

**CCUR HOLDINGS, INC.  
NOMINATING COMMITTEE CHARTER**

**(As adopted by the Board of Directors on August 20, 2003 and amended October 4, 2018)**

The Board of Directors (the “Board”) of CCUR Holdings, Inc. (the “Company”) has previously constituted and established a Nominating 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 and the rules of the OTCQB Venture Market (the “OTC”).

**Purpose**

The primary purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to (i) identification of individuals qualified to become Board members and recommendation of director nominees to the Board of Directors prior to each annual meeting of stockholders, and (ii) recommendation of nominees for committees 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, executive search, accounting 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, and the Committee’s composition will meet the requirements of the listing standards of the OTC. All of the members of the Committee will be Independent Directors within the meaning of the Nasdaq listing standards and free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee in the opinion of the Board. The Board shall affirmatively conclude that the members of the Committee are independent, as required.

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. Nominating**

- Retain, as deemed necessary, and terminate any search firm to be used to identify director candidates. The Committee shall have sole authority to select such search firm and approve its fees and other retention terms.
- Determine desired board skills and attributes. The Committee shall consider the factors set forth in the Company's Corporate Governance Guidelines and such other factors deemed appropriate.
- Actively seek individuals whose skills and attributes reflect those desired and evaluate and propose nominees, including evaluating persons suggested by shareholders or others, for election to the Board of Directors.
- Review the slate of directors who are to be re-nominated to determine whether they are meeting the Board's expectations of them.
- Annually review committee chairs and membership and recommend any changes to the full Board.

### **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.
- Evaluate and recommend to the Board the resignation of individual directors for appropriate reasons, as determined by the Committee in its discretion.
- Review any questions regarding the independence of Directors.
- Develop and recommend to the Board a self-evaluation process for the Board and its committees and oversee such evaluation process.