

Patterson Companies, Inc. Compensation Committee Charter

ORGANIZATION

This charter governs the operations of the Compensation Committee. The Committee shall be appointed by the Board of Directors and shall comprise at least three directors, each of whom are independent of management and the Company. Members of the Committee shall be considered independent if they have no relationship that may interfere with the exercise of their independence from management and the Company. The members of the compensation committee shall, in the opinion of the Board, be "non-employee directors" under SEC Rule 16b-3, be "outside directors" for purposes of Section 162(m) of the Internal Revenue Code, and satisfy the requirements of the NASD for independence.

STATEMENT OF POLICY

The compensation 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 corporate directors in fulfilling their responsibility to the shareholders that the company's officers, key executives, and board members 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 CEO and certain key executives, the Compensation 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 Compensation Committee shall have the right to hire independent consultants, confer with company internal human resource professionals, consult with the chief executive officer of the corporation, and report to the Board in order to fulfill its duties.

RESPONSIBILITIES

The Compensation 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 key executives' compensation levels and payouts. The committee may use (1) shareholder value, (2) pre-established performance goals

and objectives, (3) an appropriate peer group, and market or other outside influences to make that evaluation.

- Review and assess performance target goals established before the start of the plan year and determine if those goals have been achieved at the end of the plan year.
- Review and recommend to the Board for approval the 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 of the chief executive officer, names executive officers as required under securities law, and other key executives of the organization.
- Review and recommend to the Board for approval any compensation program involving the use of company's stock.
- Select, when appropriate, independent compensation consultants to advise the compensation and stock option committee.
- Control the compensation program for the CEO, and retain approval authority for named executive officers, and other key executives and ensure consistency with executive compensation policy.
- Advise and assist the organization in defining a total compensation policy that should (1) support the organization's overall business strategy and objectives, (2) link total compensation with business objectives and organizational performance in good and bad times, (3) attract and retain key executives, and (4) provide 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 corporation's strategic and financial plans.
 - Review and recommend for approval new incentive plans to the Board of Directors 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 and determine any differences between plan objectives, needs, and current benefit levels, approve any amendments, and 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.
- As a representative of the full Board be responsible for periodically reviewing and recommending outside directors' pay components (retainers, fees, long-term incentive plans, benefits, and perquisites) being mindful of its duties to the shareholders due to potential conflict of interest.
- Fulfill such other duties and responsibilities as may be assigned to the Committee by the Board and/or Chairman of the Board.
- Include a report on executive compensation in the Company's proxy statement as required by SEC rules.
- Periodically review this Charter and make recommendations for changes to the Board.

With respect to meetings of the Compensation 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.