

HENRY SCHEIN, INC.

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

as of February 11, 2013

This document sets forth the policy of Henry Schein, Inc. (the “Company”) concerning the operation of the Company’s Audit Committee (the “Committee”).

Audit Committee Purpose and Role

The Committee serves to assist the Board of Directors (the “Board”) by overseeing the Company’s accounting and financial reporting processes and the audits and integrity of the Company’s financial statements. Additionally, the Committee oversees those aspects of risk management and legal and regulatory compliance monitoring processes, which may impact the Company’s financial reporting.

The Committee may adopt such procedures as it deems appropriate and necessary to carry out the duties and responsibilities of the Committee. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct the audits or to determine that the Company’s financial statements are complete and accurate and prepared in accordance with GAAP. This is the responsibility of management and the independent registered public accounting firm.

Composition

The Committee will be comprised of at least three independent directors. The members of the Committee shall be appointed by the Board of Directors of the Company. All members of the Committee shall meet independence, experience and financial literacy requirements as defined by applicable regulations. The Committee will have at least one member who meets the definition of an “audit committee financial expert,” also as defined by applicable regulations.

Meetings

The Committee shall meet at least four times each year, or more frequently as circumstances require. The Committee shall hold separate meetings periodically with management, internal auditors and the independent registered public accounting firm. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary or desirable.

Responsibilities and Duties

The Committee shall have the responsibilities and duties set forth below.

Duties Relating to the Independent Registered Public Accounting Firm

1. Assume direct and sole responsibility for the appointment, compensation, oversight and termination of the independent registered public accounting firm

(including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. In particular, the Committee shall:

- a. Recommend to the Board the appointment of the independent registered public accounting firm, who shall report directly to the Committee.
 - b. Approve the fees to be paid to the independent registered public accounting firm. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accounting firm and to any separate advisors retained by the Committee.
2. Confirm and assure the independence of the independent registered public accounting firm and the objectivity of the internal auditors.
 3. Pre-approve all audit services and permissible non-audit services, as defined and limited by applicable regulations, to be performed by the independent registered public accounting firm. The Committee may delegate pre-approval of audit and non-audit services to one or more members of the Committee. Such members must then report to the full Committee at each scheduled meeting whether such members pre-approved any audit or non-audit services. The Committee shall report any pre-approved non-audit services to the Board so the Company can include the information in its periodic reports.
 4. At least annually, obtain and review a formal written statement by the independent registered public accounting firm describing all relationships between the independent registered public accounting firm and the Company, consistent with the Public Company Accounting Oversight Board Rule 3526 (Auditor Independence). The Committee shall actively engage in a dialogue with the independent registered public accounting firm to the extent such report discloses any material issues, relationships or services that may impact the performance, objectivity or independence of the independent registered public accounting firm and take, or recommend that the full Board take appropriate action to oversee the independence of the independent registered public accounting firm.
 5. At least annually, obtain and review a report by the independent registered public accounting firm addressing: (i) the independent registered public accounting firm's internal quality-control procedures; and (ii) any material issues raised by the most recent Public Company Accounting Oversight Board Inspection, internal quality-control review, or peer review of the independent registered public accounting firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the independent registered public accounting firm and any steps taken to deal with any such issues.

6. Discuss the Company's annual audited financial statements and quarterly financial statements, including the assessment of the integrity of such financial statements, with management and the independent registered public accounting firm, including the Company's financial and non-financial disclosures.
7. Conduct discussions with the Company and the independent registered public accounting firm regarding the registered public accounting firm's evaluation of the quality of the Company's accounting principles and essential estimates in its financial statements, as well as new or changed accounting policies, the effect of regulatory and accounting initiatives, significant judgments, uncertainties, or unusual or off-balance sheet transactions, and other matters covered by applicable regulations and audit standards. This dialogue will include discussion of the consistency, clarity and completeness of the financial statements and related disclosures.
8. Review reports and other materials prepared by the independent registered public accounting firm concerning (i) all critical accounting policies and practices to be used, (ii) all alternative treatments of financial information within GAAP for policies and practices related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent registered public accounting firm, and (iii) other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences, as well as other disclosures required by the Public Company Accounting Oversight Board.
9. Ensure that the audit of the Company's financial statements was conducted in a manner consistent with applicable regulations.
10. Review with the independent registered public accounting firm any audit problems or difficulties and management's response to such matters.

Duties Relating to the Internal Audit Function, Review and Assessment of Internal Controls

11. Review risks relating to the financial statements, auditing and financial reporting process, key credit risks, liquidity risks and market risks. Discuss with management policies and programs with respect to risk management and risk assessment, including steps taken to monitor and control such exposure, and report the results of the review to the full Board.
12. Review on an annual basis the management Internal Control Report which:
 - a. states management's responsibility for establishing and maintaining an adequate internal control structure and procedures for financial reporting; and
 - b. contains an assessment, as of the end of the most recent fiscal year, of the internal control structure and procedures for financial reporting.

13. Establish procedures for the (i) receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters and (ii) confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
14. Consider and review with the independent registered public accounting firm and the internal auditors:
 - a. the adequacy of the Company's and its subsidiaries internal controls, including computerized information system controls and security; and
 - b. related findings and recommendations of the independent registered public accounting firm and internal audit together with management's responses.
15. Review and approve all related-party transactions as defined by applicable regulations.
16. Review the Company's financial statements on both a quarterly and annual basis and discuss such financial statements with the CEO and CFO prior to each filing of the Company's reports. In particular, the Committee shall discuss (i) significant deficiencies in the design or operation of the Company's internal controls that could adversely affect the Company's ability to gather and report financial data and (ii) any fraud involving management or employees who have significant roles in the Company's internal controls, and provide the information necessary to enable the CEO and the CFO to provide required SEC certification.
17. Oversee the maintenance of the Company's internal audit function. In addition to reporting to management, the internal auditors shall also report to the Audit Committee.

Annual Duties of the Audit Committee

18. Prepare a report for the annual meeting proxy that states:
 - a. whether the Committee has reviewed and discussed the financial statements with management;
 - b. whether the Committee has discussed with the independent registered public accounting firm their evaluation of the quality of the Company's financial reporting;
 - c. whether the Committee has reviewed the required independence disclosures and related communications from the independent registered public accounting firm and has discussed the independent registered public accounting firm's independence with the independent registered public accounting firm; and

- d. based on the review of (a)-(c) above, whether the Committee recommended to the Board that the Company's financial statements be included in its public filing.
19. Report regularly to the Board.
 20. Conduct an annual review of the Committee's performance, review and reassess the adequacy of the Committee's charter annually and recommend any changes to the Board for approval.

Other Duties

21. Discuss with management all earnings press releases as well as financial information and earnings guidance provided to analysts.
22. Review legal and regulatory matters with the Company's General Counsel, other legal counsel or other Company personnel that may have a material impact on the financial statements or the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
23. Separately engage independent counsel and other advisors as the Committee determines necessary to carry out its duties.
24. Consider such other matters in relation to the financial affairs of the Company and its accounts, and in relation to the internal and external audit of the Company as the Committee may, in its discretion, determine to be advisable.

The Committee may diverge from the specific activities outlined throughout this Charter as appropriate if circumstances, as determined in the reasonable judgment of the Committee, warrant or if regulatory requirements change. In addition to these activities, the Committee will perform such other functions as necessary or appropriate under law, regulations, stock exchange rules, Company charter, by-laws, resolutions and other directives of the Board or as determined by the Committee to be reasonably appropriate to accomplish the purpose of the Audit Committee.