DENTSPLY SIRONA INC.

CORPORATE GOVERNANCE GUIDELINES/POLICIES

Approved October 7, 2026

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DENTSPLY SIRONA INC.
CORPORATE GOVERNANCE GUIDELINES/POLICIES

The following Corporate Governance Guidelines have been adopted by the Board of Directors (the "Board") 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"), at least annually and are subject to modification from time to time by the Board.

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. 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 (at least annually) of the performance of the Chief Executive Officer and, with the advice of the Chief Executive Officer, the principal senior executives and approval or ratification of the compensation of the executive officers. The Board may act, through its Committees, as appropriate and consistent with the Charters of the Committees. The Compensation & Human Capital Committee (the "Compensation Committee") is responsible for evaluation of performance of the Chief Executive Officer and for compensation matters of executive officers. In assessing Chief Executive Officer candidates, the Directors shall identify and periodically update the skills, experience and attributes that they believe are required to be an effective Chief Executive Officer in light of the Company's business strategy, prospects and challenges. The Board shall also take into account perspectives provided by the incumbent Chief Executive Officer relating to the performance of internal candidates.

(2) The development of plans for succession and management development topics, including the implementation of a long-term program for effective senior leadership development and succession, as well as short-term contingency plans for emergency and ordinary course contingencies, such as departure, death, or disability with respect to the position of Chief Executive Officer and monitoring succession planning for other key executives at least annually;

(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) Review, assessment and oversight (including through Committees of the Board) of major strategic and operational risk factors relating to the Company and its performance, and review and assessment of measures taken or intended to be taken to address and mitigate such risks and whether such measures are operating effectively;

(7) Reviewing and assessing the processes and policies in place for maintaining the integrity of the Company, including the integrity of its accounting and financial reporting practices, its financial statements, the integrity of its compliance with law, ethics and the Company's own Code of Ethics and Business Conduct, and the integrity of its relationships with employees, customers and suppliers; and

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

II. Selection/Service of Board Members

A. Identification. The identification, screening and recommendation process has been delegated by the Board 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. 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 in accordance with Sections 12 and 12a of Article I of the Company's By-laws.

C. Non-Discrimination. The Company strives to create and maintain a proper balance of skills, perspectives and tenure, and is committed to a policy of inclusiveness. 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.

D. Independence. At all times, no less than a majority of the members of the Board shall qualify as "independent" directors in accordance with the applicable provisions of (i) the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated by the Securities and Exchange Commission ("SEC") thereunder, and (ii) The Nasdaq Stock Market LLC ("Nasdaq") requirements for independent directors. 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.

E. Criteria for the Nomination:

(1) The Governance Committee shall actively consider for selection as Directors those persons:

(a) who possess a diversity of experience, background, qualifications, skills and/or a global perspective;

(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, including as it relates to enterprise risk management;

(e) who have the willingness, commitment and ability to devote the necessary time and effort required for service on the Board;

(f) who have the capacity to provide additional strength and diversity of view and new perceptions to the Board and its activities, including, among other items, through experience in marketing and sales, human resources and talent management, information technology, cyber security and quality and regulatory fields, medical or dental devices, e-commerce or digital technologies, research and development, business development, or through international business experience;

(g) who have the necessary measure of communication skills and self-confidence to ensure ease of participation in Board discussion;

(h) who hold or have held a senior executive position with a significant business enterprise, including large public companies, or a position of senior leadership in an educational, medical, or other non-profit institution or foundation of significance or otherwise have significant financial and/or business experience with complex or global entities;

(i) who have professional or academic experience relevant to the Company's industry, particularly as it relates to medical devices, dental devices, and/or general manufacturing;

(j) who have experience in public company governance, including as a board member of another large publicly held company; and

(k) who maintain the strong level of financial literacy needed to understand the Company's financial reports, internal controls and complex transactions, including any experience in capital allocation and deployment, or who specifically qualify as financial experts under the Sarbanes-Oxley Act.

(2) Persons who have attained the age of 75 shall not be eligible for election or re-election as a Director.

