

DENTSPLY SIRONA INC.

CORPORATE GOVERNANCE GUIDELINES/POLICIES

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DENTSPLY SIRONA INC.
CORPORATE GOVERNANCE GUIDELINES/POLICIES

The following Corporate Governance Guidelines have been adopted by the Board of Directors of DENTSPLY SIRONA Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making both at the Board and management level. These Corporate Governance Guidelines shall be reviewed by the Board, through the Corporate Governance and Nominating Committee (or successor thereof) (the “Governance Committee”), on a periodic basis and are subject to modification from time to time by the Board in accordance with the By-Laws of the Company.

I. Functions/Responsibilities of the Board of Directors

The Directors oversee and direct the management of the business and affairs of the Company in accordance with the Delaware General Corporation Law and as set forth in the Company’s By-Laws. Directors shall discharge the duties of their positions in good faith, in a manner reasonably believed to be in the best interests of the Company and with such care, skill and diligence, including reasonable inquiry as a person of ordinary prudence would use under similar circumstances. The responsibility of the Board of Directors is to supervise and direct the management of the Company. To that end, the role of the Board of Directors (references to the Board include the Committees of the Board, as applicable) shall include, but not be limited to:

- (1) The selection, appointment and regular evaluation of the performance, and approval of the compensation of, the Chief Executive Officer and, with the advice of the Chief Executive Officer, the principal senior executives;
- (2) The development of plans for succession with respect to the position of Executive Chairman and Chief Executive Officer, and monitoring succession planning for other key executives;
- (3) Oversight of the conduct of the Company’s business and evaluation of whether the business is being properly managed;
- (4) Review and, where appropriate, approval of the Company’s objectives, plans and actions, including its longer term strategic plans;
- (5) Review of the Company’s financial statements;
- (6) Assessment of major risk factors relating to the Company and its performance, and review of measures taken or intended to be taken to address and mitigate such risks;
- (7) Reviewing and assessing the processes and policies in place for maintaining the integrity of the Company, including the integrity of its financial statements, the integrity of its compliance with law, ethics and the Company’s own Code of Business Conduct and Ethics, and the integrity of its relationships with employees, customers and suppliers; and

(8) Maintenance of, and the Audit Committee will oversee compliance with, the Company's Code of Business Conduct and Ethics.

II. Selection/Service of Board Members

A. Identification. The responsibility for the selection of new Directors resides with the Board and stockholders. The identification, screening and recommendation process has been delegated to the Governance Committee, which reviews candidates for election as Directors, recommends candidates to the Board to fill vacant Board seats and annually recommends a slate of Directors for approval by the Board and election by the stockholders of the Company.

B. Non-Discrimination. 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 candidates with a diversity of race, ethnicity and gender are included in each pool of candidates from which Board nominees are chosen. Potential candidates for membership on the Board and Committees of the Board shall not be denied consideration by reason of race, gender, religion, color or ethnicity, nor shall any candidate be approached or selected solely because of any such reason.

C. Independence. The Board shall be comprised of a majority of independent Directors, and no less than are required by NASDAQ or applicable law. Independence shall be defined as provided by the rules and regulations of NASDAQ and the Securities Exchange Commission ("SEC") law. The Board, in consultation with the Company's Secretary, shall undertake an annual review of the independence of all non-employee Directors. In advance of the meeting at which this review occurs, each non-employee Director shall provide to the Company for presentation to the Board, full information regarding the Director's business and other relationships with the Company and its affiliates, and with senior management and their affiliates, to enable the Board to evaluate the Director's independence.

Directors have an affirmative obligation to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as "independent." This obligation includes all business relationships between Directors, their immediate families and organizations in which they perform a material function, and the Company and its affiliates or members of senior management and their affiliates, whether or not such business relationships are subject to the approval requirement set forth elsewhere in these Guidelines.

D. Criteria for the Nomination:

1. The Governance Committee shall actively consider for selection as Directors those persons:
 - a. who possess a diversity of experience, gender, race and ethnicity;

