

DENTSPLY SIRONA INC. AUDIT AND FINANCE COMMITTEE CHARTER

I. PURPOSE

The primary function of the Audit & Finance Committee (the “Committee”) is to assist the Board of Directors (“the “Board”) of DENTSPLY SIRONA Inc. (the “Company”) in fulfilling its oversight responsibilities related to corporate accounting and financial reporting disclosures, corporate financing activities, treasury activities, information technology activities, internal audit activities, risk management activities relating to financial matters, including corruption and bribery laws (e.g., the FCPA and the UK Bribery Act), and the Company’s process for monitoring compliance with laws and regulations and the Company’s Code of Conduct. It shall be the policy of the Committee to maintain free and open communication between the Board, the registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company’s annual report on Form 10-K or for performing other audit, review or attest services for the Company (referred to herein as the “independent auditor”), the internal auditors and the management of the Company.

II. ORGANIZATION

- A. **Members.** The Committee shall be composed of directors who are independent, as defined by the Securities and Exchange Commission (the “SEC”) and The NASDAQ Stock Market LLC (“NASDAQ”), and are free of any relationship that, in the opinion of the Board, as evidenced by its election of such members, would interfere with their exercise of independent judgment as a Committee member. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of NASDAQ, and any other additional requirements the Board deems appropriate. The Committee shall be composed of not less than three members. At least one member of the Committee must be designated by the Board as the “audit committee financial expert,” as defined by the SEC pursuant to the Sarbanes-Oxley Act of 2002 (the “Act”).
- B. **Meetings.** The Committee shall meet as often as necessary to carry out its responsibilities, but no fewer than four (4) times per year. Meetings may be called by the Chairman of the Committee and/or management of the Company. 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. The Committee will meet privately from time to time with representatives of the Company’s independent auditor, the internal auditor the head of the Company’s compliance function, and management. Reports of meetings of the Committee shall be made to the Board accompanied by any recommendations for matters that require approval of the Board. Written minutes of meetings shall be duly filed in the Company’s records.

III. FUNCTIONS

- A. **Financial Oversight and Reporting.** The Committee shall have the role and responsibility for monitoring and overseeing the management, gathering and reporting of financial data and information, which shall include:
1. The appointment, compensation, retention and oversight of the independent auditor, who will report directly to the Committee;

2. Review and approve the plans for, scope and results of the annual audit with the independent auditor, address any significant financial reporting issues that arose during the audit and their resolution, and recommend to the Board the Company's financial statements for inclusion in the Annual Report on Form 10-K;
3. Review and approve the Company's independent auditor's annual engagement letter, including the proposed fees contained therein, as well as all audit and permitted non-audit engagements and relationships between the Company and such independent auditor as provided in the Act and the SEC rules and regulations promulgated thereunder. Approval of audit and permitted non-audit services will be made by the Committee or by the Chairman of the Committee and the Chairman shall report such approval to the Committee at the next scheduled meeting for ratification by the Committee;
4. Review with the Board the performance of the Company's independent auditor, including the lead partner of the independent auditor.
5. Evaluate the independence of the Company's independent auditor in accordance with SEC rules and regulations;
6. Review, approve and make recommendations to management concerning the plans, scope, budget, staffing, and results for the internal audit function and address any significant issues raised by the internal audit function;
7. Review with management, the Company's independent auditors and the director of the Company's internal auditing department critical accounting policies and practices, significant developments in accounting rules and recommended changes in the Company's methods of accounting and application of such practices, recommendations and accounting principles to the Company's financial reporting. Receive periodic reports from the Company's independent auditors, management and director of the Company's internal auditing department regarding significant accounting or financial reporting developments and their impact, if any, on the Company;
8. Review:
 - The adequacy and effectiveness of the Company's accounting and internal control policies and procedures on a regular basis, including the responsibilities, budget, compensation and staffing of the Company's internal audit function; and
 - The yearly report prepared by management, and attested to by the Company's independent auditors, assessing the effectiveness of the Company's internal control over financial reporting.
9. Review and address disagreements, if any, between management and the independent auditor regarding financial reporting;
10. Prepare the report of the Committee required by the rules of the SEC to be included in the Company's annual proxy statement;

11. Review with the chief executive officer, chief financial officer and independent auditors, periodically, the following:
 - All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
 - Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.
 12. Review and assess the adequacy of this Charter on an annual basis;
 13. Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.
- B. Treasury and Finance.** The Committee shall oversee and receive periodic reports from management on the following matters, and shall provide updates and recommendations to the Board of Directors on such matters:
1. **Capital Structure.** Receive reports from management about the current capital structure and proposed changes to the capital structure, make recommendations to the Board regarding such proposals, review and approve policies and procedures with respect to debt management, financial risk management, credit management and global cash investment management;
 2. **Dividend Policy.** Review analyses from management about the current dividend policy of the Company and provide recommendations to the Board of Directors;
 3. **Financing Activities.** Review analyses from management including accounting, tax and financing activities associated with proposed material financing transactions, including derivative instruments, and provide recommendations to the Board of Directors;
 4. **Capital Expenditures.** At the request of the Board, review specific projects proposed by management as well as perform a post implementation review of major projects;
 5. **Benefit Plan Funding Matters.** Review reports from management concerning the funding requirements for the Company's employee benefit plans;
 6. **Insurance.** Review the Company's significant insurance coverage and the related costs; and
 7. **Tax.** Review tax compliance programs and the tax optimization strategies of the Company.
- C. Information Technology.** Review information technology strategies and plans with respect to corporate goals, industry trends, and competitive advantages. Review and assess the security of computer systems and applications and incident response protocols, particularly with respect to the processing of financial information.

- D. **Code of Conduct.** Review and take appropriate action concerning any reports, anonymous or otherwise, from internal or external sources regarding financial fraud activity or actions by employees in violation of the company's Code of Conduct. Review and assess the content and adequacy of this Code of Conduct on an annual basis.
- E. **Compliance.** The Committee shall oversee and receive periodic reports from the head of the Company's compliance function on the following matters, and shall provide updates and recommendations to the Board of Directors on such matters:
1. The anticipated scope of the Company's compliance function;
 2. A review of the status of the Company's compliance matters;
 3. An assessment of the effectiveness and strength of the Company's compliance function, including its tone at the top, and its system for monitoring compliance with laws and regulations;
 4. An assessment of the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance;
 5. The findings of any examinations by regulatory agencies, and any auditor observations concerning compliance matters; and
 6. A review of the process for communicating the code of conduct to Company personnel, and for monitoring compliance therewith.
- F. **Staffing.** Review and provide guidance regarding staffing levels and personnel development in the Company's Internal Audit Services function and the Company's compliance function.
- G. **Investigations and Studies; Outside Advisors.** The Committee shall secure independent expert advice to the extent the Committee determines appropriate, including retaining independent counsel, accountants, consultants or others, to assist the Committee in fulfilling its duties and responsibilities. The cost of such independent expert advisors to be borne by the Company. The Committee may conduct or authorize investigations into, or studies of matters within the Committee's scope of responsibilities.

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.