



PAR TECHNOLOGY CORPORATION AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee of PAR Technology Corporation (the “Company”) is appointed by the Board of Directors (the “Board”) to assist the Board in overseeing (1) the integrity of the Company’s financial statements, (2) the qualifications and independence of the Company’s registered public accounting firm (the “independent auditor”), (3) the performance of the Company’s internal audit function and independent auditors, and (4) the Company’s compliance with legal and regulatory requirements.

The Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

Committee Membership

The Audit Committee shall consist of at least three members of the Board. All members of the Audit Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”), and the rules and regulations of the SEC. At least one member of the Audit Committee shall, in the assessment of the Board, qualify and be identified as an audit committee financial expert as defined by the SEC. All members of the Audit Committee shall be financially literate (as determined by the Board in its business judgment) at the time of their appointment to the Audit Committee or within a reasonable time thereafter. Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies unless the Board determines that simultaneous service would not impair the ability of the member to effectively serve on the Audit Committee and the Board discloses this determination in the Company’s annual proxy statement.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Nominating & Corporate Governance Committee. Audit Committee members may be replaced at any time by action of the Board. Unless a Chair is appointed by the Board, the members of the Audit Committee shall designate a Chair.

Committee Meetings

The Audit Committee meet as often as it determines necessary, but not less frequently than four times a year. All Audit Committee members are expected to attend each meeting, in person or via teleconference or video-conference. Written minutes of Audit Committee meetings shall be maintained.

The Audit Committee shall meet periodically in separate private sessions with management, the independent auditor and internal audit, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may request any officer or employee of the



Company or the Company's outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

Committee Authority and Responsibilities

1. The Audit Committee shall have the sole authority and is directly responsible for the appointment, compensation, oversight of the work of and, when appropriate, termination of any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such independent auditor shall report directly to the Audit Committee. The oversight responsibility includes resolution of disagreements between management and the independent auditor regarding financial reporting.

2. The Audit Committee shall pre-approve all auditing services, internal control-related services and permitted non-audit services (including the range of fees and terms thereof) to be performed for the Company by the independent auditor, subject to the de minimis exception for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Audit Committee prior to the completion of the audit. The Audit Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. The Audit Committee may delegate authority to a Committee member or to a subcommittee of members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

3. The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors. The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any independent legal counsel or other advisors employed by the Audit Committee, as well as funding for the payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

4. The Audit Committee shall report regularly to the Board regarding any significant issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditor, or the performance of the internal audit function.

5. The Audit Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

6. The Audit Committee shall annually evaluate the Committee's performance.



7. The Audit Committee shall perform such other activities related to areas covered by this Charter as requested by the Board.

8. The Audit Committee, to the extent it deems necessary or appropriate, shall:

A. Oversight of the Company's the Independent Auditor

1. Before the engagement of an independent auditor and at least annually thereafter: (a) review the written communications from the independent auditor required by the Public Company Accounting Oversight Board ("PCAOB") Rule 3526 (Communication with Audit Committees Concerning Independence); (b) discuss with the independent auditor its independence, including any disclosed relationships and services that may reasonably be thought to bear on independence and their actual or potential impact on the auditor's objectivity and independence; and (c) consider the opinions of management and internal audit (if applicable) regarding such matters.

2. Review and evaluate the lead partner of the independent auditor team.

3. Obtain and review a report from the independent auditor at least annually describing: (a) the independent auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and (c) all relationships between the independent auditor and the Company. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal audit. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.

4. Monitor compliance with applicable requirements for the rotation of the lead audit partner, concurring (review) partner, and other active audit engagement team members, including discussing with management the timing and process for any required rotations.

5. Consider whether, in order to ensure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.

6. Set clear policies for the hiring of employees or former employees of the Company's independent auditors who participated in any capacity in the audit of the Company taking into account the pressures that may exist for auditors seeking a job with the company they audit.



7. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.

8. Discuss with the independent auditor its responsibilities in relation to the audit, terms of the audit engagement, overview of the overall audit strategy and timing of the audit, and observations arising from the audit that are significant to the financial reporting process.

9. Discuss with the independent auditor the nature of each identified critical audit matter, the auditor's basis for identifying it as a critical audit matter, and how each such matter will be addressed and described in the auditor's report.

B. Oversight of the Company's Internal Audit Function

1. Review and discuss with management, the senior internal auditing executive, and the independent auditor, internal audit's responsibilities, budget, staffing, and annual internal audit plan, including any recommended changes in the planned scope of the internal audit plan.

2. Review the significant reports to management prepared by internal audit and management's responses.

3. At least annually, assess and confirm that there are no restrictions or limitations placed on the performance of internal audit, including confirmation that the senior internal audit executive has direct and unrestricted access to the Audit Committee Chair (including in private sessions as needed).

4. Review the appointment and, when appropriate, the replacement of the senior internal auditing executive.

C. Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor the Company's annual audited financial statements, including disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.

2. Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations", and the results of the independent auditor's review of the quarterly financial statements.



3. Regularly review with the independent auditor any audit problems, or difficulties the independent auditor encountered in the course of the audit work, and management's response; such review shall include any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management, any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise); any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and any "management" or "internal control" letter or schedule of differences issued, or proposed to be issued, by the independent auditor to the Company.

4. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.

5. Review and discuss with management and the independent auditor any major issues as to the adequacy of the Company's internal controls, any special audit steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.

6. Review and discuss quarterly reports from the independent auditors on:

- a. all critical accounting policies and practices used;
- b. All alternative treatments of financial information within U.S. generally accepted accounting principles (GAAP) that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
- c. other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

7. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), and each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.

8. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, complex or unusual transactions and off-balance sheet structures on the Company's financial statements.



9. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

10. Review and discuss with management (including the senior internal audit executive) and the independent auditor the Company's internal controls report and the independent auditor's attestation report prior to the filing of the Company's Form 10-K.

D. Compliance Oversight Responsibilities.

1. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing and federal securities law matters, and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing and federal securities law matters.

2. Have the authority to conduct or authorize the investigation into any matter brought to its attention. Within this scope of responsibility, the Audit Committee shall have full access to all books, records, facilities and personnel of the Company and is empowered to:

- a. engage independent counsel or other advisers as it determines necessary to perform its duties;
- b. seek any information from any employees – all of whom are directed to cooperate with the Audit Committee's requests – or external parties; and
- c. meet with Company officers, independent auditor or outside counsel.

3. Review and approve or ratify all related-party transactions in accordance with the Company's policies and procedures with respect to related person transactions.

4. Review and discuss with the Company's Chief Legal Officer, Chief Compliance Officer, and/or their designees any significant legal or compliance matters, including those that may materially impact the financial statements, compliance policies, or internal controls.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP, applicable rules and regulations. These are the responsibilities of management and the independent auditor.

Adopted by the Board of Directors, February 2026