- b. who possess strong personal and professional ethics, and high standards of integrity and values;
 - c. who have the proven ability and experience to bring informed, thoughtful and well-considered opinions to corporate management and the Board;
 - d. who have the competence, maturity and integrity to monitor and evaluate the Company's management, performance and policies;
 - d. who have the willingness, commitment and availability to devote the necessary time and effort required for service on the Board;
 - e. who have the capacity to provide additional strength and diversity of view to the Board and its activities;
 - f. who have the necessary measure of communication skills and self-confidence to ensure ease of participation in Board discussion;
 - g. who hold or have held a senior position with a significant business enterprise or a position of senior leadership in an educational, medical, religious, or other non-profit institution or foundation of significance;
 - h. who have professional and academic experience relevant to the Company's industry;
 - i. who have experience as a board member of another publicly held company; and
 - j. who meet the requirements of Article VII of the Company's By-Laws.
2. Persons who have attained the age of 75 shall not be eligible for election or re-election as a Director.
 3. Any Director who (i) retires from; or (ii) discontinues their active employment with the business or other enterprise with which they were primarily affiliated at the time of their most recent election to the Board; or (iii) incurs a significant change in responsibilities, title or activities since their most recent election to the Board, shall submit their resignation upon the occurrence of any of the aforesaid events. The Governance Committee will review the effects of this change upon the interests of the Company and recommend to the Board whether to accept such resignation. If such resignation is not accepted, it shall be deemed rejected.
 4. It is the responsibility of each Director to advise the Corporate Secretary of any actual or potential conflict of interest, as well as any affiliation with public or privately held enterprises, including for profit and non-profit entities, that may create a potential conflict of interest, embarrassment to the Company or inconsistency with the Company's policies or values.

E. Number of Board Seats.

1. The Company does not have a policy specifying a maximum number of other company boards upon which a Director may sit. However, it is recognized that other activities of Board members, including service on multiple Boards, could affect the ability of a Director to effectively serve on the Company's Board and therefore, no director shall accept a position on another Board which would result in the Director sitting on more than three (3) Boards, without prior review and approval of the Governance Committee.
2. Directors are expected to advise the Chairman of the Board and the Chairman of the Governance Committee in advance of accepting any other company directorship or any assignment to the audit committee or compensation committee of the board of directors of any other company.

F. Size of Board. The By-laws of the Company provide that the size of the Board of Directors shall consist of not more than thirteen (13) Directors. The Board shall determine the number of Directors as deemed appropriate by the Board, subject to the Company's By-laws.

III. Term

- A. Normal Terms. Directors shall hold office from the time of their election and qualification and shall serve until the next annual meeting of stockholders and until the election and qualification of their successor or until such Director's earlier death, resignation, disqualification or removal. Any open Director position in the Board for any reason, including a vacancy resulting from an increase in the specific size of the Board, may be filled by action of the Board of Directors in accordance with the By-Laws of the Company.
- B. Management Director Resignation. A Director who also is an officer of the Company, who either resigns or retires their officer position, shall simultaneously submit their resignation as a Director, acceptance of which shall be at the discretion of the Board.
- C. Term Limits. The Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.
- D. Retirement. A Director who attains the age of 75 shall be required to retire from the Board at the next Annual Stockholders' meeting.

IV. Stock Ownership of Directors

It is the policy of the Board that all Directors hold an equity interest in the Company. Toward this end, the Board expects that all Directors own, or acquire within five years of first becoming a Director, shares of common stock of the Company (including share units held under the Company's Board of Directors Deferred Compensation Plan, or any successor plan, and restricted stock units, but not including stock options) having a market

value of at least five times the annual retainer paid to Board members. The Board recognizes that exceptions to this policy may be necessary or appropriate in individual cases, and may approve such exceptions from time to time as it deems appropriate.

V. Board Meetings

- A. Scheduling of Meetings. The Chairman, in consultation with other members of the Board, shall determine the timing and length of the meetings of the Board. The Board expects that five to six meetings per year at appropriate intervals are generally desirable for the performance of the Board's responsibilities. In addition to regularly scheduled meetings, additional Board meetings may be called upon appropriate notice at any time to address specific needs of the Company. A special meeting of the Board may be called at any time by the Chief Executive Officer, the Chairman or by members of the Board of Directors constituting no less than three-fourths (3/4) of the total number of directors then in office. Participation in meetings may be by means of conference telephone with the prior authorization from the Chairman.
- B. Agenda. The Chairman and Chief Executive Officer, in conjunction with the Lead Independent Director, shall establish the agenda for each Board meeting. Each Director shall be entitled to suggest the inclusion of items on the agenda, request the presence of any member of the Company's senior management, or at any Board meeting raise subjects that are not on the agenda for that meeting. Subject to reasonable exception, Directors shall be advised of significant agenda items and shall be furnished with appropriate supporting materials, including minutes of Board and Committee meetings, in advance of meetings of the Board and Committees of the Board.
- C. Management Presentations. Management shall make presentations to the Board on the performance, operations, strategies and significant activities of the Company.
- D. Executive Sessions. The Board will generally meet in Executive Session at each meeting and in any event, in Executive Sessions of the independent Directors no less than twice a year. Executive Sessions of the independent Directors will be chaired by the Lead Independent Director.

