.
- Profit for the period was £24.4 million in Q3 FY2023, resulting in a diluted earnings per share ("EPS") of £0.42, compared to profit of £20.1 million and diluted EPS of £0.35 in the same period in the prior year.
- Adjusted profit for the period (a non-IFRS measure)\* was £34.1 million in Q3 FY2023, resulting in adjusted diluted EPS (a non-IFRS measure)\* of £0.59, compared to adjusted profit for the period of £27.9 million and adjusted diluted EPS of £0.48 in the same period in the prior year.

\* \* \*

**OUTLOOK:**

**Fourth Quarter Fiscal Year 2023:**

Endava expects revenues will be in the range of £187.0 million to £189.0 million, representing constant currency revenue growth between 3.0% and 4.0%. Endava expects adjusted diluted EPS to be in the range of £0.44 to £0.45 per share.

**Full Fiscal Year 2023:**

Endava expects revenues will be in the range of £792.0 million to £794.0 million, representing constant currency growth between 16.0% and 16.5%. Endava expects adjusted diluted EPS to be in the range of £2.15 to £2.16 per share.

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<sup>1</sup> Unless otherwise noted, all emphasis is added, and internal citations are omitted.

18. On the same day, during the associated earnings call with securities analysts, Cotterell said that management had "*recalibrate[d] the business [] to better position [it] for continued growth into the next decade.*"

19. On September 19, 2023, before the market opened, Endava issued a press release, on a Form 6-K filed with the SEC, reporting its financial results for fourth quarter and full year 2023, respectively. Therein, Cotterell stated, in relevant part:

*Demand from new and existing clients continued to drive revenue growth in the quarter and for the fiscal year, leading to a revenue increase of 4.8% in constant currency for Q4 FY2023 and 16.6% in FY2023. While we continue to see clients delay new projects due to the uncertain macroeconomic environment, we see high levels of sales activity as clients are once again prioritizing digital transformation projects[.]*

20. The press release also reported the following financial results for fourth quarter and full year 2023 and guidance for first quarter and full year 2024, respectively. Specifically, the press release reported, in relevant part:

**FOURTH QUARTER FISCAL YEAR 2023 FINANCIAL HIGHLIGHTS:**

- Revenue for Q4 FY2023 was £189.8 million, an increase of 5.2% compared to £180.4 million in the same period in the prior year.
- Revenue growth rate at constant currency (a non-IFRS measure)\* was 4.8% for Q4 FY2023, compared to 30.9% in the same period in the prior year.
- Profit before tax for Q4 FY2023 was £24.9 million, compared to £32.5 million in the same period in the prior year.
- Adjusted profit before tax (a non-IFRS measure)\* for Q4 FY2023 was £38.3 million, or 20.2% of revenue, compared to £36.2 million, or 20.1% of revenue, in the same period in the prior year.
- Profit for the period was £23.1 million in Q4 FY2023, resulting in a diluted earnings per share ("EPS") of £0.40, compared to profit of £27.0 million and diluted EPS of £0.47 in the same period in the prior year.
- Adjusted profit for the period (a non-IFRS measure)\* was £32.9 million in Q4 FY2023, resulting in adjusted diluted EPS (a non-IFRS measure)\* of £0.57, compared to adjusted profit for the period of £29.3 million and adjusted diluted EPS of £0.51 in the same period in the prior year.

## **FISCAL YEAR 2023 FINANCIAL HIGHLIGHTS:**

- Revenue for FY2023 was £794.7 million, an increase of 21.4% compared to £654.8 million in the prior year.
- Revenue growth rate at constant currency (a non-IFRS measure)\* was 16.6% for FY2023, compared to 47.6% in the prior year.
- Profit before tax for FY2023 was £114.2 million, compared to £102.4 million in the prior year.
- Adjusted profit before tax (a non-IFRS measure)\* for FY2023 was £164.2 million, or 20.7% of revenue, compared to £138.3 million, or 21.1% of revenue in the prior year.
- Profit for the year was £94.2 million in FY2023, resulting in a diluted EPS of £1.62, compared to profit of £83.1 million and diluted EPS of £1.43 in the prior year.
- Adjusted profit for the year (a non-IFRS measure)\* was £132.4 million in FY2023, resulting in adjusted diluted EPS (a non-IFRS measure)\* of £2.28, compared to adjusted profit for the period of £112.0 million and adjusted diluted EPS of £1.93 in the prior year.

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## **OUTLOOK:**

### **First Quarter Fiscal Year 2024:**

Endava expects revenues will be in the range of £186.0 million to £187.0 million, representing constant currency revenue decline between (2.0)% and (1.0)%. Endava expects adjusted diluted EPS to be in the range of £0.34 to £0.35 per share.

