

## **COMPLIANCE COMMITTEE CHARTER**

### **ORGANIZATION**

This charter (“Charter”) governs the operations of the Compliance Committee (the “Committee”) of the Board of Directors (“Board”) of Patterson Companies (“Company”). The Committee is appointed by the Board of to perform the responsibilities set forth in this Charter. The Committee shall consist of no fewer than three members, who shall be appointed by the Board. 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. The Board may remove any member from the Committee at any time.

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 responsibilities set forth in the Company’s Corporate Governance Guidelines.

### **POLICY**

The Committee shall oversee and monitor matters relating to the Company’s compliance with applicable laws and regulations in all jurisdictions in which the Company operates (“Compliance”), other than those relating to matters reserved for the Audit Committee. The Committee shall have the authority to retain special legal, accounting, or other consultants to advise the Committee. The Committee may request that any officer or employee of the Company or the Company’s outside counsel attend a meeting of the Committee or meet with any members of, or consultants to, the Committee.

### **RESPONSIBILITIES AND PROCESSES**

The Committee shall:

1. Provide oversight and monitoring of Compliance matters, provided that the Audit Committee shall have sole oversight over compliance programs relating to financial matters, including auditing, financial reporting, and disclosures to investors.
2. Provide oversight and monitoring of the Company’s Compliance program and receive periodic reports from management on the same. The Company’s Compliance program shall include, at a minimum (in each case, solely as related to Compliance):
  - Antitrust
  - Code of Ethics
  - Conflicts of Interest
  - Controlled Substances Act and related DEA requirements
  - Consumer Protection
  - Customs and trade, including import and export matters
  - Data Privacy and Data Security
  - Ethics

- Environment
  - False Claims Act
  - FDA regulations and requirements, including the Federal Food, Drug and Cosmetic Act
  - Foreign Corrupt Practices Act and Similar Anti-Bribery Laws
  - Fraud and Abuse Laws, including the Anti-Kickback Statute
  - Government Relations
  - Health and Safety
  - Health Insurance Portability and Accountability Act
  - Interactions with Healthcare Professionals
  - Information Systems Security
  - Labor & Employment
  - Physical Security
  - Quality
  - Recalls
  - Regulatory Compliance
  - Sales of Products or Services to US or Foreign Governments, including entities owned by such governments
  - Sunshine Act and Other Laws Relating to Reporting of and Transparency with Respect to Payments to Healthcare Professionals
  - Transportation
  - Such other subject matters as may be requested by the Committee
3. Monitor the Company's efforts to implement programs, policies, and procedures relating to Compliance matters, and the training of employees and others on such matters.
  4. Review the results of compliance-related audits conducted by the Company and by other regulators, such as the DEA and FDA.
  5. Request or oversee the investigation of any significant instances or potential instances of noncompliance with laws or the Company's Compliance programs, policies, or procedures; provided, however, that any instances or potential instances of financial noncompliance shall be directed to the Audit Committee for investigation.
  6. Review any violations of the Company's Code of Ethics by any executive officer or director and review, assess, and/or recommend corrective action as the Committee determines necessary or appropriate (any such reviews shall be jointly provided to the Audit Committee).
  7. If there is a government or regulatory action that, in the judgment of the Committee, has caused significant financial or reputational damage to the Company or otherwise indicates a significant compliance or regulatory issue within the Company, then the Committee shall make a written recommendation to the Compensation Committee concerning the extent, if any, to which the incentive-based compensation of any executive officer involved in the conduct at issue or with direct supervision over an employee that engaged in the conduct at issue should be reduced, extinguished, or recouped.
  8. Review on a regular basis litigation matters filed against the Company related to alleged violations of laws and regulations.
  9. Review on a regular basis the Company's Compliance risk assessment plan.
  10. Identify and investigate emerging Compliance issues and trends which may affect the Company.

11. Periodically review the Company's Compliance oversight structure and the allocation of resources and responsibilities across the organization.
12. Conduct an annual evaluation of the performance and effectiveness of the Committee and report the results of that evaluation to the Board.
13. Report to the Audit Committee on Compliance matters reviewed by the Committee that may impact the Company's financial statements and its accounting and financial reporting processes.
14. At least annually, the Committee shall coordinate with the Audit Committee to discuss matters of mutual interest within the context of each Committee's respective areas of oversight.
15. Review this Charter annually and make recommendations for changes to the Board.
16. Have such other duties and oversight and monitoring responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chairman of the Board.

While the Committee has the responsibilities set forth in this Charter, the oversight responsibility of the Committee shall not extend to assuring compliance with relevant laws, the Company's Compliance Program, or other relevant standards, including those imposed by any settlement agreements. These are the responsibilities of management.

## **PROCEDURES**

Subject to the requirements of applicable laws and regulations, the Committee shall have 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 meet when and as often as the Chair deems appropriate in order to meet the responsibilities of the Committee. The Committee shall meet with the Company's Chief Compliance Officer and, at the discretion of the Chair, the Company's management and staff. The Committee shall meet periodically in a separate executive session to discuss such matters which the Committee members believe should be considered privately. 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 meeting. The Committee may also take action by written consent 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.

Nothing in this Charter shall expand the duties or liabilities of any of the Company's directors or officers beyond any duties and liabilities otherwise imposed by law. Additionally, nothing in this Charter shall relieve the Audit Committee from its obligations under applicable law or the Rules of the NASDAQ Stock Market.

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