DENTSPLY SIRONA INC.
AUDIT AND FINANCE COMMITTEE CHARTER

I. PURPOSE

The purpose of the Audit and Finance Committee (the "Committee") is to assist the Board of Directors (the "Board") of DENTSPLY SIRONA Inc. (the "Company") in its oversight responsibilities related to corporate accounting and financial reporting disclosures, systems of internal accounting and financial controls of the Company and the audit of the Company's financial statements, the implementation and effectiveness of the Company's disclosure controls and procedures, corporate financing activities, treasury activities, information technology and cyber security activities, internal audit activities, risk management activities relating to financial and other 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 Business Conduct and Ethics. The Committee shall also prepare the report of the Committee required to be included in the Company's annual proxy statement. 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 accountants"), the internal auditors and the management of the Company.

II. ORGANIZATION

A. **Members.** The Committee shall be composed of directors who are each 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 comprised of not less than three members of the Board, each of whom, in the judgment of the Board, must: (i) satisfy the independence and financial literacy requirements set forth in Nasdaq Listing Rules and any additional requirements under the rules and regulations of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (ii) not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years, and (iii) meet any other legal or regulatory requirements. If the Company is relying on an exemption from the independence standards set forth in the Exchange Act, an explanation will be disclosed in the proxy statement, including the Company's reliance on the exemption and its assessment of whether such reliance affects the ability of the Company to act independently. All members of the Committee shall be able to read and understand fundamental financial statements, including balance sheets, income statements and cash flow statements, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee shall meet the definition

adopted by the SEC of an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K or otherwise have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background resulting in financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities, as required by Nasdaq Rule 5605(c)(2)(A). If any Committee member serves on more than three audit committees for public companies, the Board shall determine if such simultaneous service impairs the ability of such member to serve effectively and shall disclose such determination in the annual proxy statement. All members may not directly or indirectly receive any compensation from the Company other than their director's compensation.

Members of the Committee shall be recommended by the Company's Corporate Governance and Nominating Committee and be elected by the full Board. The Corporate Governance and Nominating Committee shall recommend to the Board, and the Board shall designate, the Committee Chair.

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 Chair of the Committee and/or senior management of the Company. The Chair of the Committee will be responsible for establishing the agendas for meetings of the Committee. 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. The Committee will meet privately and separately from time to time with representatives of the Company's independent accountants, 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.

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. The Committee shall also review and reassess the adequacy of this charter annually and provide any proposed changes to the Corporate Governance and Nominating Committee for recommendation to the Board for approval.

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 the following:

1. To have the sole authority to select, retain and terminate the Company's independent accountants, including approval of an engagement letter. The

Committee shall consider the most recent vote of the Company's stockholders with respect to the retention of independent public accountants, provided that such vote shall not be binding and the Committee shall retain full discretion and authority with respect to the selection, retention and termination of the Company's independent accountants. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of the independent accountants (including resolution of disagreements between management and the independent accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent accountants shall report directly to the Committee. The Committee shall:

(a) Review and discuss with the independent accountants the objective, the scope, staffing, fees and general extent of the audit, including the auditor's and management's responsibilities, the areas of business to be examined, the adequacy of the personnel to be assigned to the audit and other factors that may affect the timelines of such audit, any other firms performing audit procedures, the accounting policies and procedures to be followed, special areas to be investigated and the adequacy of the program for integration of the independent and internal audit efforts. The Committee's review should include an explanation from the independent accountants of the factors considered by the accountants in determining the audit scope, including the major risk factors. The cost of such independent accountants shall be borne by the Company at funding levels determined by the Committee. The independent accountants should confirm to the Committee that no limitations have been placed on the scope or nature of their audit procedures.

