



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

A. PURPOSES. The primary purposes and responsibilities of the Nominating and Corporate Governance Committee (the “Committee”) of PAR Technology Corporation (the “Company”) are to: (i) identify individuals qualified to serve on the Board of Directors (the “Board”), consistent with the criteria approved by the Board (“Director nominees”) and recommend that the Board select the Director nominees for election at the next annual meeting of stockholders or to fill vacancies on the Board, (ii) develop and recommend to the Board a corporate code of ethics and conduct (a “Code of Conduct”) and a set of corporate governance principles (the “Corporate Governance Guidelines”) applicable to the Company, and (iii) monitor compliance with and periodically review the Corporate Governance Guidelines and Code of Conduct.

B. DUTIES AND RESPONSIBILITIES.

Composition and Nominations

1. The Committee shall periodically, and no less frequently than annually, review the composition and size of the Board and Board committees in consideration of the applicable 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 (each a “Regulatory Body”) and to determine the appropriateness of Director qualifications and competencies, including the expertise, skills, attributes, and personal and professional backgrounds; and, based on such review, the Committee shall recommend any changes to the Board.
2. The Committee shall develop procedures for the Committee’s consideration of Director candidates recommended by stockholders and Directors and administer the process for Director candidates nominated by stockholders. All Director nominees must meet the Director qualification standards specified in the Corporate Governance Guidelines.
3. The Committee shall recommend Board committee assignments to the Board for appointment.
4. The Committee shall evaluate the qualifications and performance of incumbent Directors and, based on its evaluation, determine, as appropriate, to recommend such incumbent Director(s) for re-election at the next annual meeting of stockholders.

Establishment and Review of Corporate Governance Policies.

5. The Corporate Governance Guidelines developed by the Committee shall, at a minimum,



address Director qualification standards, Director responsibilities, Director access to management and, as necessary and appropriate, independent, third-party advisors, Director compensation, Director orientation and continuing education, management succession, and an annual performance evaluation of the Board.

6. The Code of Conduct shall extend to all Company employees, Directors and officers and shall be 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 encourage the unencumbered reporting of any illegal or unethical conduct and expressly prohibit retaliation of any kind for reports or complaints alleging a violation of the Code of Conduct.

7. 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.

8. The Committee will periodically, and no less frequently than annually, review and assess the adequacy of the Corporate Governance Guidelines and the Code of Conduct and recommend any modifications to the Board.

9. The Committee will develop a process by which concerns regarding non-compliance with or violations of the Code of Conduct can be submitted on a confidential, anonymous basis.

10. The Committee will periodically, and no less frequently than annually, review and reassess this Charter and recommend any modifications to the Board.

11. The Committee will periodically review the Company's Certificate of Incorporation and Bylaws and the charters of other Board committees (the "Governing Documents") to confirm compliance with the Corporate Governance Guidelines and recommend to the Board any necessary modifications to the Governing Documents.

12. To the extent required by any Regulatory Body or otherwise deemed advisable by the Committee, the Committee shall develop, implement, review and monitor an orientation and education program for Directors.

Oversight of the Evaluation of the Board and Management.

13. The Committee will 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 the Company's Compliance Officer and/or legal counsel, including reporting any violation of law to any appropriate Regulatory Body.

14. The Committee will 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 stockholders, upon the grant of any such waiver, as may be required by any Regulatory Body.

15. The Committee will 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 officer.

16. At the request of the Board, or in the Committee's own discretion, the Committee will conduct a performance evaluation of the Board to determine whether it and its committees are functioning effectively.

Review of Shareholder Proposals

17. The Committee will review all stockholder proposals submitted to the Company (including any Director candidates nominated by stockholders) and the timeliness of the submissions 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.

Composition and Qualifications

The Committee shall be comprised of a minimum of three (3) members of the Board, each of whom is determined by the Board to be “independent” in accordance with the NYSE listing standards, as they may be amended from time to time; provided, in the event fewer than three (3) Directors qualify as “independent”, the Committee shall be comprised of such lesser number as the Board from time to time may designate.

Committee Member Appointment and Removal

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.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.



Meetings of the Committee; Quorum; Actions

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.

Reports & Records

The Committee shall regularly report to the Board with respect to matters relevant to the Committee's discharge of its responsibilities and with respect to the Committee's recommendations and shall maintain minutes or other records of its meetings and activities, which shall be recorded and filed with the books and records of the Company.

Adopted by the Board of Directors, March 2019