

DENTSPLY SIRONA INC.
HUMAN RESOURCES COMMITTEE CHARTER

I. PURPOSE

The purpose of the Human Resources Committee (the “Committee”) is to provide general oversight and assistance to the Board of Directors (the “Board”) of DENTSPLY SIRONA Inc. (the “Company”) relating to all compensation plans, policies and programs of the Company, including specifically the compensation of the Chief Executive Officer (the “CEO”) and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”). The Committee shall report to the Board on matters relating to the activities of the Committee.

II. ORGANIZATION

- A. Composition.** The Committee shall consist of no fewer than three directors who are each independent, as defined by the Nasdaq Stock Market (“Nasdaq”) and Securities and Exchange Commission (“SEC”) 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 appointment of such Committee members, would interfere with the exercise of independent judgment as a Committee member. At least a majority of the Committee also shall qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The members of the Committee shall be appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee. One member of the Committee shall be appointed as Committee Chair by the Board. Committee members may be replaced by the Board.
- B. Meetings.** The Committee will meet as often as necessary to carry out its responsibilities. The Committee Chair shall preside at each meeting. Meetings may be called by the Chair of the Committee and/or management of the Company. The Chair of the Committee will be responsible for establishing the agendas for meetings of the Committee. Meetings may be held and attended in person or telephonically as the Committee determines. A majority of the Committee shall constitute a quorum. Meetings typically have a general and executive session, as determined by the Committee. Written minutes of each meeting shall be duly filed in the Company records. Reports of meetings of the Committee shall be made regularly to the Board accompanied by any recommendations to the Board approved by the Committee. Any action to be taken at any meeting of the Committee may be taken without a meeting, if all members of the Committee consent thereto in writing and such writing or writings are filed with the minutes of the Committee.
- C. Annual Review.** The Committee shall evaluate its performance on an annual basis and develop a criteria for such evaluation as part of the committee evaluation process coordinated by the Corporate Governance and Nominating Committee.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

- A. The Committee shall review and approve periodically, but no less than annually, the Company's stated compensation strategy, including the balance between short-term compensation and long-term incentives, to ensure that management is rewarded appropriately for its contributions to Company growth and profitability and that the executive compensation strategy supports the Company's objectives and stockholder interests.
- B. The Committee shall annually review and approve corporate goals and objectives for the CEO, including those relevant to the CEO's compensation, and evaluate the performance of the CEO, including in light of those goals and objectives. In performing the evaluation, the Committee may request input from the Chairman of the Board (and, if appointed, the Lead Independent Director) as well as other directors. The Committee will discuss the results of the evaluation with the Chairman of the Board (or, if applicable, the Lead Independent Director), who will discuss the results of the evaluation with the CEO. The Committee shall determine and approve the individual elements of total compensation for the CEO which such determination and approval shall be submitted to the Board for ratification. In considering the various components of the CEO's compensation, the Committee should consider the results of the evaluation of the CEO's performance, the Company's performance, the value of compensation for chief executive officers at comparable companies and awards given to the CEO in past years, as well as the results of the stockholder advisory vote on executive compensation at the Company's annual meeting of stockholders. The CEO shall not be present during any deliberations or voting by the Committee with respect to his or her compensation.
- C. The Committee shall review and approve the individual elements of total compensation for the Executive Officers, including compensation, incentive compensation, deferred compensation and equity-based plans as well as any equity grant policies that may be submitted to the Board for ratification; provided that the compensation of the CEO shall be submitted to the Board for ratification. In considering the compensation of the Executive Officers, the Committee should consider the results of the stockholder advisory vote on executive compensation at the Company's annual meeting of stockholders. The Committee shall provide an annual report to the Board on the compensation of the other Executive Officers.
- D. The Committee shall review risks related to the Company's compensation policies and practices and review and discuss, at least annually, whether incentive and other forms of pay encourage unnecessary or excessive risk-taking, and the relationship between the Company's risk management policies and practices, corporate objectives and compensation arrangements.
- E. The Committee shall periodically review the Executive Officer appointments, promotions and performance and the potential successors of the Executive Officers of the Company, and make recommendations to the Board with respect to such matters to the extent it deems appropriate.

