

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 Committee should ensure that candidates with a diversity of experience, gender, race, and ethnicity 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 at least three 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 senior management of the Company. The Committee may meet in person or telephonically or act by unanimous written consent. 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 and Corporate Governance Guidelines/Policies:
1. 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 stockholders for election at each annual meeting of stockholders or any special meeting of stockholders, including consideration of candidates recommended by stockholders 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;

2. Establish criteria for membership on the Board 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, gender, race and ethnicity;
3. Evaluate Company policies relating to the recruitment of directors and, in consultation with the Chairman of the Board and the Chief Executive Officer, consider and recruit qualified candidates to serve on the Board;
4. 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;
5. 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;
6. Recommend to the Board the assignment of directors to Committees of the Board, including the designation of Committee Chairs;
7. Periodically review the Company's corporate governance documents, including the Company's Corporate Governance Guidelines/Policies, the Company's certificate of incorporation and By-laws, and make recommendations to the Board with respect to changes to the Corporate Governance Guidelines/Policies and other governance documents that the Committee deems appropriate;
8. Periodically review the Company's Related Person Transaction Policy and Procedures 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, and make recommendations to the Board with respect to changes to such Policy that the Committee deems appropriate;
9. 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;
10. Review and recommend to the Board for approval stock ownership guidelines for Directors;

11. Review the Company's policies with respect to political and lobbying contributions and activity as well as policies regarding the political candidacy of Directors, and receive regular updates from management regarding these expenditures and activities;
12. Oversee matters related to the annual meeting of stockholders and any special meeting of stockholders, including a review of final voting results;
13. Review and approve the form of indemnification agreements to be entered into with senior management, directors and other employees as determined by the Committee, and review and approve insurance and other indemnification for directors and officers of the Company and make recommendations to the Board regarding such matters;
14. Review periodically new legislation, regulations and other developments relating to governance of the Company, the Company's Code of Business Conduct and Ethics and the Company's Insider Trading Policy, and make recommendations to the Board for any changes, amendments and modifications to the Code of Business Conduct and Ethics and the Insider Trading Policy that the Committee determines appropriate;
15. Review and report to the Board annually concerning Board member independence, as defined by the Nasdaq rules;
16. Direct and manage the periodic review and self-evaluation of the performance of the Board, Committees and individual independent Directors and coordinate self-evaluations performed by the Committees of the Board. Report to the Board on the results on the evaluations and make recommendations to the Board on implementation of changes;
17. Review proposals received from stockholders for consideration by the Board or for inclusion in the Company's Proxy Statement pursuant to the rules of the Securities Exchange Act of 1934, as amended, including proposed Director nominations, as well as proposals and nominations submitted under the Company's By-laws for consideration at meetings of stockholders (in each case in cooperation with the Audit and Finance Committee or the Human Resources Committee, as applicable, with respect to any proposals that relate to issues generally overseen by such committee), and recommend to the Board, as necessary, the handling and response to such proposals;
18. 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 consult with the Committee Chairs to recommend any changes to the Board for approval; and

19. Review such other policies and practices and discharge such other duties and responsibilities as may be assigned to the Committee from time to time by the Board.
- B. 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 outside consultant or search firm to be used to identify director candidates, including sole authority to approve the terms of such engagement and the fees to be paid thereunder, such fees to be borne by the Company.
 - C. 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.