



**PAR TECHNOLOGY CORPORATION NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE
CHARTER**

Amended and Restated March 2018

A. PURPOSE

The primary function of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of PAR Technology Corporation (the “Company”) in fulfilling its responsibilities by: (i) identifying individuals qualified to become member of the Board, and recommending that the Board select the Director nominees for election at the next annual meeting of shareholders, (ii) developing and recommending to the Board a set of corporate governance principles (the “Corporate Governance Guidelines”) applicable to the Company, (iii) adopting a corporate code of ethics and conduct (a “Code of Conduct”) and (iv) monitoring compliance with and periodically reviewing the Corporate Governance Guidelines and Code of Conduct.

B. GOALS AND RESPONSIBILITIES

To fulfill its responsibilities and duties the Committee shall:

Board Composition and Nominations

1. Evaluate the current composition and organization of the Board and its committees in light of requirements established by the Securities and Exchange Commission, the New York Stock Exchange (NYSE), any exchange upon which securities of the Company are traded, and any governmental or regulatory body exercising authority over the Company (each a “Regulatory Body”) or any other applicable statute, rule or regulation which the Committee deems relevant and make recommendations regarding the foregoing to the Board for approval.
2. Review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a Director of the Company, as determined by the Committee.
3. Board members may recommend candidates for Board membership, for this Committee’s consideration. From these, and from other viable candidates, this Committee shall recommend that the Board select nominees for election as Directors of the Company. Nominees must meet the Director qualification standards specified in the Corporate Governance Guidelines document.
4. Recommend the appointment of Board members to committees of the Board.
5. Evaluate the performance of current Board members proposed for reelection, and approve those members standing for reelection that the Committee determines is appropriate.



6. Review and recommend to the Board an appropriate course of action upon the resignation, retirement, disability or death of current Board members or any planned expansion of the Board and review the qualifications for service on the Board of any potential additional or replacement members of the Board.

Establishment and Review of Corporate Governance Policies

7. Develop and adopt Corporate Governance Guidelines which shall at a minimum address Director qualification standards; Director responsibilities; Director access to management and, as necessary and appropriate, independent advisors; Director compensation; Director orientation and continuing education; management succession; and an annual performance evaluation of the Board.
8. Develop and adopt a Code of Conduct for Company employees, Directors and officers designed to promote honest and ethical conduct which shall at a minimum address conflicts of interest; corporate opportunities; confidentiality; fair dealing; the protection and proper use of Company assets; compliance with laws, rules and regulations, including insider trading laws; and shall encourage the reporting of any illegal or unethical behavior and expressly prohibit retaliation of any kind for reports or complaints alleging conduct that violates the policy.
9. The Corporate Governance Guidelines and the Code of Conduct will comply with any requirements established by any Regulatory Body or any other applicable statute, rule or regulation which the Committee deems relevant. Once formulated, the Committee shall recommend to the full Board the adoption of such Corporate Governance Guidelines and Code of Conduct.
10. Review and assess the adequacy of the Corporate Governance Guidelines and Code of Conduct periodically, but at least annually. The Committee shall recommend to the Board for approval any modifications to the Corporate Governance Guidelines of Code of Conduct.
11. Collaborate with the Company's officers to develop a means by which employees can allege non-compliance with or violations of the Code of Conduct, by Directors, officers or other employees, and can report this to the Committee in a confidential manner.
12. Review and assess the adequacy of the Charter periodically as conditions dictate, but at least annually. Recommend to the Board, for its approval, any modifications to this Charter if, and when, appropriate.
13. Periodically, review and assess the adequacy of the Company's Certificate of Incorporation and Bylaws and the charters of any committee the Board (the "Governing Documents"), in order to ensure compliance with the Corporate Governance Guidelines, and recommend to the Board any necessary modifications to the Governing Documents.



14. To the extent required by any Regulatory Body or otherwise deemed advisable by the Committee, develop, implement, review and monitor an orientation and education program for members of the Board.

