

FINANCE AND CORPORATE DEVELOPMENT COMMITTEE CHARTER

PURPOSE

The Finance and Corporate Development Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Patterson Companies, Inc. (the “Company”) to perform the duties and responsibilities set forth in this Charter.

COMMITTEE MEMBERSHIP AND GOVERNANCE

The Committee shall consist of no fewer than three members. The Chair of the Committee and a majority of its members shall meet the requirements as to independence established by NASDAQ. The members of the Committee shall be appointed and replaced by the Board, on the recommendation of the Governance and Nominating Committee. The Board shall designate one of the members as the Committee Chair.

At the time the Board appoints members of the Committee, the Board shall appoint one of the Committee members to act as chair of the Committee (the “Chair”). The Chair shall have the duties and responsibilities set forth in the Company’s Corporate Governance Guidelines.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Committee shall review and make recommendations to the Board regarding the Company’s capital structure and its related policies and long range objectives.
2. The Committee shall review the financing requirements of the Company and evaluate Management’s proposals, short and long-term, to support such financing requirements and recommend, as appropriate, specific financing arrangements, such as credit arrangements and equity (other than compensation-related equity awards, which are the responsibility of the Compensation Committee) and long-term debt issuances, to the Board of Directors.
3. The Committee shall review the Company’s treasury policy as it relates to management of customer credit, commodity risks, exposures relating to insurance and risk management, and other financial risks that the Board may delegate to the Committee for review.
4. The Committee shall review tax strategies and restructuring projects as development by Management.
5. The Committee shall review, and recommend to the Board, the Company’s cash dividend policy, annual cash dividend level and any other specific dividend (including, but not limited to any additional cash dividend, stock dividend, stock split, spin off or other cash or stock dividend).
6. The Committee shall review, and recommend to the Board, authorization for the repurchase of the Company’s equity or long-term debt.

7. The Committee shall periodically review the Company's use of derivative, hedging and other instruments to manage financial, currency and interest rate exposure.
8. The Committee shall evaluate the financial impact of proposed merger, acquisition, divestiture, joint venture and other business combination transactions expected to have significant financial implications for the Company, including such factors as the impact on earnings, financing sources, debt capacity, capital structure, cash flows and related matters, and recommend to the Board of Directors with regard to the financial aspects of such acquisitions and divestitures in the amount of \$5,000,000 or more.
9. The Committee shall review the proposed annual capital budget and capital expenditures in the amount of \$10,000,000 or more.
10. The Committee shall evaluate the post-acquisition financial integration and return on investment for acquisitions in the amount of \$5,000,000 or more, and report to the Board the financial implications of such acquisitions.
11. The Committee shall periodically review the Company's D & O and liability insurance coverage.
12. The Committee shall monitor the Company's investor relations program.

ADDITIONAL PROVISIONS

Subject to the requirements of applicable laws and regulations, the Committee has the authority to delegate any of its responsibilities to subcommittees, as it deems appropriate. The Chair shall report to the Board following each meeting of the Committee on the principal matters reviewed by the Committee and its recommendations as to actions to be taken by the Board. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

The Committee conducts an annual evaluation of its own performance and of the adequacy of the charter, and reports to the Governance Committee of the Board on the results of these evaluations. The Committee has the sole authority to retain and terminate any outside financial or other consultants to assist it in carrying out its duties, including authority to approve the consultants' fees and other retention terms.

The Committee also has the authority to obtain advice and assistance from internal or external legal, financial or other advisors.

The Committee will meet as needed but at least two (2) times per year. The Board sets the annual schedule of Committee meetings. In addition to meetings set by the Board, the Committee shall meet when and as often as the Chair deems appropriate in order to meet the responsibilities of the Committee. 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 number of members participating in the conference would be sufficient to constitute a quorum at a meetings. 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.

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