

**PSS WORLD MEDICAL
COMPENSATION COMMITTEE CHARTER
(Revised March 2009)**

This Charter describes the composition, purposes and responsibilities of the Compensation Committee (the “Committee”), a standing committee of the Board of Directors of PSS World Medical, Inc. (“PSS” or the “Company”). It incorporates those parts of PSS’s bylaws and the rules, policies and guidelines adopted by PSS’s Board of Directors that are applicable to the Committee.

1. Composition. The Committee will be comprised of no less than three (3) directors each of whom shall (i) meet the independence requirements of The Nasdaq Stock Market, Inc as in effect from time to time, (ii) qualify as an “outside director” under Section 162(m) of the Internal Revenue Code and (iii) qualify as a “non-employee director” under Rule 16b-3 of the Securities Exchange Act of 1934, as amended. The Board of Directors appoints, and may remove, the members of the Committee and the Chairperson with or without cause.

2. Purpose and Responsibilities. The purpose of the Committee is to discharge certain of the Board’s responsibilities relating to compensation of the Company’s directors, executive officers and certain other executives. The Committee has the following responsibilities:

- A. Approve, adopt, administer, interpret, amend, suspend or terminate the compensation plans of the Company applicable to, and fix the compensation and benefits of, the Board of Directors and all executive officers (as defined under the Securities Exchange Act of 1934) of the Company.
- B. Review and approve corporate goals and objectives relevant to the Chief Executive Officer’s (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives, and, based on input from the other independent directors on the Board, set the CEO’s compensation level based on this evaluation.
- C. Review, approve and, where appropriate, make recommendations to the Board of Directors with respect to the Company’s executive incentive compensation plans, equity-based compensation plans, special benefits and perquisites, employment agreements, and employee benefit and retirement programs.
- D. Review, approve and, where appropriate, make recommendations to the Board of Directors with respect to non-employee director compensation.
- E. Review and discuss with management the Company’s Compensation Discussion and Analysis (CD&A) and related disclosures, recommend to the Board of Directors based on this review and these discussions whether the CD&A should be included in the Company’s annual report and proxy statement, and prepare and approve the compensation committee report that is also required to be included in the annual report and proxy statement.
- F. Review and assess the adequacy of this Charter annually or more often as circumstances dictate, and update or revise the Charter as appropriate.
- G. Develop a schedule of agenda subjects for the year and furnish the schedule to each Director.
- H. Conduct an annual evaluation of the Committee’s performance and report on such evaluation to the Board of Directors.
- I. Report to the Board of Directors regularly regarding the Committee’s various activities.
- J. Review and approve other matters as designated by the Board of Directors from time to time.

3. Committee Operations. The Committee will have the authority to retain and terminate, and approve the fees and other retention terms of compensation consultants and other advisors as it deems necessary for the fulfillment of its responsibilities. The Committee will also have the authority to designate and to delegate duties to such subcommittees as it deems necessary or desirable.