Oversight of the Evaluation of the Board and Management

15. Evaluate and determine an appropriate response to credible evidence indicating non-compliance with or violations of the Code of Conduct, Corporate Governance Guidelines or the Governing Documents by Directors, officers or employees, after consulting with legal counsel, including reporting any violation of law to any appropriate Regulatory Body.
16. Determine criteria for evaluating changes in, or any requests from Directors or officers for waivers of, the Code of Conduct, review and rule on any such requests and establish a process for prompt disclosure to the shareholders, upon the grant of any such waiver, as may be required by any Regulatory Body.
17. Review and recommend to the Board an appropriate course of action upon the resignation, retirement, disability or death of any Executive Officer and review the qualifications for service of any potential new Executive Officers.
18. At the request of the Board, or in the Committee's own discretion, conduct a performance evaluation of the Board to determine whether it and its committees are functioning effectively.

Review of Shareholder Proposals

19. Review all shareholder proposals submitted to the Company (including any proposal relating to the nomination of a member of the Board) and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal.

C. ANNUAL PERFORMANCE EVALUATION OF THE COMMITTEE

The Committee shall conduct a self-evaluation at least annually to determine whether it is functioning effectively, and provide the result to the Board for discussion.

D. COMMITTEE COMPOSITION AND PROCEDURES

1. Independence Requirements

Each Committee member shall meet any applicable independence requirements promulgated by any Regulatory Body. In particular, NYSE-listed companies must have a Committee composed entirely of independent Directors to enable independent approval of Director nominees, as required, either by an independent nominating committee or by a majority of the independent Directors.

2. Number of Members

The Committee shall be comprised of a minimum of three members of the Board, provided, however, that if fewer than three independent Directors sit on the Board, the Committee shall be comprised of such lesser number as the Board from time to time may designate.

3. Committee Member Appointment and Removal

Members of the Committee shall be elected by the Board and shall serve until their successors shall be duly elected and qualified or until their earlier resignation or removal. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

4. Committee Structure and Operations

The Committee may delegate its authority to subcommittees as it deems appropriate.

5. Meetings of the Committee: Quorum

The Committee shall meet as necessary, but at least annually, to enable it to fulfill its goals and responsibilities as set forth herein. A majority of the members of the Committee shall constitute a quorum for the transaction of business, and the action of a majority of those present, after determining a quorum, shall be the act of the Committee.

6. Committee Reporting to the Board

The Committee shall report its finding to the Board and shall keep written minutes of its meetings which shall be recorded and filed with the books and records of the Company.



Appendix 1 to Nominating and Corporate Governance Committee Charter

Following is a non-exhaustive list of criteria to consider when identifying and evaluating potential nominees for the Board of Directors of PAR Technology Corporation:

1. Seek a balance of Directors with business leadership positions and those who bring special expertise.
2. Consider skills compatible with the Company's business objectives which presently include government contracting, transportation, technology, finance and marketing, etc. and background, all in the context of an assessment of the perceived needs of the Board at that point in time.
3. Ensure that existing and future commitments would not materially interface with the Board member's obligations to the Company.
4. Choose Director's with a view of bringing to the Board a variety of experience and background, Directors who will form a core of business executives with financial expertise, Directors who have substantial experience outside the business community--in the public, academic, or scientific communities, Directors who will represent the balanced, best interests of the shareholders as a whole rather than the special interest groups or constituencies. Each Director should be chosen without regard to race, color, sex, religion, national origin, age, disability or any other category protected by federal, state or local law. Each should be an individual of the highest character and integrity and have an inquiring mind and vision and the ability to work well with others. Each should possess substantial and significant experience which would be of a particular importance to the Company. Each should have sufficient time available to devote to the affairs of the Company.
5. Directors should be diverse enough to represent differing points of view, show evidence of leadership in their particular fields, have broad experience and the ability to exercise sound business judgment.
6. Directors must be of proven integrity with a record of substantial achievement; demonstrated ability and sound judgment that usually will be based on broad experience, must be willing to devote the required amount of time to the Company's affairs, including attendance at board meetings, must possess a judicious and somewhat critical temperament that will enable objective appraisal of management's plans and programs, and must be committed to building sound, long-term Company growth.