F. Continuing Service on the Board 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 notify the Governance Committee of such change and offer to tender 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 seek and accept such resignation.

G. Conflict of Interest. Directors shall avoid any situation that may give rise to a conflict of interest or the appearance of a conflict of interest. It is the responsibility of each Director to advise the Company's Secretary, in accordance with the Company's Related Person Transaction Policy and Procedures regarding related party transactions, 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, and to recuse himself or herself from any Board deliberations or decisions related to the matter that is the subject of the conflict of interest. At each of its meetings, the Secretary will be provided with the details of each actual or potential conflict of interest and shall determine whether to ratify or approve such transactions in accordance with the Company's Related Person Transaction Policy and Procedures regarding related party transactions.

H. Other Commitments. The Chief Executive Officer shall notify the Chairman of the Governance Committee in advance of accepting any directorship (or nomination for such directorship) of another public or private for profit company. The Chief Executive Officer may serve on the board of directors of one other public or private company so long as such service does not result in a conflict of interest. The Chief Executive Officer may serve on any additional boards of directors of public or private for profit companies only with the approval of the Governance Committee, which committee shall consider, among other things, the expected time commitment. Other executive officers may serve on one board of directors of a public or private for profit company

with the prior approval of the Governance Committee. The expectation is that such service is limited to one board of directors of a public or private for profit company and additional nominations or appointments require the approval of the Governance Committee. The Chief Executive Officer and other executive officers shall not serve on the board of a company for which a non-employee director of the Company serves as an officer.

I. 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 public company board which would result in the Director sitting on more than three (3) public company boards in addition to the Company's, without prior review and approval of the Governance Committee.

(2) Non-employee Directors are expected to advise the Chairman of the Board and the Chairman of the Governance Committee in advance of accepting any other public or private company directorship (or nomination for such directorship), or any assignment to the audit committee or compensation committee of the board of directors of any other company. This prior notice is to allow discussion with the Chairman of the Board and Chairman of the Governance Committee, in cooperation with the General Counsel, to review whether such other service will interfere with the non-employee Director's service on the Company's Board, impact the Director's status as an independent director, or create an actual or apparent conflict of interest for the Director.

J. Size of Board. The By-laws of the Company provide that the size of the Board of Directors shall consist of not less than three (3) and 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, incapacitation 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. Majority Voting. As set forth in the Company's By-laws, the Directors are subject to a majority vote standard in non-contested elections. The Board will only nominate for election or re-election as Director those who have submitted or, in the case of non-

incumbent candidates for the Board, who submit upon their nomination by the Board, an irrevocable contingent resignation as set forth in the By-laws. The resignation becomes effective only if the Director fails to receive a sufficient number of votes for re-election at an annual meeting and the Board accepts the resignation.

If a Director fails to receive a sufficient number of votes for election, the Governance Committee will consider such tendered resignation and make a recommendation to the Board concerning the acceptance or rejection of such resignation. The Board will consider the Governance Committee's recommendation and publicly disclose its decision no later than 90 days following the date of the certification of the election results. The Governance Committee in determining its recommendation to the Board regarding such resignation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant. No Director whose resignation is under consideration shall participate in the Governance Committee's recommendation or the Board's determination of whether to accept the resignation. If each member of the Governance Committee fails to receive a sufficient vote for election, then the independent Directors who did receive a sufficient vote shall appoint a committee amongst themselves to consider the resignations and make a recommendation to the Board. If such incumbent Director's resignation is not accepted by the Board, the Director will continue to serve until the next annual meeting and until his or her successor is duly elected or his or her earlier resignation or removal. If a Director's resignation is accepted by the Board, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board.

C. 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.

D. 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. As an alternative to term limits, the Governance Committee, in conjunction with the Chief Executive Officer and the Chairman of the Board, will formally review each Director's continuation on the Board annually. This will also allow each Director the opportunity to confirm his/her desire to continue as a member of the Board.

