

## OTCQB Certification

I, Warren Sutherland, Chief Financial Officer of CCUR Holdings, Inc. ("the Company"), certify that:

a. The Company is registered or required to file periodic reporting with the SEC or is exempt from SEC registration as indicated below (mark the box below that applies with an "X"):

- Company is registered under Section 12(g) of the Exchange Act
- Company is relying on Exchange Act Rule 12g3-2(b)
- Company is a bank that reports to a Bank Regulator under Section 12(i) of the Exchange Act
- Company is a bank that is non-SEC reporting but is current in its reporting to a Banking Regulator
- Company is reporting under Section 15(d) of the Exchange Act.
- Company is reporting under the Alternative Reporting Company Disclosure Guidelines
- Other (describe) \_\_\_\_\_

b. The Company is current in its reporting obligations as of the most recent fiscal year end and any subsequent quarters, and such information has been posted either on the SEC's EDGAR system or the OTC Disclosure & News Service, as applicable.

c. The Company Profile displayed on [www.otcmarkets.com](http://www.otcmarkets.com) is current and complete as of February 9, 2018 and includes the total shares outstanding, authorized, and in the public float as of that date.

d. Please provide the following information as of the latest practicable date:

i. Number of Beneficial Owners holding at least 100 shares: 1,536 as of February 13, 2018

("Beneficial Owner" shall mean any person who, directly or indirectly has or shares voting power of such security or investment power, which includes the power to dispose, or to direct the disposition of, such security.)

ii. Number of shares in the Public Float: 7,534,069 as of February 9, 2018

("Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding, or any Affiliates thereof, or any Immediate Family Members of officers, directors and control persons.)

e. The company is duly organized, validly existing and in good standing under the laws of Delaware in which the Company is organized or does business.

f. Identify any law firm and attorney(s) that acted as the Company's primary legal counsel in preparing its most recent annual report. Include the firm and attorney(s) name if outside counsel, or name and title if internal counsel. (If no attorney assisted in putting together the disclosure, the Company must identify the person or persons who prepared the disclosure and their relationship to the company.) Please also identify any other attorney, if different than the primary legal counsel, that assisted the company during the prior fiscal year on any matter including but not limited to, preparation of disclosure, press releases, consulting services, corporate action or merger assistance, etc.

### **Primary Legal Counsel**

#### **Andrews Kurth LLP**

Paul Silverstein, Jeremy Reckmeyer and Brian Clarke  
450 Lexington Ave, New York, NY 10017  
PaulSilversten@andrewskurth.com  
JeremyReckmeyer@andrewskurth.com  
BrianClarke@andrewskurth.com

## **Other Counsel**

### **Burrus Intellectual Property Law Group, LLC**

Philip H. Burrus, IV  
222 12th Street NE  
Suite 1803  
Atlanta, Georgia 30309  
404-797-8111  
pburrus@burrusiplaw.com

### **King & Spalding LLP**

Keith Townsend  
1180 Peachtree Street, NE  
Atlanta, Georgia 30309  
404.572.3517  
ktownsend@kslaw.com

### **Smith Gambrell LLP**

Laleh Sharifi  
404-815-3787 phone  
LSHARIFI@sgrlaw.com  
Promenade, Suite 3100  
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### **Osborne Clark**

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### **K&L Gates LLP**

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Toranomom Hills Mori Tower 28F  
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ryan.dwyer@klgates.com

### **Johnston Advisors**

Paul Johnston  
D: +44 (0) 20 7183 1499  
E: paul@johnston-advisors.com  
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BT61 9RG, United Kingdom

### **MPM Legal Solutions**

Adrienne Hardy  
+ 44 (0) 118 951 4571  
Chiltern House  
45 Station Road  
Henley-on-Thames  
RG9 1AT

**Morris, Nichols, Arsht & Tunnell LLP**

Eric S. Klinger-Wilensky  
1201 North Market Street  
P.O. Box 1347  
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**Internal**

Heather Asher  
General Counsel and Corporate Secretary  
CCUR Holdings, Inc.  
4375 River Green Parkway, Suite 210  
Duluth, GA 30096  
[Heather.asher@ccurholdings.com](mailto:Heather.asher@ccurholdings.com)  
678-258-4098

g. The following is a complete list of third party providers, including names and addresses, engaged by the Company, its officers, directors or controlling shareholders, during the period from the Company's prior fiscal year end to the date of this OTCQB Certification, to provide investor relations services, public relations services, marketing, brand awareness, consulting, stock promotion, or any other related services to the Company.

**Investor Relations**

EVC Group, Inc.  
Doug Sherk  
(415) 652-9100  
[dsherke@evcgroup.com](mailto:dsherke@evcgroup.com)  
201 Mission Street  
Suite 1930  
San Francisco, CA 94105-1858

**Proxy Solicitation**

Proxy Advisory Group, LLC  
Contact Person: William Poudrier  
18 East 41st Street, 20th Floor  
New York, New York 10017  
(212) 616-2181  
[bill.poudrier@proxyadvisory.net](mailto:bill.poudrier@proxyadvisory.net)

**Compensation Consulting**

Pearl Meyer  
Bill Reilly  
Principal  
3500 Lenox Road, NE | Suite 1708  
Atlanta, GA 30326  
Direct: 770.261.4082  
Main: 770.261.4080  
[bill.reilly@pearlmeyer.com](mailto:bill.reilly@pearlmeyer.com)

**Product Marketing**

Trevelino Keller  
Lisa Williams / Vice President  
[lwilliams@trevelinokeller.com](mailto:lwilliams@trevelinokeller.com) / 404-214-0722 x108  
Trevelino/Keller

404-488-7400  
981 Joseph E Lowery Blvd NW, Suite 100  
Atlanta, GA 30318  
[www.trevelinokeller.com](http://www.trevelinokeller.com)

h. The following is a complete list of Officers, Directors and Control Persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), including name, address, and number of shares owned. Options and warrants that can be converted into common shares within the next 60 days should be included in the shareholdings listed below. If any of the beneficial shareholders are corporate entities, provide the name and address of the person(s) owning or controlling such corporate entities.

| <b>Name of Control Person</b>             | <b>Address (City and State only)</b>                        | <b>Number of Shares Owned</b> |
|---|---|-------------------------------|
| Wayne Barr, Jr.                           | 3025 Imperial Oaks Blvd ;<br>Raleigh, NC 27614              | 20,000                        |
| Warren Sutherland                         | 470 Crepe Myrtle Terrace, Johns<br>Creek, GA 30005          | 38,000                        |
| Dilip Singh                               | 333 NE 21st Avenue, Unit 1422,<br>Deerfield Beach, FL 33441 | 36,000                        |
| Steven Singer                             | 133 Serpentine Rd. Tenafly, NJ<br>07670                     | 15,000                        |
| David Nicol                               | 8510 Cherokee Pl, Leewood, KS<br>66206                      | 7,500                         |
| Julian Singer (principal of JDS1,<br>LLC) | 2200 Fletcher Avenue, Suite 501,<br>Fort Lee, NJ 07024      | 2,519,498                     |
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Date: March 26, 2018

Name of Certifying CEO or CFO: Warren Sutherland

Title: CFO

Signature: /s/ Warren Sutherland  
(Digital Signatures should appear as "/s/ [OFFICER NAME]")