VI. Attendance

- A. Board Meetings. It is expected that Board Members spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, Board Members are expected to regularly prepare for and attend every Board Meeting and meetings of their respective Committees (including separate meetings of the independent Directors), with the understanding that, on occasion, a Director may be unable to attend a meeting. A Director who is unable to attend a Board Meeting or a meeting of their respective Committees is expected to notify the Chairman or the applicable Committee Chair in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting.

B. Annual Stockholders Meeting. It is expected that Board Members will attend the Annual Stockholders Meeting, either in person, electronically or telephonically.

VII. Chairman of the Board

A. Subject to and in accordance with the By-laws of the Company, the Chairman of the Board shall be elected by and serve at the pleasure of the Board of Directors. The Board has no policy restricting the Chief Executive Officer from serving as the Chairman.

B. The Chairman shall schedule board meetings and call meetings.

C. The Executive Chairman shall be designated the Chairman of the Board until such time as the Board determines otherwise in accordance with Section 3 of Article VII of the By-Laws of the Company (if such provision is applicable at such time).

VIII. Roles and Responsibilities: Executive Chairman and Chief Executive Officer

A. The roles and responsibilities of the Executive Chairman and the Chief Executive Officer are set forth in the By-laws of the Company and on Exhibit A to these Corporate Governance Guidelines.

IX. Lead Independent Director

An independent Director shall act in a lead capacity to perform certain functions (“Lead Independent Director”) as outlined below. Except as otherwise provided in and subject to the By-laws of the Company, for so long as the Chairman of the Board is also an officer or employee of the Company (i.e., an Executive Chairman), or for any other reason is not an independent director, then the independent directors of the Board of Directors shall annually elect one of the independent directors to serve as the Lead Independent Director and shall fill any vacancy in the position of Lead Independent Director, when applicable, at such time and in such manner as the independent directors of the Board of Directors shall determine, provided that the Lead Independent Director may only be selected from among the independent directors.

The Lead Independent Director’s responsibilities are to:

- (a) call for and preside at Executive Sessions of the independent Directors;
- (b) provide the Chairman with input into the agenda for Board meetings, and on other matters as deemed appropriate by the Board, or on behalf of the independent Directors, and recommend the agenda for Executive Sessions of independent Directors, to the extent deemed necessary;
- (c) be available for consultation with other Directors, and apprise the Chairman and the Chief Executive Officer, as appropriate, of activities of the Board in Executive Sessions of the independent directors;
- (d) lead succession planning with respect to the Chief Executive Officer; and

(e) lead the evaluation and performance of the Chief Executive Officer.

X. Board Committees

A. Generally. Standing and/or temporary committees may be appointed by the Board from time to time. The Board may vest committees with such power and authority as the Board determines appropriate, subject to such limitations as are set forth in the Delaware General Corporation Law and the Company's Certificate of Incorporation and By-Laws. In general, Committees of the Board focus on issues that may require more in-depth time or attention than could be consistently provided by the full Board. There are currently three standing committees:

Audit & Finance Committee ("Audit Committee")

Human Resources Committee ("HR Committee")

Corporate Governance and Nominating Committee ("Governance Committee")

B. Charters. Each standing Committee shall have a written charter of responsibilities, duties and authorities, which shall periodically be reviewed by the Board. Each Committee shall report to the full Board with respect to its activities, findings and recommendations.

C. Advisors. Each Committee shall have full power and authority to retain the services of such advisors and experts, including counsel, as the Committee deems necessary or appropriate with respect to specific matters within its purview.

D. Committee Assignments. Subject to and in accordance with the By-laws of the Company, the Governance Committee, after consideration of the desires, experience and expertise of individual Directors, shall recommend to the Board the assignment of Directors to Committees, including the designation of Committee Chairs. In acting upon such recommendation and report, the full Board shall give consideration to the following objectives:

- the target size of each Committee is three or more members, unless circumstances call for an exception;
- a Committee Chair shall stay on the Committee for one year after stepping down as the Chair; and
- the Audit, Human Resources and Governance Committees shall be composed entirely of independent Directors.

E. Committee Meetings. Each Committee Chair, in consultation with the Chairman of the Board, Committee members and management of the Company shall establish agendas and set meetings at the frequency and length appropriate and necessary to carry out the Committee's responsibilities. At each Board meeting, the relevant Committee Chair or his or her delegate will report the matters considered and acted upon by such Committee at each meeting or by written consent since the preceding Board meeting, except to the extent

covered in a written report to the full Board. Any Director who is not a member of a particular Committee may attend any Committee meeting with the concurrence of the Committee Chair or a majority of the members of the Committee.

