

ADOPTED JULY 28, 2004
REVISED AUGUST 7, 2012
REVISED FEBRUARY 8, 2018

CCUR HOLDINGS, INC.

SHAREHOLDER DIRECTOR NOMINEE RECOMMENDATION POLICY

CCUR Holdings, Inc. (“CCUR”) welcomes recommendations of director nominations from its shareholders. Under CCUR’s Nominating Committee (the “Committee”) Charter, the Committee is responsible for recommending nominees to the full board of directors for submission to shareholders at the annual shareholders meeting and/or recommending nominees to fill any vacancies. Shareholders who wish to recommend nominees for consideration by the Committee must follow the procedures set forth below. The Committee will consider all properly submitted shareholder recommendations when evaluating director nominees for recommendation to the board of directors. Acceptance of a recommendation for consideration does not imply that the Committee will nominate the recommended candidate.

1. Submit recommendations in writing to the mailing address at CCUR’s corporate headquarters to the attention of the Corporate Secretary;
2. Include in the submission the following information concerning the recommended individual for the Committee to consider:
 - age;
 - business address and residence address of such person;
 - five-year employment history, including employer names and business descriptions;
 - the class and number of shares of CCUR which are beneficially owned by such person;
 - ability of the individual to read and comprehend financial statements;
 - the information required by Item 404 of SEC Regulation S-K;
 - board memberships (if any);
 - any other information relating to such person that is required to be disclosed in solicitations or proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended; and
 - a statement supporting the nominating shareholder’s view that the recommended individual possesses the minimum qualifications prescribed by the Nominating Committee for nominees.
3. Include with the submission a written consent of the individual to be interviewed by the Committee and to stand for election if nominated and to serve if elected.

4. Include in the submission the following information concerning the shareholder (or group of shareholders) recommending the individual for the Committee to consider:
 - the name and address, as they appear on CCUR's books, of such stockholder; and
 - the class and number of shares of CCUR which are beneficially owned by such stockholder.
5. The nominating recommendation must state the relationships between the proposed nominee and the recommending shareholder and any agreements or understandings between the nominating shareholder and the nominee regarding the nomination.

Timing for Submissions Regarding Nominees for Election at Annual Meetings: A shareholder (or group of shareholders) wishing to submit a nominating recommendation for an annual meeting of shareholders shall deliver or mail it, as provided above, so that it is received at the principal executive offices of CCUR not less than 90 days nor more than 120 days prior to the anniversary of the prior year's meeting; provided, however, that in the event that the annual meeting is not scheduled to be held within a period beginning 30 days prior and ending 30 days after the anniversary of the prior year's meeting, notice by the stockholder to be timely must be so received by the later of (i) the close of business on the 10th day following the announcement of the date of the annual meeting, or (ii) the date which is 90 days prior to the date of the annual meeting.

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Shareholders may also nominate candidates for election to our board of directors for election at an annual meeting or special meeting of stockholders. Any shareholder wishing to make such a nomination should adhere to the provisions set forth in Article V of our Bylaws.