



1031 Mendota Heights Road
Saint Paul, MN 55120
800.328.5536

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

ORGANIZATION

This Charter governs the operations of the Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Patterson Companies, Inc. (the "Company"). The Board shall appoint the members of the Committee, who shall serve at the pleasure of the Board, for such term or terms as the Board may determine.

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.

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.

STATEMENT OF POLICY

The Committee has the responsibility of serving the interest of the shareholders as a whole, rather than any special constituencies.

The Committee shall provide assistance to the Board in fulfilling its responsibility to the shareholders relating to the recruitment and selection of director nominees, development of and updates to criteria for board membership, environmental, social and governance matters, sustainability and corporate social responsibility matters, succession planning, annual evaluations, orientation programs and director compensation.

When appropriate, the Committee may select, retain and terminate, at its sole discretion, independent consultants, independent legal counsel or other advisors to advise the Committee at the Company's expense. The Committee shall have sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any advisors. The Committee shall regularly report to the Board.

MEETINGS

The Committee will meet as needed but at least two 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 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.

RESPONSIBILITIES

The Committee is responsible for assisting the Board with the matters described in the Statement of Policy.

The following shall be the principal duties and responsibilities of the Committee. These are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

Director Nominations and Committee Membership:

1. The Committee shall annually recommend nominees to the Board for a vote of the shareholders, and, as needed, recommend nominees to fill vacancies on the Board consistent with the criteria established by the Committee for Board membership and the bylaws of the Company. While it is appropriate for the Chief Executive Officer to meet with potential director nominees, the final responsibility for recommending director nominees to the Board shall rest with the Committee.
2. 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.
3. The Committee shall maintain and update a set of criteria for Board membership that includes, among other things, a diversity of background and skills for the Board, a balanced representation of the best interests of the Company's shareholders as a whole, rather than special constituencies, and a lack of conflicts of interest. The Committee shall periodically review the criteria for Board membership with the Board.
4. The Committee shall assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Company's Corporate Governance Guidelines, the Rules of the NASDAQ Stock Market or any other applicable regulatory requirements.
5. 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.
6. The Committee shall also recommend members of committees of the Board, including recommending committee chairs. These responsibilities include establishing criteria for Board and committee membership, considering rotation of committee members, reviewing candidates' qualifications and any potential conflicts with the Company's interests, assessing the contributions of current directors in connection with their renomination, and making recommendations to the full Board.
7. 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.
8. The Committee shall develop and oversee a Company orientation program for new directors and a continuing education program for current directors, and periodically review these programs and update them as necessary.

Governance Matters:

9. The Committee shall advise the Board on environmental, social and governance matters that are of strategic significance to the Company.
10. The Committee shall provide oversight of the Company's sustainability, corporate social responsibility and corporate citizenship matters and maintain an informed status on such matters through discussions and receipt of reports from management.

Director Compensation:

11. 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).

Executive Officer Matters:

12. 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 "Succession Plan"). The Committee shall review the Succession Plan from time to time with management and recommend to the Board for approval any changes to, or candidates for succession under, the Succession Plan. 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.
13. The Committee shall facilitate the annual evaluation of the Chief Executive Officer, and shall coordinate such evaluation with the Board.

Other Authorities and Responsibilities:

14. The 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.
15. The Committee shall have the responsibility to review at least annually and recommend to the Board changes to this Charter and the Company's Corporate Governance Guidelines. In addition, the Committee shall review its own performance on an annual basis.
16. The Committee shall fulfill such other duties and responsibilities as may be assigned to the Committee by the Board and/or Chairman of the Board.

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