- F. The Committee shall approve forms of employment agreements proposed to be entered into with the Executive Officers, as well as the terms of other significant compensation, separation and termination arrangements involving the Executive Officers.
- G. The Committee shall monitor the Company's incentive compensation programs for the Executive Officers, including the annual and long-term incentive plans, to evaluate whether they are being implemented in a manner consistent with the Company's compensation strategy as to participation, target annual incentive awards, corporate financial goals, actual awards paid to the Executive Officers, and total funds reserved for payment under the compensation plans.
- H. The Committee shall be in charge of the overall operation and administration of the Supplemental Executive Retirement Plan (SERP) and make recommendations to the Board.
- I. The Committee shall approve, subject, where appropriate, to submission to the Board and/or stockholders, all new equity-related incentive plans, and other compensation or benefit plans which are targeted specifically at the Executive Officers. In addition, the Committee shall review and approve the annual equity awards for the Executive Officers (which awards shall be submitted to the Board for ratification in case of the Chief Executive Officer), and equity grants by tier in aggregate for all other equity award recipients, along with such additional detail relating to such awards as the Committee may deem appropriate. The Committee is designated as the administrator of the Company's 2016 Omnibus Incentive Plan.
- J. The Committee shall produce the Committee report and shall review the Compensation Discussion and Analysis to be included in the Company's annual proxy statement and annual report on Form 10-K. The Committee shall also review (i) the draft proxy disclosures regarding pay versus performance and the stockholder advisory vote on executive compensation; (ii) the results of the stockholder advisory vote on executive compensation; (iii) the frequency with which the Company will conduct the stockholder advisory vote on executive compensation, taking into account the result of the most recent stockholder advisory vote on the frequency of such stockholder votes; (iv) any stockholder proposals submitted under Rule 14a-8 to the extent relating to executive compensation matters; and (v) the draft proxy disclosures relating to the ratio of the compensation of the Chief Executive Officer to that of the median employee.
- K. The Committee shall approve such stock ownership guidelines for senior management and any other employees as determined by the Committee as the Committee may from time to time deem appropriate.
- L. The Committee shall review and approve or recommend to the Board for approval, if appropriate, the Company's compensation recoupment policies and oversee the application thereof. The Committee shall administer the Company's compensation recoupment policy, together with the Board, in accordance with the Company's compensation recoupment policy and Section 10D of the Exchange Act and any applicable rules or standards adopted by the SEC (including Rule 10D-1 under the Exchange Act), Nasdaq or the rules of any

other U.S. national securities exchange or national securities association on which the Company's securities are listed.

- M. The Committee shall review the compensation of the members of the Board for services as a director or member of any Committee of the Board, including cash retainers, perquisites and the terms and awards of stock compensation. The Committee shall make recommendations to the Board concerning the fixing of such compensation. In evaluating Director compensation, the Committee may consider the relative responsibilities of Directors in serving on the Board and its various Committees. The Committee may request that management report to the Committee periodically on the status of the Board's compensation and perquisites in relation to other similarly situated companies.
- N. The Committee shall establish and review periodically policies with respect to management perquisites.
- O. The Committee shall be responsible for monitoring and overseeing policies, procedures and risks associated with sexual harassment and/or sex discrimination within the Company.
- P. The Committee shall make regular reports to the Board about matters delegated hereby.
- Q. To the extent appropriate and in accordance with applicable rules, regulations and laws, the Committee may form and delegate authority and duties to subcommittees of one or more members.
- R. The Committee shall discharge such other duties and responsibilities as may be assigned to the Committee from time to time by the Board, and such duties and responsibilities as may be assigned to the Committee under the plan documents for the Company's compensation or award programs.
- S. The Committee shall review and reassess the adequacy of this charter at least annually and recommend any proposed changes to the Board for approval.

IV. CONSULTANTS AND ADVISORS

The Committee may, in its sole discretion, retain or obtain advice of any compensation consultant, legal counsel, and other advisor (each, a "consultant"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultant retained by the Committee, including the authority to approve the consultant's fees and other terms and conditions of the consultant's retention. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a consultant retained by the Committee. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company, and shall also be provided with the opportunity to meet with (or have its consultants meet with) any officer or other employee of the Company, including the Company's senior compensation or human resources executives.

Before selecting or receiving advice from any consultant, other than in-house legal counsel, the Committee shall take into consideration the following factors relating to the consultant's independence:

- the provision of other services to the Company by the person that employs the consultant;
- the amount of fees received from the Company by the person that employs the consultant, as a percentage of that person's total revenue;
- the policies and procedures adopted by the person that employs the consultant that are designed to prevent conflicts of interest;
- any business or personal relationship of the consultant with a member of the Committee or of the Board;
- the consultant's ownership of the Company's stock;
- any business or personal relationship between an executive officer of the Company and the consultant or person employing the consultant; and
- any other factor which may be relevant to the consultant's independence from management.

However, such factors need not be considered when selecting a consultant whose role is limited to (i) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; and (ii) providing information that is not customized for the Company or that is customized based on parameters that are not developed by the consultant, and about which the consultant does not provide advice.

Nothing in this provision shall require that a consultant be independent, only that the Committee consider the aforementioned factors. The Committee may select or receive advice from any consultant it prefers. The Committee shall not be required to implement or act consistently with the advice or recommendations of the consultant. The advice of any consultant shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of the duties of the Committee.

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.