



## PAR TECHNOLOGY CORPORATION COMPENSATION COMMITTEE CHARTER

### **Purpose.**

The Compensation Committee of PAR Technology Corporation (the “Company”) is appointed by the Board of Directors (the “Board”) to discharge the Board’s responsibilities relating to the compensation of the Company’s Chief Executive Officer (“CEO”) and other officers subject to Section 16 of the Securities Exchange Act of 1934 (as amended, the “Exchange Act”) (collectively, the “other Executive Officers”); and the Company’s non-employee directors.

### **Committee Membership.**

All members of the Compensation Committee will meet the independence requirements of the listing standards of the New York Stock Exchange (“NYSE”) and any other applicable laws, rules or regulations (including the rules and regulations of the Securities and Exchange Commission (“SEC”)) or other qualifications as are established by the Board from time to time. At least two members of the Compensation Committee will also qualify as a “non-employee” director within the meaning of Rule 16b-3(b) under the Exchange Act.

The members of the Compensation Committee shall be appointed by the Board on the recommendation of the Nominating & Corporate Governance Committee. Compensation Committee members may be replaced at any time, for any reason, by action of the Board. Unless a Chair is appointed by the Board, the members of the Compensation Committee shall designate a Chair. The Compensation Committee may delegate authority to a Committee member or to a subcommittee of members when it deems appropriate.

### **Meetings.**

The Compensation Committee shall meet as often as it determines necessary to fulfill its responsibilities. All Compensation Committee members are expected to attend each meeting, in person or via teleconference or video-conference. Written minutes of Compensation Committee meetings shall be maintained.

The Compensation Committee will report periodically to the Board on actions taken and significant matters reviewed, including discussions regarding CEO compensation generally.

### **Rights and Responsibilities.**

The Compensation Committee shall:

1. At least annually, review and approve the Company’s compensation strategy and practices with respect to the CEO and the other Executive Officers, including (a) the annual base salary and annual incentive opportunities of the CEO and, (b) considering the recommendations of the CEO, the annual base salaries and annual incentive opportunities of the other Executive Officers.
2. Review and discuss the Compensation Discussion and Analysis (“CD&A”) with management; and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company’s proxy statement and annual report on Form 10-K. As part



of such review, the Compensation Committee will consider the results of shareholder advisory votes on executive compensation (“Say-on-Pay”) as required by Section 14A of the Exchange Act.

3. Prepare the “Compensation Committee Report” required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s proxy statement and annual report on Form 10-K.
4. Consider, in consultation with the Board, the frequency of “Say-on-Pay” votes.
5. At least annually, review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives, and, either, as a committee or together with the other independent directors, determine and approve the CEO’s compensation level based on such evaluation, including any incentive-compensation (including cash or equity based). In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider the Company’s performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards historically given to the Company’s CEO.
6. At least annually, meet with the CEO to discuss the Company’s incentive compensation plans (cash- and equity-based) and their goals and objectives, excluding those related to the CEO’s compensation.
7. Oversee the administration of the Company’s compensatory plans and recommend to the Board the adoption of new plans, amendments to existing plans, and, where appropriate or required, submission of such plans or amendments for approval by the Company’s shareholders.
8. Oversee and administer the Company’s compensation recoupment (clawback) policies, including the mandatory policy compliant with Section 10D of the Exchange Act, Rule 10D-1 thereunder, and Section 303A.14 of the NYSE Listed Company Manual, as well as any supplemental recoupment (clawback) policies; recommend any material changes to the Board; and ensure compliance with applicable recovery and disclosure requirements.
9. At least annually, review the Company’s retirement plans, pension plans, and other significant special compensation programs involving substantial cost to the Company.
10. Oversee the assessment of risks associated with the Company’s compensation policies, plans, and programs as they affect all employees (including any potential risks that could have a material adverse effect on the Company) and review the results of such assessment, and shall receive periodic reports on these programs and consider related risks.
11. Oversee the Company’s culture and strategies relating to human capital management.
12. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
13. Annually evaluate the Compensation Committee’s performance.



## **Compensation Consultants, Legal Counsel and Other Advisors**

The Compensation Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser (individually, “Consultant”, collectively, “Consultants”). The Compensation Committee may select a Consultant only after taking into consideration all factors relevant to the Consultant’s independence from Company management, including the six factors set forth in Section 303A.05(c)(iv) of the NYSE Listed Company Manual. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Consultant retained by the Compensation Committee. The Company shall provide appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to Consultants retained by the Compensation Committee.

Nothing in Section 303A.05(c) of the NYSE Listed Company Manual shall be construed: (A) to require the Compensation Committee to implement or act consistently with the advice or recommendations of a Consultant to the Compensation Committee; or (B) to affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of the duties of the Compensation Committee.

## **Non-Employee Director Compensation.**

The Compensation Committee shall:

1. At least annually, review and recommend to the Board for final approval the level (amount) and form (structure, including cash, equity, and other elements) of compensation for non-employee directors (including service on the Board and its committees), and recommend any changes when appropriate.

2. At least annually, review the Company's principles, philosophy, and guidelines for determining the form and amount of non-employee director compensation, as well as the overall compensation levels for non-employee directors, to ensure they remain reasonable, competitive, aligned with shareholder interests, and supportive of the Company's governance objectives, and recommend any appropriate adjustments to the Board.

The Compensation Committee shall fulfill such other duties and responsibilities as the Board or the Board Chairperson may assign to the Compensation Committee, from time to time.

Adopted by the Board of Directors, February 2026