XI. Compensation

Directors who are not also officers of the company shall be appropriately compensated for their service on the Board. This compensation shall take into consideration the amount of time required to be devoted to Board activities, the fiduciary responsibility of such positions and the competitiveness of the compensation levels. Compensation is subject to change at the discretion of the Board. The current composition of compensation paid to Outside Directors shall be comprised of an annual Board retainer fee, annual Committee retainer fees, Committee Chair and Lead Independent Director fees, all paid quarterly; and an equity incentive component under the Company's Equity Incentive Plan(s). The Company has adopted a deferred compensation plan which allows Directors to defer payment of their Board compensation. This plan and Director compensation may be changed from time to time by action of the Board.

Except as otherwise permitted by the applicable NASDAQ rules, members of the Audit Committee and the HR Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

XII. Self-Evaluation by the Board

The Governance Committee will manage a self-assessment process of the Board's performance as well as follow up on self-assessments performed by the Committees of the Board, the results of which will be discussed with the full Board, including reviewing and recommending to the Board changes identified by the Committees. The Governance Committee will also utilize the results of this self-evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

XIII. Director Education

The Company shall assist the Board by providing appropriate orientation programs for new Directors, which shall be designed both to familiarize new Directors with the full scope of the Company's businesses and to assist them in developing and maintaining skills necessary or appropriate for the performance of their responsibilities. The Board and the Company's management shall similarly work together to develop and periodically implement appropriate continuing education programs for Board members. Directors are expected to expend the time and effort necessary to remain well-informed about the Company's business and operations and general business and economic trends affecting the Company.

XIV. Expenses

Directors shall be reimbursed for ordinary, necessary and reasonable expenses incident to their service on the Board and to their attendance at meetings of the Board, Committees of the Board and the annual stockholders meeting. Requests for reimbursement for expenses over \$75.00 must be accompanied by a receipt for such expenses. Directors shall be reimbursed for air travel expenses not exceeding the first-class commercial air travel rate. All such requests are to be forwarded to the Secretary of the Company for processing.

XV. Capital Expenditures & Acquisitions

Management shall submit to the Board an Annual Capital Expenditure Budget for Board approval at the same time the Annual Operating Budget is submitted.

While the Capital Expenditure Budget will outline anticipated projects, the projects may change at the discretion of management as long as total annual capital expenditures do not exceed the total Annual Budget and subject to the individual expenditure approval levels established by the Board. If management anticipates that expenditures will exceed the amount budgeted, it must obtain Board approval for amounts that exceed the approved budget.

Management authority to approve funding for individual capital expenditures, sale of assets and acquisitions is as follows:

Up to \$25 million	Chief Executive Officer, and other executives with the direction of the Chief Executive Officer
Greater than \$25 million	Board of Directors

XVI. Communications

- A. Communications With Management. As the role of the Board is oversight of management and not directing the operations of the Company, in general, Board members should communicate principally with the Chief Executive Officer and other senior management of the Company. Board members should carefully consider any communications with Company employees to ensure it is an appropriate subject for communication.
- B. Communications to Board. All Board members, including their Committee assignments, are identified each year in the Company's Proxy Statement. Communications which are intended for Board members can be sent to the Company's Secretary at the Company's Headquarters for delivery to individual Board members. Mail received will be delivered to the respective Board member to which the communication is addressed. Mail addressed to "Outside Directors" or "Non-Management Directors" will be forwarded or delivered to the Chairman of the Governance Committee. Mail addressed to the "Board of Directors" will be forwarded or delivered to the Chairman of the Board.

- C. Communications with Third Parties. To help shield directors from general questions from media representatives and others, it is the Company's policy that directors should respond by indicating that, as a general matter, the Company's spokesmen are the Chairman or the Chief Executive Officer or their designees and that comments on behalf of the Company would come from such a person.
- D. Confidentiality. Directors should at all times maintain the confidentiality of sensitive or proprietary Company information in accordance with the Board Confidentiality Policy set forth on Exhibit B to these Corporate Governance Guidelines.
- E. Director Nominations. The Directors welcome and are willing to consider recommendations from stockholders for Director nominations. Stockholders desiring to make candidate recommendations for the Board may do so by submitting nominations to the Company or the Company's Governance Committee, in accordance with the Company's Bylaws and addressed to the Corporate Secretary or to the Chairman of the Governance Committee at the following address: DENTSPLY SIRONA Inc., 221 West Philadelphia Street, York, Pennsylvania 17405-0872.

