

## 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 November 5, 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: 1,785 as of September 20, 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: 5,467,830 as of September 18, 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 Counsel**

Moore & Van Allen PLLC

Mike Miller

100 North Tryon Street

Suite 4700

Charlotte, NC

## **Other Counsel**

Andrews Kurth LLP  
Paul Silverstein, Jeremy Reckmeyer and Brian Clarke  
450 Lexington Ave  
New York, NY 10017

DOSS Law  
Dennis Doss  
29042 Bouquet Canyon Road  
Silverado, CA 92676

Hogan Lovells LLP  
Henry Kahn  
100 International Drive  
Suite 2000  
Baltimore, MD 21202

Robinson & Bradshaw  
Robert Allen  
101 North Tryon Street  
Suite 1900  
Charlotte, NC 28246

Burrus Intellectual Property Law Group, LLC  
Philip H. Burrus, IV  
222 12th Street NE  
Suite 1803  
Atlanta, Georgia 30309

King & Spalding LLP  
Keith Townsend  
1180 Peachtree Street, NE  
Atlanta, Georgia 30309

Smith Gambrell LLP  
Laleh Sharifi  
Promenade, Suite 3100  
1230 Peachtree Street, N.E.  
Atlanta, Georgia 30309-3592

Osborne Clark  
Katharina Müller, LL.M. oec.  
katharina.mueller@osborneclarke.com  
Osborne Clarke Innere Kanalstr. 15 50823 Köln

K&L Gates LLP  
Ryan Dwyer  
Toranomon Hills Mori Tower 28F  
1-23-1 Toranomon, Minato-ku  
Tokyo 105-6328 Japan

Johnston Advisors  
Paul Johnston  
33 Maynooth Rd. Richhill,  
BT61 9RG, United Kingdom

MPM Legal Solutions  
Adrienne Hardy  
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  
Wilmington, DE 19899-1347

**Internal**

Heather Asher  
General Counsel and Corporate Secretary  
CCUR Holdings, Inc.  
4375 River Green Parkway, Suite 210  
Duluth, GA 30096

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/Consulting**

Doug Sherk  
(415) 652-9100  
201 Mission Street  
Suite 1930  
San Francisco, CA 94105-1858

Kingsdale Advisors  
Sylvia Hermina  
745 Fifth Avenue, 5th Floor  
New York, NY 10151

**Proxy Solicitation**

Proxy Advisory Group, LLC  
William Poudrier  
18 East 41st Street, 20th Floor  
New York, New York 10017

**Compensation Consulting**

Pearl Meyer  
Bill Reilly, Principal  
3500 Lenox Road, NE | Suite 1708  
Atlanta, GA 30326

**Product Marketing**

Trevelino Keller  
Lisa Williams / Vice President  
Trevelino/Keller

981 Joseph E Lowery Blvd NW, Suite 100  
Atlanta, GA 30318

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</b>	<b>Address (City and State only)</b>	<b>Number of Shares Owned</b>
Wayne Barr, Jr.	3025 Imperial Oaks Blvd ; Raleigh, NC 27614	20,000
Warren Sutherland	470 Crepe Myrtle Terrace, Johns Creek, GA 30005	38,000
Dilip Singh	333 NE 21st Avenue, Unit 1422, Deerfield Beach, FL 33441	36,000
Steven Singer	133 Serpentine Rd. Tenafly, NJ 07670	15,000
David Nicol	8510 Cherokee Pl, Leewood, KS 66206	7,500
Julian Singer (principal of JDS1, LLC) <sup>1</sup>	2200 Fletcher Avenue, Suite 501, Fort Lee, NJ 07024	3,584,740
Renaissance Technologiss LLC <sup>2</sup>	800 Third Avenue, New York, New York 10022	659,719
Dimensional Fund Advisors LP <sup>3</sup>	Building One, 6300 Bee Cave Road, Austin, Texas 78746	610,949

Date: November 6, 2018

Name of Certifying CEO or CFO: Warren Sutherland

Title: CFO

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

<sup>1</sup> This information is based on a Schedule 13D/A filed jointly with the SEC on June 28, 2018 by JDS1, LLC and Julian Singer, the managing member of JDS1, LLC. The Schedule 13D/A reports that Mr. Singer has sole voting and investment power over all of the shares held by JDS1, LLC.

<sup>2</sup> This information is based on a Schedule 13G/A filed jointly with the SEC on February 14, 2018 by Renaissance Technologies LLC and Renaissance Technologies Holdings Corporation, each of whose address is 800 Third Avenue, New York, New York 10022. The Schedule 13G/A reports that Renaissance Technologies Holdings Corporation owns a majority interest in Renaissance Technologies LLC.

<sup>3</sup> This information is based on a Schedule 13G/A filed with the SEC on February 9, 2018 by Dimensional Fund Advisors LP ("Dimensional"). The Schedule 13G/A reports that Dimensional has sole voting power over 597,142 shares, shared voting power over no shares, and sole investment power over all of the shares shown. Dimensional furnishes investment advice to four investment companies registered under the Investment Company Act of 1940 and serves as investment manager or sub-adviser to certain other commingled funds, group trusts and separate accounts (such investment companies, trusts and accounts, collectively referred to as the "Funds"). In certain cases, subsidiaries of Dimensional may act as an adviser or sub-adviser to certain Funds. In its role as investment adviser, sub-adviser and/or manager, Dimensional or its subsidiaries may possess voting and/or investment power over the securities owned by the Funds and may be deemed to beneficially own these shares. However, all securities reported on the Schedule 13G/A are owned by the Funds, and Dimensional and its subsidiaries disclaim beneficial ownership of all of the shares shown.