

**CCUR HOLDINGS, INC.**  
**ASSET MANAGEMENT COMMITTEE CHARTER**

**(As Adopted by the Board of Directors on December 27, 2018)**

The Board of Directors (the “Board”) of CCUR Holdings, Inc. (the “Company”) has constituted and established an Asset Management Committee (the “Committee”) with the authority, responsibility and specific duties as described herein. This Charter and the composition of the Committee are intended to comply with applicable law.

**Purpose**

The primary purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to (a) evaluation and strategic management of the Company’s assets, including, but not limited to, continued development of the Company’s real estate operations and additional businesses developed or acquired and other strategic opportunities to deploy the Company’s assets, (b) administration of the Company’s investment policy, as approved by the Board, (the “Investment Policy”) and (c) exercise of such other powers and authority as shall from time to time be assigned thereto by resolution of the Board;

In discharging its oversight role, the Committee shall have the power to obtain, as deemed necessary or appropriate, advice and assistance from legal, financial or other advisors. The Committee shall have the sole authority to select any such advisors and approve the fees paid to such advisors and other retention terms.

**Composition**

The Committee shall be comprised of not less than two members of the Board as determined by the Board. Each member of the Committee shall be elected by the Board at the annual organizational meeting of the Board and shall serve until his or her successor shall be duly elected and qualified, unless otherwise removed by the Board of Directors. Any vacancies on the Committee occurring prior to the annual organizational meeting shall be filled by the Board. Unless a Chairperson is elected by the full Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee membership.

**Meetings**

The Committee shall hold such meetings as may be called by the Chairperson of the Committee or at the request of the Board of Directors. The Committee shall maintain minutes or other records of meetings and activities of the Committee.

**Responsibilities and Duties**

The Board of Directors has authorized and directed the Committee to assume each of the following responsibilities, and any other responsibilities the Board of Directors specifically delegates to the Committee, in each case subject to the limitations on the Board of Directors or

any committee thereof contained in the Company's Certificate of Incorporation or Bylaws or the Delaware General Corporation Law, as each is in effect from time to time:

### **1. Asset Management**

- Actively manage the Company's use and allocation of cash and cash equivalents in accordance with the Investment Policy.
- Oversee all individuals or entities responsible for providing services to the Company in connection with the Investment Policy.
- Actively manage the allocation of assets between the Company and its affiliates, which may incorporate analysis of relevant tax considerations, applicable regulations and any other items deemed necessary and appropriate by the Committee.
- Review and evaluate opportunities to maximize the value of the Company's assets, including through acquisition of one or more operating businesses and other strategic opportunities.

### **2. General**

- Report periodically to the Board of Directors.
- Annually review the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
- Conduct an annual performance evaluation of the Committee.
- Maintain minutes or other records of meetings and activities of the Committee.