**THESE GUIDELINES/POLICIES, INCLUDING ANY EXHIBITS ATTACHED
HERETO, SHALL BE SUBJECT TO CHANGE AS REQUIRED BY LAW OR AS
DEEMED APPROPRIATE BY THE BOARD OF DIRECTORS IN ACCORDANCE
WITH THE BY-LAWS OF THE COMPANY.**

Exhibit A to Corporate Governance Guidelines/Policies

Roles and Responsibilities: Executive Chairman and Chief Executive Officer

The role of the Executive Chairman will require a level of active engagement in the Company to remain informed and knowledgeable of the operations of the Company, including the integration efforts. This engagement cannot undermine the authority of the CEO, but must be developed in concert with the CEO to accomplish the goals of the Company. The CEO will have the general charge and control over the business, affairs and personnel of the Company, having authority and responsibility for the core operational, strategic and organizational aspects of the business.

Subject to the foregoing principles the Roles and Responsibilities of the Executive Chairman shall be as follows:

The Executive Chairman leads the Board of Directors of the Company. The CEO reports to the Board of Directors through and in consultation with the Executive Chairman. The Executive Chairman is an employee of the Company and will take an active role in matters beyond the Board of Directors, in partnership with the CEO. The two executives will develop a supportive and collaborative relationship that will be driven by shared chemistry and strong trust, and utilize the strengths and talents of both executives to advance the strategic priorities of the Company.

The Executive Chairman will support the CEO's leadership of the company and work in partnership with the CEO: (i) in the development and monitoring of the strategic direction of the Company, (ii) in connection with M&A and capital allocation and financial structure matters and (iii) regarding the integration and synergy achievement of the combined Company, including the Company's One Initiative efficiency program, while maintaining the best attributes of each Company.

The Executive Chairman will remain knowledgeable of and informed on operational matters, and will provide guidance and input on such matters, provided that the involvement does not undermine the authority of the CEO. The Executive Chairman will work closely with the CEO to merge the talent and cultures of the combined Companies. The Executive Chairman will work together with the CEO and provide counsel in the CEO's selection of senior management, including the structure of the management team of the Company (segments, etc.). The Executive Chairman will provide mentoring to senior management, as requested by the CEO.

The Executive Chairman will participate in and collaborate with and support the CEO in matters concerning: (i) industry relationships, (ii) investor relations and (iii) communications with shareholders and the financial community, as agreed to by the CEO and Executive Chairman.

The Executive Chairman will (i) oversee meetings of the Board and lead the annual meeting of the Company's shareholders, (ii) set the Board agenda with regard to all matters within the purview of the Board and develop the Board meeting schedule in concert with the CEO, (iii) attend Committee meetings in the Executive Chairman's discretion, (iv) facilitate discussions among Board members and foster a collaborative meeting environment,

(v) ensure Board members receive accurate, timely and clear information, (vi) oversee a program for Board performance, (vii) lead executive sessions among outside directors, (viii) meet with the CEO one on one to discuss executive session and provide feedback and critique to the CEO and (ix) advise the Board on the CEO succession plan, if relevant.

Exhibit B to Corporate Governance Guidelines/Policies

Board Confidentiality Policy

Pursuant to their fiduciary duties of loyalty and care, Directors are required to protect and hold confidential all non-public information obtained due to their directorship position absent the express or implied permission of the Board to disclose such information.

Accordingly,

- (i) no Director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and
- (ii) no Director shall disclose Confidential Information outside the Company (which prohibits a Director designated by any other person or entity from disclosing Confidential Information to such person or entity), either during or after his or her service as a Director of the Company, except with authorization of the Board or as may be otherwise required by law (in which event a Director shall promptly advise the Chairman of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information).

“Confidential Information” is all non-public information entrusted to or obtained by a Director by reason of his or her position as a Director of the Company. In addition to information regarding Board meetings or deliberations, Confidential Information includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company or its customers, suppliers or joint venture partners if disclosed, such as:

- non-public information about the Company’s financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers and acquisitions, stock splits and divestitures;
- non-public information concerning possible transactions with other companies or information about the Company’s customers, suppliers or joint venture partners, which the Company is under an obligation to maintain as confidential; and
- non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors.

This Board Confidentiality Policy shall be strictly enforced and violations will be dealt with promptly. On election to the Board, each Director shall be required to submit an advance resignation letter, in a form satisfactory to the Company, that would become effective upon (1) a determination by the Board that the Director violated any provision of this Board Confidentiality Policy and (2) the Board’s acceptance of such resignation.