

**PATTERSON COMPANIES, INC.  
COMPENSATION COMMITTEE CHARTER**

*ORGANIZATION*

This charter governs the operations of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Patterson Companies, Inc. (the "Company"). The Board shall appoint the members of the Committee, who shall serve at the pleasure of the Board, for such term or terms as the Board may determine. The Committee shall consist solely of three or more members of the Board, each of whom are independent of management and the Company. Members of the Committee shall be considered independent if they have no relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and if they satisfy the independence requirements of the Nasdaq Stock Market. In addition, each member of the Committee shall, in the opinion of the Board, be (1) a "non-employee director" under Rule 16b-3 of the Securities Exchange Act of 1934, and (2) an "outside director" under Section 162(m) of the Internal Revenue Code. The Board shall designate one member of the Committee as its chairperson.

*STATEMENT OF POLICY*

The Committee has the dual responsibility of serving the interest of the shareholders and serving as an advisor to management.

The Committee shall provide assistance to the Board in fulfilling its responsibility to the shareholders that the Company's executive officers and directors are compensated in accordance with the Company's total compensation objectives and executive compensation policy.

The Committee shall work closely with management to advise, recommend, and approve compensation policies, strategies, and pay levels necessary to establish appropriate incentives for management and employees that are aligned with business strategies and goals that should drive competitive advantage and deliver sustainable returns to shareholders. In establishing compensation packages for the chief executive officer and other executive officers, the Committee may consider Company performance in relation to (1) shareholder value, (2) pre-established performance goals and objectives, (3) an appropriate peer group, and (4) market or other outside influences that may impact the Company's ability to meet its pre-determined goals. This evaluation may include subjective as well as objective criteria.

The Committee shall have the right to hire independent consultants, confer with Company internal human resource professionals, and consult with the chief executive officer. The Committee shall regularly report to the Board.

*RESPONSIBILITIES*

The Committee is responsible for assisting the Board in adopting an appropriate executive compensation policy and implementing it through an effective total compensation program.

In performing its responsibilities, the Committee shall:

- Evaluate annually the chief executive officer and other executive officer compensation levels and payouts. The Committee may use (1) shareholder value, (2) pre-established performance goals and objectives, (3) an appropriate peer group, and (4) market or other outside influences to make that evaluation.
- Determine for the chief executive officer and other executive officers all components of compensation, including annual base salary levels, annual incentive opportunity levels, long-term incentive opportunity levels, executive perquisites, employment agreements (if and when appropriate), change in control provisions/agreements (if and when appropriate), severance agreements, benefits, supplemental benefits and any special financial programs. The chief executive officer may not be present during the Committee's discussion or determination of the chief executive officer's compensation.
- Review and recommend to the Board for approval any equity compensation program involving the use of the Company's securities, including stock options and restricted stock. The Committee shall develop and oversee policies for the implementation of any such equity compensation programs, and shall approve all individual awards for the chief executive officer and other executive officers under any such equity compensation programs.
- When appropriate, select, retain and terminate independent compensation consultants to advise the Committee. The Committee shall have sole authority to approve any such consultants' fees and other retention terms.
- Administer the compensation for the chief executive officer and other executive officers to ensure consistency with the Company's executive compensation policy.
- Advise and assist the Company in defining a total compensation policy that (1) supports the Company's overall business strategy and objectives, (2) links total compensation with business objectives and organizational performance in good and bad times, (3) attracts and retains key executives, and (4) provides competitive total compensation opportunities at a reasonable cost, while (5) enhancing shareholder value creation.
- Review and comment on the compensation program to ensure it supports the Company's strategic and financial plans.
- Review and recommend to the Board for approval new incentive plans that (1) are consistent with the executive compensation policy, and (2) monitor the appropriateness of payouts under alternative business scenarios.
- Review the retirement plans of the organization to (1) determine any differences between plan objectives, needs, and current benefit levels, (2) approve any amendments, and (3) review the results of the retirement plan investments for compliance with organization policies, tax law, Employee Retirement Income Security Act of 1974 (ERISA), and related legal requirements.
- Review the establishment, amendment and termination of employee benefits plans, and oversee the operation and administration of such plans.

- Review the Company's compensation policies for regulatory and tax compliance, including structuring compensation programs to preserve tax deductibility and, as required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
- As a representative of the full Board periodically review and recommend changes to the amount and components of compensation paid to directors (including retainers, fees, long-term incentive plans, benefits, and perquisites).
- Include a report on executive compensation in the Company's proxy statement as required by Securities and Exchange Commission rules.
- Review and discuss with management the Compensation Discussion and Analysis required by Securities and Exchange Commission Regulation S-K, Item 402. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual proxy statement for the annual meeting of shareholders.
- Annually review this Charter and make recommendations for changes to the Board.
- Fulfill such other duties and responsibilities as may be assigned to the Committee by the Board and/or Chairman of the Board.

With respect to meetings of the Committee, a majority of the Committee members currently holding office shall constitute a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a duly held meeting. A conference among Committee members by any means of communication through which the members may simultaneously hear each other during the conference shall constitute a Committee meeting if the numbers of members participating in the conference would be sufficient to constitute a quorum at a meeting. The Committee may also take action by written action signed by the number of members that would be required to take the same action at a meeting of the Committee at which all members were present.