E. Retirement. A Director who attains the age of 75 shall be required to retire from the Board at the next Annual Stockholders Meeting. The Governance Committee periodically reviews the retirement policy to ensure that it remains appropriate in light of the Company's needs.

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.

A Director who fails to meet this policy solely due to share price decline caused by circumstances outside of the Company's control will not be required to acquire additional shares to meet the threshold and will be deemed to be compliant with this policy, so long as such Director has not sold or otherwise transferred any shares (other than shares withheld to pay withholding taxes or exercise price of stock options) until the Director again meets the applicable threshold. The Compensation Committee shall determine the applicability of this provision in individual circumstances.

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. The Board shall address some matters at least annually, including the Company's strategic plan and objectives, succession plan and the principal current and future risk exposures of the Company. 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, video or other remote communications equipment by means of which all persons participating in the meeting can hear each other, with the prior authorization from the Chairman.

B. Agenda. The Chairman of the Board, in collaboration with the Chief Executive Officer, shall establish the agenda for each Board meeting, as well as the meeting schedule to assure that there is sufficient time for discussion of all agenda items. If a Lead Independent Director is appointed, then the agenda shall be established in conjunction with the Lead Independent Director. The Lead Independent Director, if appointed, shall have the authority to approve the final meeting agenda and the meeting schedule. 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. Advance Distribution of Agenda. Information and data that is important to the Board's understanding of the business to be conducted at a meeting shall be distributed in

writing to the Board before the Board meets whenever practicable. The Chairman of the Board or the Lead Independent Director, if appointed, shall have the authority to approve information and data distributed to the Board. The Chairman of the Board (as well as the Chief Executive Officer, if different from the Chairman of the Board), the Corporate Secretary and the Lead Independent Director, if appointed, may determine the nature and extent of the information and data that is so distributed. Sensitive subject matters may be discussed at the meeting without written materials being circulated in advance or at the meeting.

D. Management Participation and Presentations. Management shall make presentations to the Board on the performance, operations, strategies and significant activities of the Company. Non-Board members may be excused from Board meetings from time to time when the Chairman or any other Board member requests an executive session. The Board encourages senior management to bring managers to Board meetings from time to time when such managers (i) can provide additional insight to the items being discussed, (ii) can otherwise benefit from exposure to the Board, or (iii) can provide the Board an opportunity to assess individual talent and management depth.

E. 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. The independent Board members may also meet in executive session independent of a regular or special meeting of the entire Board. In the event a Lead Independent Director is appointed, all such executive sessions of independent directors shall be chaired by the Lead Independent Director, who shall also have the authority to call such executive sessions.

VI. Attendance

A. Board Meetings. It is expected that Directors spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, Directors 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, video or other remote communications equipment by means of which all persons participating in the meeting can hear each other, 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. The Board believes that whether to have the same person occupy the offices of Chairman of the Board and Chief Executive Officer should be decided by the Board, from time to time, in its business judgment after considering relevant factors, including the specific needs of the business and what is in the best interests of the Company's stockholders.

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

VIII. Lead Independent Director

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 Board believes that an independent director to act in a lead capacity to perform certain functions ("Lead Independent Director") should be appointed to help ensure robust independent leadership on the Board. When this is the case, the independent directors of the Board 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, when appointed, are to:

(1) call for and preside at Executive Sessions of the independent Directors;

(2) serve as a liaison between the Chairman and the independent Directors;

(3) collaborate with the Chairman to prepare the agenda for Board meetings and approve such agendas and meeting schedules to assure that there is sufficient time for discussion of all agenda items, and approve information sent to the Board;

(4) 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;

(5) if requested by major shareholders, ensure that he or she is available for consultation and direct communication;

(6) lead succession planning with respect to the Chief Executive Officer; and

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

IX. Board Committees

A. Generally. Standing and/or temporary committees may be appointed or disbanded 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 four standing committees:

- Audit Committee
- Governance Committee
- Compensation Committee
- Science and Technology 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. Each Committee shall review its charter annually (and more frequently as circumstances may require) to reflect changes in applicable law, listing rules of Nasdaq or other relevant considerations, and proposed revisions to the charters shall be approved by the Board upon the recommendation of the Governance Committee.

