

DENTSPLY SIRONA Inc.
Corporate Governance and Nominating Committee Charter

I. PURPOSE

The primary function of the Corporate Governance and Nominating Committee (“Committee”) is to assist the Board of Directors (the “Board”) of DENTSPLY SIRONA Inc. (the “Company”) in the establishment of criteria for the selection and nomination of Board members and to establish policies and procedures for the governance of the Company and the Board. The Company is committed to a policy of inclusiveness, and as such, in performing its responsibilities to review director candidates and recommend candidates to the Board for election, the Governance Committee should ensure that candidates with a diversity of experience, ideas, race, ethnicity and gender are included in each pool of candidates from which Board nominees are chosen. The Committee shall report to the Board on matters relating to the activities of the Committee.

II. ORGANIZATION

- A. **Members.** The Committee shall consist of directors who are independent, as defined by The NASDAQ Stock Market LLC (“NASDAQ”) and Securities and Exchange Commission rules, and are free from any relationship with the Company or management of the Company that, in the opinion of the Board, as evidenced by its election of such Committee members, would interfere with the exercise of independent judgment as a Committee member.

- B. **Meetings.** The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chairman of the Committee and/or management of the Company and maybe conducted in person or telephonically. A majority of the members of the Committee shall constitute a quorum. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide information as necessary. Written minutes of each meeting shall be duly filed in the Company records. Reports of meetings of the Committee shall be made to the Board accompanied by any recommendations for matters that require approval of the Board.

III. FUNCTIONS

- A. The Committee shall have the following specific responsibilities, which such responsibilities shall be exercised subject to and in accordance with the Company’s By-Laws (including Article VII thereof) and Corporate Governance Guidelines/Policies:

Review the qualifications of and recommend to the Board (i) those persons to be nominated for membership on the Board who shall be submitted to the shareholders for election at each Annual Meeting of Shareholders, including consideration of candidates recommended by shareholders in accordance with the By-Laws and procedures of the Company and (ii) the nominees for directors to be elected by the Board to fill vacancies and newly created directorships;

Establish criteria for membership on the Board of Directors and its Committees, such as experience, business interests, diversity and qualifications for membership on Board Committees and actively consider for selection as Directors those persons who possess a diversity of experience, ideas, race, ethnicity and gender;

Evaluate Company policies relating to the recruitment of directors and aid in recruiting and attracting qualified candidates to serve on the Board;

Consider and appraise the performance of incumbent members of the Board in the context of determining whether to recommend that they be nominated for re-election;

Assess and make recommendations to the Board concerning (i) the size and composition of the Board and (ii) the size and composition of Committees of the Board;

Recommend appointments of directors as members and chairs of Committees of the Board;

Periodically review and recommend changes to the Company's Corporate Governance Guidelines/Policies;

Establish policies and procedures applicable to directors and executive officers regarding related party transactions (as required to be disclosed by item 404(a) of Regulation S-K), including the review and approval of such transactions;

Review and approve service by executives of the Company on outside boards of profit and non-profit organizations, as it deems appropriate, and in such process designate whether it is service which is requested or required by the Company;

Review the compensation of the members of the Board for services as a director or member of any Committee of the Board and make recommendations to the Board concerning the fixing of such compensation;

Review insurance and indemnification for Directors and Officers of the Company and make recommendations to the Board regarding such matters;

Review periodically new legislation, regulations and other developments relating to governance of the Company and the Company's Code of Conduct, and make recommendations to the Board for any changes, amendments and modifications to the Code of Conduct that the Committee determines appropriate;

Review and report to the Board annually concerning Board member independence, as defined by the NASDAQ rules;

Periodically perform an evaluation of the performance of the Board;

Direct and manage the evaluation of the functioning of the Board in accordance with procedures established by the Board and make recommendations to the Board on implementation of changes; and

Review proposals received from shareholders for consideration by the Board or inclusion in the Company's Proxy Statement and recommend to the Board, as necessary, the handling and response to such proposals.

Review and assess the adequacy of this Charter on an annual basis. Also review on an annual basis the Charters for all other Committees of the Board and consultant with the Committee Chairmen to recommend any changes to the Board for approval.

Monitor compliance with quality assurance and quality regulatory standards in the areas of research, registration, manufacturing, product integrity and labelling and product safety.

The Committee may retain, at the Company's expense, such independent counsel or other consultants or advisors as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