(b) Pre-approve all services, both audit (including all audit engagement fees and terms), and permitted non-audit, to be performed for the Company by the independent accountants, considering whether provision of the proposed services is compatible with maintaining auditor independence. In this regard, the Committee:

    (i) may consult with management in the decision making process, but may not delegate this authority to management; and

    (ii) may, from time to time, delegate its authority to pre-approve such services to one or more Committee members, provided that any such approvals are presented to the full Committee at the next scheduled Committee meeting.

(c) Evaluate the independent accountants' qualifications, performance and independence, including considering whether the independent accountants' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the independent accountants' independence, and present the Committee's conclusions and

recommendations with respect to the independent accountants to the full Board on at least an annual basis. As part of such evaluation, the Committee shall:

(i) Review a report or reports prepared at least annually by the independent accountants describing:

(A) the independent accountants' internal quality control procedures;

(B) any material issues raised by (i) the most recent peer or internal quality control review of the firm or (ii) by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more audits carried out by the firm and any steps taken to deal with any such issues; and

(C) all relationships between the independent accountant and the Company, consistent with PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*.

It shall be the Committee's responsibility to actively engage in a dialogue with the independent accountant with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent accountant and for taking, or recommending that the Board take, appropriate action to oversee the independence of the outside auditor.

(ii) Review and evaluate the qualifications, performance and independence of the senior members of the independent accountants' team, particularly the lead partner.

(iii) Discuss with management and internal audit their views of the independent accountants' performance.

(iv) Confirm that the independent accountants are registered with the Public Accounting Oversight Board.

(v) Ensure regular rotation of the lead audit partner as required by law.

The Committee shall set clear policies with management for the hiring of current or former employees of the independent accountants who participated in any capacity in the audit of the Company, which policies shall be consistent with Section 206 of the Sarbanes-Oxley Act of 2002 and any regulations thereunder.

2. To review and discuss with management, internal audit and the independent accountants, in separate meetings if the Committee deems it appropriate:

(a) the annual audited financial statements, related footnotes and other financial information to be included in the Company's Form 10-K, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A"), prior to the filing of the Form 10-K and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K;

(b) the quarterly financial statements, related footnotes and other financial information to be included in the Company's Form 10-Q, including the Company's disclosures under MD&A, prior to the filing of the Company's Form 10-Q;

(c) any major issues regarding significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes to the Company's internal control over financial reporting or to the Company's selection or application of accounting principles and major issues as to the adequacy of the Company's internal control over financial reporting and any special audit steps adopted in light of material control deficiencies;

(d) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;

(e) the effect of regulatory and accounting initiatives on the Company's financial statements as well as off-balance sheet structures, if any;

(f) disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K or Form 10-Q regarding any significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting;

(g) significant, complex or unusual transactions and their impact on the financial statements;

(h) any material communications between the Company and the SEC, particularly those relating to financial reporting matters; and

(i) risk of fraud (regardless of materiality) and the implementation and existence of fraud control.

3. To review and discuss with the independent accountants:

(a) reports from the independent accountants on:

(i) all critical accounting policies and practices to be used;

(ii) all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accountants; and

(iii) other material written communications between the independent accountants and management, such as any management letter or schedule of unadjusted differences;

(b) their judgments about the quality of the Company's accounting principles used in financial reporting and receive a written confirmation provided by the independent accountants at the end of each of the four quarters of the year that they have nothing to report to the Committee, if that is the case, or the written enumeration of required reporting issues;

(c) their views about the quality of the Company's financial and accounting personnel;

(d) the audit results and management's handling of proposed audit adjustments;

(e) the effect of new or proposed regulatory and accounting initiatives on the Company's risks and liabilities, financial statements and other public disclosures and internal controls; and

(f) any other matters that are significant to the integrity and oversight of the Company's financial reporting process, including any other issues required to be discussed by applicable law, PCAOB Auditing Standard No. 16 or any other applicable standards of the PCAOB.