### **Full Fiscal Year 2024:**

Endava expects revenues will be in the range of £780.0 million to £795.0 million, representing constant currency growth between 1.0% and 3.0%. Endava expects adjusted diluted EPS to be in the range of £1.52 to £1.62 per share.

21. The above statements were materially false and/or misleading and failed to disclose material adverse facts about the Company's business, operations, and prospects. Specifically, Defendants failed to disclose that: (1) demand for the Company's services was declining; (2) the Company's clients delayed or canceled projects; (3) as a result, the Company's fiscal 2023 and 2024 revenue and earnings would be adversely affected; and (4), as a result, Defendants' positive statements about the Company's business, operations, and prospects were materially misleading and/or lacked a reasonable basis.

## **THE TRUTH EMERGES**

22. The truth began to emerge on February 29, 2024, when Endava issued a press release, on a Form 6-K filed with the SEC, reporting its financial results for second quarter 2024. The press release reported the following financial results for second quarter 2024 and guidance for third quarter and full year 2024, respectively:

### **SECOND QUARTER FISCAL YEAR 2024 FINANCIAL HIGHLIGHTS:**

- Revenue for Q2 FY2024 was £183.6 million, a decrease of 10.6% compared to £205.2 million in the same period in the prior year.
- Revenue decrease at constant currency (a non-IFRS measure)\* was 8.1% for Q2 FY2024, compared to growth of 23.4% in the same period in the prior year.
- Profit before tax for Q2 FY2024 was £10.6 million, compared to £20.3 million in the same period in the prior year.
- Adjusted profit before tax (a non-IFRS measure)\* for Q2 FY2024 was £22.7 million, or 12.4% of revenue, compared to £43.0 million, or 20.9% of revenue, in the same period in the prior year.
- Profit for the period was £8.3 million, resulting in a diluted earnings per share ("EPS") of £0.14, compared to profit of £15.0 million and diluted EPS of £0.26 in the same period in the prior year.
- Adjusted profit for the period (a non-IFRS measure)\* was £17.5 million, resulting in adjusted diluted EPS (a non-IFRS measure)\* of £0.30, compared to adjusted profit for the period of £34.3 million and adjusted diluted EPS of £0.59 in the same period in the prior year.

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### **OUTLOOK:**

#### **Third Quarter Fiscal Year 2024:**

Endava expects revenue will be in the range of £174.0 million to £176.0 million, representing a constant currency revenue decrease of between 12.0% and 11.0% on a year over year basis. Endava expects adjusted diluted EPS to be in the range of £0.17 to £0.19 per share.

#### **Full Fiscal Year 2024:**

Endava expects revenue will be in the range of £722.0 million to £735.0 million, representing a constant currency revenue decrease of between 7.0% and 5.0% on a year over year basis. Endava expects adjusted diluted EPS to be in the range of £1.09 to £1.22 per share.

The press release further stated that some of company's clients had delayed their orders due to economic uncertainty.

23. On this news, the price of Endava's ADS plummeted \$26.65, or nearly 42%, to close at \$37.17, on unusually high trading volume.

### **CLASS ACTION ALLEGATIONS**

24. Plaintiff brings this action as a class action pursuant to Federal Rule of Civil Procedure 23(a) and (b)(3) on behalf of a class, consisting of all persons and entities that purchased or otherwise acquired Endava securities between May 23, 2023, and February 28, 2024, inclusive, and who were damaged thereby (the "Class"). Excluded from the Class are Defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors, or assigns, and any entity in which Defendants have or had a controlling interest.

25. The members of the Class are so numerous that joinder of all members is impracticable. Throughout the Class Period, Endava's ADS are actively traded on the NYSE. While the exact number of Class members is unknown to Plaintiff at this time and can only be ascertained through appropriate discovery, Plaintiff believes that there are at least hundreds or thousands of members in the proposed Class. Millions of Endava ADS were traded publicly during the Class Period on the NYSE. Record owners and other members of the Class may be identified from records maintained by Endava or its transfer agent, and may be notified of the pendency of this action by mail, using the form of notice similar to that customarily used in securities class actions.

26. Plaintiff's claims are typical of the claims of the members of the Class as all members of the Class are similarly affected by Defendants' wrongful conduct in violation of federal law that is complained of herein.

27. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class and securities litigation.

28. Common questions of law and fact exist as to all members of the Class and predominate over any questions solely affecting individual members of the Class. Among the questions of law and fact common to the Class are:

(a) whether the federal securities laws were violated by Defendants' actions as alleged herein;

(b) whether statements made by Defendants to the investing public during the Class Period omitted and/or misrepresented material facts about the business, operations, and prospects of Endava; and

(c) to what extent the members of the Class have sustained damages and the proper measure of damages.

29. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy since joinder of all members is impracticable. Furthermore, as the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation makes it impossible for members of the Class to individually redress the wrongs done to them. There will be no difficulty in the management of this action as a class action.

#### **UNDISCLOSED ADVERSE FACTS**

30. The market for Endava's securities was open, well-developed, and efficient at all relevant times. As a result of these materially false and/or misleading statements, and/or failures to disclose, Endava's securities traded at artificially inflated prices during the Class Period. Plaintiff and other members of the Class, relying upon the integrity of the market price of the Company's securities and market information relating to Endava, purchased or otherwise acquired Endava's securities and have been damaged thereby.

31. During the Class Period, Defendants materially misled the investing public, thereby inflating the price of Endava's securities, by publicly issuing false and/or misleading statements

and/or omitting to disclose material facts necessary to make Defendants' statements, as set forth herein, not false and/or misleading. The statements and omissions were materially false and/or misleading because they failed to disclose material adverse information and/or misrepresented the truth about Endava's business, operations, and prospects as alleged herein.

32. At all relevant times, the material misrepresentations and omissions particularized in this Complaint directly or proximately caused or were a substantial contributing cause of the damages sustained by Plaintiff and other members of the Class. As described herein, during the Class Period, Defendants made or caused to be made a series of materially false and/or misleading statements about Endava's financial well-being and prospects. These material misstatements and/or omissions had the effect of creating, in the market, an unrealistically positive assessment of the Company and its financial well-being and prospects, thus causing the Company's securities to be overvalued and artificially inflated at all relevant times. Defendants' materially false and/or misleading statements during the Class Period resulted in Plaintiff and other members of the Class purchasing the Company's securities at artificially inflated prices, thus causing the damages complained of herein when the truth was revealed.

### **LOSS CAUSATION**

33. Defendants' wrongful conduct, as alleged herein, directly and proximately caused the economic loss suffered by Plaintiff and the Class.

34. During the Class Period, Plaintiff and the Class purchased Endava's securities at artificially inflated prices and were damaged thereby. The price of the Company's securities significantly declined when the misrepresentations made to the market, and/or the information alleged herein to have been concealed from the market, and/or the effects thereof, were revealed, causing investors' losses.

## **SCIENTER ALLEGATIONS**

35. As alleged herein, Defendants acted with scienter since Defendants knew that the public documents and statements issued or disseminated in the name of the Company were materially false and/or misleading; knew that such statements or documents would be issued or disseminated to the investing public; and knowingly and substantially participated or acquiesced in the issuance or dissemination of such statements or documents as primary violations of the federal securities laws. As set forth elsewhere herein in detail, the Individual Defendants, by virtue of their receipt of information reflecting the true facts regarding Endava, their control over, and/or receipt and/or modification of Endava's allegedly materially misleading misstatements and/or their associations with the Company which made them privy to confidential proprietary information concerning Endava, participated in the fraudulent scheme alleged herein.

### **APPLICABILITY OF PRESUMPTION OF RELIANCE (FRAUD-ON-THE-MARKET DOCTRINE)**

36. The market for Endava's securities was open, well-developed, and efficient at all relevant times. As a result of the materially false and/or misleading statements and/or failures to disclose, Endava's securities traded at artificially inflated prices during the Class Period. On January 22, 2024, the Company's ADS price closed at a Class Period-high of \$80.02 per ADS. Plaintiff and other members of the Class purchased or otherwise acquired the Company's securities relying upon the integrity of the market price of Endava's securities and market information relating to Endava, and have been damaged thereby.

37. During the Class Period, the artificial inflation of Endava's ADS were caused by the material misrepresentations and/or omissions particularized in this Complaint causing the damages sustained by Plaintiff and other members of the Class. As described herein, during the Class Period, Defendants made or caused to be made a series of materially false and/or misleading

statements about Endava's business, prospects, and operations. These material misstatements and/or omissions created an unrealistically positive assessment of Endava and its business, operations, and prospects, thus causing the price of the Company's securities to be artificially inflated at all relevant times, and when disclosed, negatively affected the value of the Company ADS. Defendants' materially false and/or misleading statements during the Class Period resulted in Plaintiff and other members of the Class purchasing the Company's securities at such artificially inflated prices, and each of them has been damaged as a result.

38. At all relevant times, the market for Endava's securities was an efficient market for the following reasons, among others:

(a) Endava ADS met the requirements for listing, and was listed and actively traded on the NYSE, a highly efficient and automated market.