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 shall not serve for more than six years as the Chair of the Committee, unless the Committee determines that circumstances call for an exception; and
- the Audit Committee, the Compensation Committee and the Governance Committee shall be composed entirely of independent Directors and otherwise comply with SEC and Nasdaq rules.

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.

X. 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 (if any), 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. Board compensation matters shall be overseen by the Compensation Committee.

Except as otherwise permitted by the applicable Nasdaq rules, members of the Audit Committee and the Compensation 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.

The Board is committed to maintaining the independence of its independent Directors. Accordingly, substantial charitable contributions made by the Company to organizations with which a Director is affiliated, and charitable contributions made by the Company to certain organizations on behalf of, or at the request of, a Director, will be considered by the Governance Committee in analyzing the Director's independence.

The Company has adopted a compensation recoupment policy that covers incentive-based compensation received by current or former executive officers of the Company. The Board, together with the Compensation Committee, will periodically evaluate this policy to ensure that it conforms to applicable laws.

XI. Self-Evaluation by the Board

The Governance Committee will manage a self-evaluation process of the Board's performance, Board committees, and individual independent Directors, 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 should coordinate this

type of review whenever it determines such a review is necessary, but no less than annually. Any Director is free to make suggestions to improve the Board's practices at any time and is encouraged to do so. 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.

XII. 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. In participating at meetings, Directors are expected to ask probing questions, to engage in discussion and spend the time needed to discharge their responsibilities. In particular, a Director should not hesitate to ask for the facts and any assumptions underlying conclusions and opinions presented to the Board.

XIII. 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. All such requests are to be forwarded to the Secretary of the Company for processing.

XIV. 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. Members of the Board have complete access to the Company's senior management. Management is expected to be responsive to requests for information from Directors. Board members will use reasonable judgment to be sure that contact with senior management is of an appropriate subject matter for communication, is not distracting to the business operations of the Company and that such contact, if substantive and in writing, be copied (where appropriate) to the Chief Executive Officer and the Chairman of the Board (and Lead Independent Director, if appointed).

B. Engagement with Stockholders. The Company maintains an active dialogue with stockholders to ensure a diversity of perspectives are thoughtfully considered. From time to time, under the direction of the Chairman (or Lead Independent Director, if appointed), one or more Directors may speak or meet with stockholders when appropriate.

C. Communications to Board. Stockholders who wish to communicate with the Board as a group, the non-management Directors as a group, or any individual Director, including the Chairman, may do so by writing to the Company's Secretary at the Company's Headquarters. Mail received will be opened and screened for security purposes and delivered to the respective Board member to which the communication is addressed, with the exception of correspondence which is inappropriate or unrelated to the duties and responsibilities of the Board. 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.

D. Communications with Third Parties. The Board believes that management speaks for the Company. 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 spokespersons are the Chief Executive Officer or his or her designee and that comments on behalf of the Company would come from such a person. In those instances where comments from the Board are appropriate, they should, in most circumstances, come from the Chairman (or Lead Independent Director, if appointed). All communications should comply with the Company's policies in effect governing public disclosures of Company information.

E. 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 A to these Corporate Governance Guidelines.

F. Compliance with Policies. Directors shall comply with the Company's policies applicable to the Directors, including without limitation, the Insider Trading Policy, Related Person Transaction Policy and Procedures and the Code of Ethics and Business Conduct.

G. Disciplinary Measures. Directors may be subject to disciplinary action for the failure to comply with the applicable Company policies. The Governance Committee (other than the Director whose conduct is at issue if such a Director is a member of the Governance Committee) will consider and make recommendations to the full Board regarding the disciplinary measure, if any, to be taken against such Director and upon recommendation of the Governance Committee, the approval of the full Board (other than the Director whose conduct is at issue) will be required in order for the disciplinary measure, if any, to be taken against such Director.

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.

Exhibit A 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:

(i) 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;

(ii) 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

(iii) 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.