

## **Charter of the Mergers and Acquisitions Committee of the Board of Directors of PAR Technology Corporation**

**I. Purpose:** The primary purpose of the Mergers and Acquisitions Committee (“M&A Committee”) of the Board of Directors (“Board”) of PAR Technology Corporation (the “Company”) is to assist the Board in fulfilling its oversight responsibilities relating to long-term strategy for the Company, risks and opportunities relating to such strategy, and strategic decisions regarding investments, acquisitions and divestitures by the Company.

Among other things, the M&A Committee shall review and assess, with the Company’s management, potential acquisitions, divestitures and investments, including risk to the Company in connection with proposed acquisitions, divestitures and investments, and post-transaction integration processes, strategies, and synergies.

It is anticipated that members of the M&A Committee, based on their individual transactional experience, and expertise and experience in the restaurant industry, software, technology, and software as a service (SaaS), will provide the Company’s management with perspective and offer insight with respect to, among other things, the evaluation (including both qualitative and quantitative considerations) of acquisition, divestiture, and investment opportunities and post-transaction integration strategies.

### **II. Committee Membership, Meetings and Authority:**

**A. Members & Chair.** The M&A Committee shall consist of: four Directors of the Company who shall be appointed by the Board of Directors and a Chair who shall be a member of the M&A Committee designated by the Board; and, each member and/or Chair of the M&A Committee shall serve in such capacity or capacities until his or her successor is duly elected and qualified or, earlier, until his death, resignation, or removal from the M&A Committee or the Board of Directors. The members of the M&A Committee shall not be compensated for their service on the committee.

**B. Meetings.** Meetings of the M&A Committee will be held at least monthly as determined by the Chair; provided that the Chair may determine that fewer or more meetings of the M&A Committee are necessary and appropriate. The M&A Committee shall keep minutes of its meetings and shall report its proceedings to the Board of Directors when requested or required by the Board of Directors.

**C. Authority.** The M&A Committee shall not have the authority to approve acquisitions, divestitures and investments, but shall regularly review with the Board of Directors the M&A Committee’s thoughts and perspectives regarding potential investment, acquisition and divestiture transactions, and post-transaction activities.