(b) As a regulated issuer, Endava filed periodic public reports with the SEC and/or the NYSE.

(c) Endava regularly communicated with public investors via established market communication mechanisms, including through regular dissemination of press releases on the national circuits of major newswire services and through other wide-ranging public disclosures, such as communications with the financial press and other similar reporting services; and/or

(d) Endava was followed by securities analysts employed by brokerage firms who wrote reports about the Company, and these reports were distributed to the sales force and certain customers of their respective brokerage firms. Each of these reports was publicly available and entered the public marketplace.

39. As a result of the foregoing, the market for Endava's securities promptly digested current information regarding Endava from all publicly available sources and reflected such

information in Endava's ADS price. Under these circumstances, all purchasers of Endava's securities during the Class Period suffered similar injury through their purchase of Endava's securities at artificially inflated prices and a presumption of reliance applies.

40. A Class-wide presumption of reliance is also appropriate in this action under the Supreme Court's holding in *Affiliated Ute Citizens of Utah v. United States*, 406 U.S. 128 (1972), because the Class' claims are, in large part, grounded on Defendants' material misstatements and/or omissions. Because this action involves Defendants' failure to disclose material adverse information regarding the Company's business operations and financial prospects – information that Defendants were obligated to disclose – positive proof of reliance is not a prerequisite to recovery. All that is necessary is that the facts withheld be material in the sense that a reasonable investor might have considered them important in making investment decisions. Given the importance of the Class Period material misstatements and omissions set forth above, that requirement is satisfied here.

#### **NO SAFE HARBOR**

41. The statutory safe harbor provided for forward-looking statements under certain circumstances does not apply to any of the allegedly false statements pleaded in this Complaint. The statements alleged to be false and misleading herein all relate to then-existing facts and conditions. In addition, to the extent certain of the statements alleged to be false may be characterized as forward looking, they were not identified as "forward-looking statements" when made and there were no meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those in the purportedly forward-looking statements. In the alternative, to the extent that the statutory safe harbor is determined to apply to any forward-looking statements pleaded herein, Defendants are liable for those false forward-looking statements because at the time each of those forward-looking statements was made, the speaker

had actual knowledge that the forward-looking statement was materially false or misleading, and/or the forward-looking statement was authorized or approved by an executive officer of Endava who knew that the statement was false when made.

**FIRST CLAIM**

**Violation of Section 10(b) of the Exchange Act  
and Rule 10b-5 Promulgated Thereunder Against  
All Defendants**

42. Plaintiff repeats and re-alleges each and every allegation contained above as if fully set forth herein.

43. During the Class Period, Defendants carried out a plan, scheme, and course of conduct which was intended to and, throughout the Class Period, did: (i) deceive the investing public, including Plaintiff and other Class members, as alleged herein; and (ii) cause Plaintiff and other members of the Class to purchase Endava's securities at artificially inflated prices. In furtherance of this unlawful scheme, plan, and course of conduct, Defendants, and each defendant, took the actions set forth herein.

44. Defendants (i) employed devices, schemes, and artifices to defraud; (ii) made untrue statements of material fact and/or omitted to state material facts necessary to make the statements not misleading; and (iii) engaged in acts, practices, and a course of business which operated as a fraud and deceit upon the purchasers of the Company's securities in an effort to maintain artificially high market prices for Endava's securities in violation of Section 10(b) of the Exchange Act and Rule 10b-5. All Defendants are sued either as primary participants in the wrongful and illegal conduct charged herein, or as controlling persons as alleged below.

45. Defendants, individually and in concert, directly and indirectly, by the use, means, or instrumentalities of interstate commerce and/or of the mails, engaged and participated in a

continuous course of conduct to conceal adverse material information about Endava's financial well-being and prospects, as specified herein.

46. Defendants employed devices, schemes, and artifices to defraud, while in possession of material adverse nonpublic information and engaged in acts, practices, and a course of conduct as alleged herein in an effort to assure investors of Endava's value and performance and continued substantial growth, which included the making of, or the participation in the making of, untrue statements of material facts and/or omitting to state material facts necessary in order to make the statements made about Endava and its business operations and future prospects in light of the circumstances under which they were made, not misleading, as set forth more particularly herein, and engaged in transactions, practices, and a course of business which operated as a fraud and deceit upon the purchasers of the Company's securities during the Class Period.

