
**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 (either directly or through the Company’s Stock Option Committee) certain responsibilities of the Board of Directors (the “Board”) relating to compensation, including equity based compensation, for the executive officers and non-employee directors of the Company; to make recommendations regarding incentive, equity based and other compensatory, retirement and pension plans to the Company’s Stock Option Committee; 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 members as appointed by the Board, considering the recommendations of the Company’s Nominating and Corporate Governance Committee. They shall meet the independence requirements under any 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.

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 resignation or removal. The members of the Committee may be replaced at any time by action of the Board. The Chairman of the Board shall appoint a Chair of the Committee.

The Committee shall meet as often as it deems necessary to fulfill its responsibilities, but no less than once per year. 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:

- Produce an annual report on executive compensation for inclusion in the Company’s proxy statement or annual report on Form 10K, in accordance with applicable rules and regulations.
- 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 either, as a committee or together with the other independent directors, as directed by the Board, determine and approve

the CEO's compensation level (including any long term compensation components) and benefits based on this evaluation.

- The Committee shall determine any long-term incentive component of the CEO's compensation, considering the Company's performance and relative shareholder return, the value of similar awards to CEOs at comparable companies and the awards given to the Company's CEO in past years and the Committee shall recommend any grants for stock options to be awarded to the CEO by the Company's Stock Option Committee.
- At least annually, meet with the CEO to discuss the incentive compensation programs to be in effect for the Company for such fiscal year and the corporate goals and objectives relative to those goals.
- Annually review and approve the compensation and benefits packages, as recommended by the CEO, for the executive officers of the Company and its subsidiaries.
- Oversee the administration of the Company's incentive, equity-based and other compensatory plans and recommend changes and/or adoption of new plans to the Board, as appropriate.
- 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.