



## **PAR TECHNOLOGY CORPORATION COMPENSATION COMMITTEE CHARTER**

### **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 (3) members as appointed by the Board, considering the recommendations of the Company’s Nominating and Corporate Governance Committee. All members shall meet the applicable independence requirements under the statutes, 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. 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 Exchange Act of 1934, as amended (“Exchange Act”).

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 death, resignation or removal. The members of the Committee may be replaced at any time by action of the Board. Unless a Chair is appointed by the Board, the members of the Committee shall designate a Chair.

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 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



stockholder advisory vote on executive compensation as required by section 14A of the Exchange Act (“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, based on this evaluation, either, as a committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation, including any incentive-compensation (including cash or equity-based). If the CEO’s compensation includes an incentive component, the Committee will consider the Company’s performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and awards historically given to the Company’s CEOs.
- At least annually, meet with the CEO to discuss the Company’s incentive-compensation plans, including equity-based plans, and the goals and objectives for such plans other than those relating to the compensation of CEO.
- Annually review and approve, as recommended by the CEO, the compensation of those executive officers (other than the CEO) included within the definition of “officer” under Rule 16a-1(f) of the Exchange Act and certain other officers of the Company and its subsidiaries as designated by the Board.
- Oversee the administration of the Company’s compensatory plans, including its incentive-compensation plans (including equity-based plans), and recommend changes and/or adoption of new plans to the Board, and, where appropriate or required, recommend approval by the stockholders 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 THIRD PARTY ADVISORS**

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of compensation consultants, independent legal counsel and such other advisors (“Third Party Advisors”) as the Committee deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Third Party Consultant; however, the Committee shall not be required to implement or act consistently with the advice or recommendations of any 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. The Company shall provide the appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any Third-Party Advisor retained by the Committee as contemplated by this Charter.

Consistent with the listing standards of the NYSE, while the Committee may ultimately select or receive advice from Third Party Advisors it prefers, the Committee shall, prior to its selection of a Third-Party Advisor, take into consideration all factors relevant to the Third-Party Advisor’s independence from management, including the following:

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.

Adopted by the Board of Directors, March 2019