47. Each of the Individual Defendants' primary liability and controlling person liability arises from the following facts: (i) the Individual Defendants were high-level executives and/or directors at the Company during the Class Period and members of the Company's management team or had control thereof; (ii) each of these defendants, by virtue of their responsibilities and activities as a senior officer and/or director of the Company, was privy to and participated in the creation, development, and reporting of the Company's internal budgets, plans, projections, and/or reports; (iii) each of these defendants enjoyed significant personal contact and familiarity with the other defendants and was advised of, and had access to, other members of the Company's management team, internal reports, and other data and information about the Company's finances, operations, and sales at all relevant times; and (iv) each of these defendants was aware of the Company's dissemination of information to the investing public which they knew and/or recklessly disregarded was materially false and misleading.

48. Defendants had actual knowledge of the misrepresentations and/or omissions of material facts set forth herein, or acted with reckless disregard for the truth in that they failed to ascertain and to disclose such facts, even though such facts were available to them. Such defendant's material misrepresentations and/or omissions were done knowingly or recklessly and for the purpose and effect of concealing Endava's financial well-being and prospects from the investing public and supporting the artificially inflated price of its securities. As demonstrated by Defendants' overstatements and/or misstatements of the Company's business, operations, financial well-being, and prospects throughout the Class Period, Defendants, if they did not have actual knowledge of the misrepresentations and/or omissions alleged, were reckless in failing to obtain such knowledge by deliberately refraining from taking those steps necessary to discover whether those statements were false or misleading.

49. As a result of the dissemination of the materially false and/or misleading information and/or failure to disclose material facts, as set forth above, the market price of Endava's securities was artificially inflated during the Class Period. In ignorance of the fact that market prices of the Company's securities were artificially inflated, and relying directly or indirectly on the false and misleading statements made by Defendants, or upon the integrity of the market in which the securities trades, and/or in the absence of material adverse information that was known to or recklessly disregarded by Defendants, but not disclosed in public statements by Defendants during the Class Period, Plaintiff and the other members of the Class acquired Endava's securities during the Class Period at artificially high prices and were damaged thereby.

50. At the time of said misrepresentations and/or omissions, Plaintiff and other members of the Class were ignorant of their falsity, and believed them to be true. Had Plaintiff and the other members of the Class and the marketplace known the truth regarding the problems

that Endava was experiencing, which were not disclosed by Defendants, Plaintiff and other members of the Class would not have purchased or otherwise acquired their Endava securities, or, if they had acquired such securities during the Class Period, they would not have done so at the artificially inflated prices which they paid.

51. By virtue of the foregoing, Defendants violated Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder.

52. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their respective purchases and sales of the Company's securities during the Class Period.

### **SECOND CLAIM**

#### **Violation of Section 20(a) of the Exchange Act Against the Individual Defendants**

53. Plaintiff repeats and re-alleges each and every allegation contained above as if fully set forth herein.

54. Individual Defendants acted as controlling persons of Endava within the meaning of Section 20(a) of the Exchange Act as alleged herein. By virtue of their high-level positions and their ownership and contractual rights, participation in, and/or awareness of the Company's operations and intimate knowledge of the false financial statements filed by the Company with the SEC and disseminated to the investing public, Individual Defendants had the power to influence and control and did influence and control, directly or indirectly, the decision making of the Company, including the content and dissemination of the various statements which Plaintiff contends are false and misleading. Individual Defendants were provided with or had unlimited access to copies of the Company's reports, press releases, public filings, and other statements

alleged by Plaintiff to be misleading prior to and/or shortly after these statements were issued and had the ability to prevent the issuance of the statements or cause the statements to be corrected.

55. In particular, Individual Defendants had direct and supervisory involvement in the day-to-day operations of the Company and, therefore, had the power to control or influence the particular transactions giving rise to the securities violations as alleged herein, and exercised the same.

56. As set forth above, Endava and Individual Defendants each violated Section 10(b) and Rule 10b-5 by their acts and omissions as alleged in this Complaint. By virtue of their position as controlling persons, Individual Defendants are liable pursuant to Section 20(a) of the Exchange Act. As a direct and proximate result of Defendants' wrongful conduct, Plaintiff and the other members of the Class suffered damages in connection with their purchases of the Company's securities during the Class Period.

#### **PRAYER FOR RELIEF**

WHEREFORE, Plaintiff prays for relief and judgment as follows:

- A. Determining that this action is a proper class action under Rule 23 of the Federal Rules of Civil Procedure;
- B. Awarding compensatory damages in favor of Plaintiff and the other Class members against all Defendants, jointly and severally, for all damages sustained as a result of Defendants' wrongdoing, in an amount to be proven at trial, including interest thereon;
- C. Awarding Plaintiff and the Class their reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and
- D. Such other and further relief as the Court may deem just and proper.

#### **JURY TRIAL DEMANDED**

Plaintiff hereby demands a trial by jury.