

**PATTERSON COMPANIES, INC.**  
**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

*ORGANIZATION*

This charter governs the operations of the Governance and Nominating Committee. The Committee shall be comprised of at least three directors, all 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. All Committee members shall be independent directors as determined in accordance with the Rules of the NASDAQ Stock Market, or any other securities exchange on which the Company's shares may be listed.

*RESPONSIBILITIES*

The Governance and Nominating Committee shall perform the core function of recommending nominees to the Board of Directors. The Committee shall also recommend members of committees of the Board. These responsibilities include establishing criteria for board and committee membership, considering rotation of committee members, reviewing candidates' qualifications and any potential conflicts with the corporation's interests, assessing the contributions of current directors in connection with their renomination, and making recommendations to the full board.

The Board recognizes that diversity is an important attribute of a well-functioning board. Therefore, among the responsibilities of the Governance and Nominating Committee shall be to advise the Board on matters of diversity including race, gender and culture and recommend, as necessary, measures contributing to a Board, that as a whole, reflects a range of viewpoints, backgrounds, skills, experience, and expertise.

The Governance and Nominating Committee shall have the responsibility to evaluate the Chief Executive Officer, and to establish processes for the evaluation of the Board and each Committee of the Board.

The Governance and Nominating Committee shall also have the responsibility to oversee and review the Company's processes for providing information to the Board. In carrying out this responsibility the Committee shall assess the reporting channels through which the Board receives information and the quality and timeliness of the information received.

*PROCESSES*

The following shall be the principal recurring processes of the Governance and Nominating Committee in carrying out its responsibilities. The processes are set forth as a guide with the understanding the Committee may supplement them as appropriate.

- The Committee shall meet when and as often as it deems appropriate, but at least annually.
- The Committee shall advise the Board on matters of diversity including race, gender and culture and recommend, as necessary, measures contributing to a Board that, as a whole, reflects a range of viewpoints, backgrounds, skills, experience and expertise.
- The Committee shall develop a set of criteria for Board membership that includes, among other things, a diversity of background and skills for the Board.

- The Committee shall annually recommend nominees to the Board for a vote of the shareholders consistent with the criteria established by the Committee for board membership and the bylaws of the Company.
- As part of its director search process, the Committee shall develop recruitment protocols that seek to recruit candidates that meet its criteria and may retain a search firm to assist the Committee in meeting its objectives, including its diversity objective. Also, the Committee shall periodically review its director recruitment and selection protocols so that diversity remains a component of each director search.
- While it is appropriate for the Chief Executive Officer to meet with potential director nominees, the final responsibility for selecting director nominees shall rest with the Governance and Nominating Committee.
- The Committee shall recommend to the Board for its approval a succession plan for the chief executive officer developed by management and approved by the Committee, addressing the policies and principles for selecting a successor to the chief executive officer, both in an emergency situation and in the ordinary course of business. The Committee shall review programs created and maintained by management for the development and succession of other executive officers and any other individuals identified by management or the Committee.
- The Committee shall conduct an annual evaluation of the Chief Executive Officer, and shall communicate its evaluation to the Board.
- The Committee shall establish processes for periodically conducting an evaluation of the performance and make-up of the Board and each Committee of the Board.
- As a representative of the full Board the Committee shall 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).
- When appropriate, the Committee may retain independent legal counsel or other advisors to advise the Committee at the Company's expense. The Committee shall have sole authority for overseeing and approving any such advisor fees and other retention terms.
- The Committee shall review this Charter and the Company's Governance Guidelines annually and make recommendations for changes to the Board.
- With respect to meetings of the Governance and Nominating 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 number 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.