

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

**(As adopted by the Board of Directors on September, 2003
and amended as of February 8, 2018, October 4, 2018 and August 27, 2019)**

The Board of Directors (the “Board”) of CCUR Holdings, Inc.(the “Company”) has previously constituted and established a Compensation 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”). This document replaces and supersedes in its entirety the previous Charter of the Committee.

Purpose

The primary purpose of the Committee is to assist the Board in fulfilling its responsibilities relating to compensation of the Company’s directors and executives.

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: (1) qualify as an Independent Director under the listing standards of The Nasdaq Stock Market, (2) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (3) qualify as an “outside director” under Section 162(m) of the Internal Revenue Code of 1986, and (4) be otherwise free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. 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. Compensation

- Annually review and approve the Company's goals and objectives relevant to CEO and senior executive compensation, including as the Committee deems appropriate, consideration of the Company's performance and relative stockholder return, the value of similar incentive awards to officers at comparable companies and the awards given to the officers in past years, and evaluate the CEO's and the other senior executive's performance in light of those goals and objectives. The CEO shall not participate in deliberations or approval of CEO compensation.
- Annually review and approve, for the CEO and the other senior executives of the Company, (1) the annual base salary level, (2) the annual incentive opportunity level, (3) the long-term incentive opportunity level, and (4) any special or supplemental benefits or perquisites.
- Review and approve, for the CEO and other senior executives, employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate.
- Annually review and make recommendations to the Board concerning the adoption, terms and operation of the Company's compensation plans for all directors, officers and other senior executives, including incentive-compensation plans and equity based plans.
- Review the Company's incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking, and periodically consider the relationship between risk management and incentive compensation.
- Recommend to the Board of Directors the granting of stock options and other discretionary awards under the Company's incentive-compensation and equity based plans.
- Oversee the preparation of the compensation discussion and analysis in accordance with Securities and Exchange Commission ("SEC") rules and regulations for inclusion in the Company's annual proxy statement and annual report on Form 10-K, and review and discuss the compensation discussion and analysis with management each year.
- Perform the administrative functions assigned to the Committee by the Board of Directors or the provisions of any incentive-compensation plan, equity based plan, employee stock purchase plan or other employee benefit plan.

- Retain, as deemed necessary, and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or executive compensation. The Committee shall have sole authority to select such consultant and approve the consultant's fees and other retention terms.

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.
- Assist the Board in developing and evaluating candidates for executive positions, including the CEO, and oversee the development of executive succession plans.
- Prepare a report for inclusion in the Company's annual proxy statement in accordance with SEC and other applicable rules and regulations.

Advisors

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee. The Committee shall have access to appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other advisor retained by the Committee.

Effective as of July 1, 2013, the Committee may select, or receive advice from, a compensation consultant, legal counsel or other advisor to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other advisor;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;

- any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an executive officer of the Company.

In addition, a compensation consultant retained by the Committee shall not perform other services for the Company unless such services are pre-approved by the Committee, and the Committee is updated regularly as to the services being provided by such consultants.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation consultant, independent legal counsel or other adviser to the Committee and the Committee shall exercise its own judgment in fulfillment of its duties.