



**PAR TECHNOLOGY CORPORATION
COMPENSATION COMMITTEE CHARTER**

Amended and Restated March 2018

A. PURPOSE AND SCOPE

The purpose of the Compensation Committee (the “Committee”) of PAR Technology Corporation (the “Company”) is to discharge the responsibilities delegated by the Board of Directors (the “Board”) relating to the review and determination of executive compensation, including equity based compensation, for the executive officers and non-employee directors of the Company; and to produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement or annual report on Form 10-K, in accordance with applicable rules and regulations.

B. COMPOSITION

The Committee shall be comprised of a minimum of three members as appointed by the Board, considering the recommendations of the Company’s Nominating and Corporate Governance Committee. All members shall meet the independence requirements under any rules or regulations of the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission (“SEC”), as in effect from time to time and any other applicable exchange, governmental or regulatory body exercising authority over the Company. To the extent the Company satisfies the definition of “smaller reporting company” as set forth in Rule 12b-2 of the Securities Exchange Act of 1934, as amended, the members of the Committee shall meet the independence standards applicable to smaller reporting companies. Additionally, no member shall serve on the Committee unless he or she is a “Non-Employee Director” for purposes of Rule 16b-3 of the Securities and Exchange Act of 1934, as amended.

The members of the Committee shall be appointed by the Board at the meeting of the Board following each annual meeting of stockholders and shall serve until their successors shall be duly appointed and qualified or until their earlier resignation or removal. The members of the Committee may be replaced at any time by action of the Board. The Chairman of the Board shall appoint a Chair of the Committee.

The Committee shall meet as often as it deems necessary to fulfill its responsibilities. The Committee shall establish its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Committee shall report regularly to the Board and shall keep written minutes of its meetings with the books and records of the Company. The Committee may act by written consent.

C. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

- If required by the SEC's rules and regulations, review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and to recommend to the Board that the CD&A be included in the Company's annual report and/or proxy statement. As part of such review, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation as required by section 14A of the Securities Exchange Act of 1934 ("Say on Pay").
- Produce a Compensation Committee Report for inclusion in the Company's proxy statement or annual report on Form 10-K, if required by the SEC's rules and regulations.
- Review in consultation with the full Board the Company's recommendation as to the frequency of "Say on Pay" votes.
- At least annually, review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives, and either, as a committee or together with the other independent directors, as directed by the Board, determine and approve the CEO's compensation level (including any long term compensation components) and benefits based on this evaluation.
- The Committee shall recommend to the Board any long-term incentive component of the CEO's compensation, considering the Company's performance and relative shareholder return, the value of similar awards to CEOs at comparable companies and the awards given to the Company's CEO in past years.
- At least annually, meet with the CEO to discuss the incentive compensation programs to be in effect for the Company for such fiscal year and the corporate goals and objectives relative to those goals (other than those specific corporate goals and objectives relevant to the compensation of CEO).
- Annually review and approve the compensation and benefits packages, as recommended by the CEO, for the executive officers of the Company and its subsidiaries (e.g., Chief Operating Officer, Chief Financial Officer, Chief Accounting Officer, subsidiary presidents, and subsidiary vice-presidents).
- Oversee the administration of the Company's incentive, equity-based and other compensatory plans and recommend changes and/or adoption of new plans to the Board, and, where appropriate or required, recommend approval by the shareholders of the Company.
- Review, in consultation with the full Board, the Company's policies with respect to recoupment of compensation or claw backs, in the event of misconduct, restatements or such other circumstances as the Committee may consider.
- Annually review the Company's retirement plans, pension and other special compensation programs that involve significant cost to the Company.

- Annually review and recommend to the Board for final approval, the level and form of all compensation for non-employee Board and committee members and recommend changes when appropriate.
- Review and assess the adequacy of the Charter periodically, but at least annually, and recommend any proposed changes to the Board for approval.
- Perform a review and evaluation, at least annually, of the performance of the Committee against the responsibilities and duties contained in the Charter.
- Fulfill such other duties and responsibilities as the Board or the Chairman of the Board may assign to the Committee, from time to time.

D. AUTHORITY TO ENGAGE OUTSIDE ADVISORS

The Committee shall have the authority and necessary funding to select and retain such compensation consultants, outside legal counsel and such other advisors (“Third Party Advisors”) as it deems necessary, in its sole discretion, to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of such Third Party Advisors. The Committee shall not be required to implement or act consistently with the advice or recommendations of its Third Party Advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

To the extent required by NYSE listing standards, the Third Party Advisors retained by, or providing advice to, the Committee shall be independent as determined in the discretion of the Committee after considering all factors relevant to the advisor’s independence, including the following factors:

1. The provision of other services to the Company by the person that employs the Third Party Advisor;
2. The amount of fees received from the Company by the person that employs the Third Party Advisor as a percentage of that person’s total revenue;
3. The policies and procedures of the person that employs the Third Party Advisor that are designed to prevent conflict of interest;
4. Any business or personal relationship of the Third Party Advisor with a member of the Committee;
5. Any stock of the Company owned by the Third Party Advisor; and
6. Any business or personal relationship of the Third Party Advisor or the person employing the Third Party Advisor with an executive officer of the Company.