4. To discuss with the independent accountants any audit problems or difficulties and management's response thereto, including those matters required to be communicated by the independent accountants by Statement on Auditing Standards (SAS) 114 relating to the conduct of the audit, including:

(a) any restrictions on the scope of activities or access to requested information;

(b) any significant disagreements with management;

(c) any accounting adjustments that were noted or proposed by the independent accountants but were "passed" (as immaterial or otherwise); and

(d) any significant communications between the audit team and the independent accountants' national office respecting auditing or accounting

issues presented by the engagement, and any "management" or "internal control" letter issued, or proposed to be issued by the independent accountants to the Company.

The Committee shall receive a written communication provided by the independent accountants concerning their judgment about the quality of the Company's accounting principles, as outlined in SAS 114, and that they concur with management's representation concerning audit adjustments.

5. To review periodically, but in no event less frequently than quarterly, management's conclusions about the effectiveness of such disclosure controls and procedures, including any material non-compliance with them, and to discuss with the Company's management, the general counsel, internal audit and independent accountants the Company's significant accounting and financial reporting controls, any major issues as to the adequacy of the Company's internal control over financial reporting, the Company's disclosure controls and procedures, and any special audit steps adopted in light of material control deficiencies. Obtain annually in writing from the independent accountants their letter as to the adequacy of such controls.

6. To meet with management, internal audit and the independent accountants to discuss any relevant significant recommendations that the independent accountants may have.

7. To discuss with management the Company's policies with respect to earnings press releases and all financial information, such as earnings guidance, provided to analysts and rating agencies, including the types of information to be disclosed and the types of presentations to be made and paying particular attention to the use of "pro forma" or "adjusted" non-GAAP information. The Committee or its Chair may review any of the Company's earnings press releases on a quarterly basis or as the Committee or the Chair deems appropriate.

8. To discuss with management and internal audit the Company's major financial risk exposures and the steps that have been taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

9. To review with the Company's general counsel legal matters that may have a material impact on the financial statements.

10. To review internal audit's charter, staffing, budget, annual audit plan, significant modifications to the annual plan, coordination with independent accountants and organizational reporting lines, all on at least an annual basis. The Committee should discuss the responsibilities, budget and staffing of internal audit with the independent accountants. The Committee should also receive regular reports by internal audit, including on internal audit's self evaluation, any major issues, and how management is addressing the conditions reported.

11. To provide input to the annual evaluation of the performance of the senior internal audit executive and to approve the appointment and replacement of the senior internal audit executive.

12. To report regularly to the Board regarding:

    (a) any issues arising with respect to the quality or integrity of the Company's financial statements;

    (b) compliance with legal or regulatory requirements applicable to the Company's financial reporting; and

    (c) performance and independence of Company's independent auditors and the performance of the internal audit function.

13. To establish procedures for:

    (a) the receipt, retention, and treatment of complaints received regarding accounting, internal accounting controls or auditing matters, and

    (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters (the "Whistleblower Policy"). The Committee shall review any concerns, and shall receive reports regarding the investigation of such concerns, as described in the Whistleblower Policy.

    The Committee shall review any significant complaints regarding accounting, internal accounting controls or auditing matters received pursuant to such procedures.

14. Produce and provide to the Board the audit committee report for inclusion in the Company's proxy statement in accordance with applicable SEC rules and regulations.

15. Any other duties or responsibilities expressly delegated to the Committee by the Board.

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. 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;

2. 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;

3. Benefit Plan Funding Matters. Review reports from management concerning the funding requirements for the Company's employee benefit plans;

4. Insurance. Review the Company's significant insurance coverage and the related costs; and

5. Tax. Review tax compliance programs and the tax strategies of the Company.

C. **Information Technology**. Review information technology and data protection 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. Monitor, oversee and assess risk to the Company, its stockholders, and its stakeholders with respect to cyber-attacks and data privacy matters. Discuss and evaluate with management and, as necessary, third parties, actions to mitigate such risk exposures.

D. **Code of Business Conduct and Ethics**. 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 Business Conduct and Ethics. Review and assess the content and adequacy of the Code of Business Conduct and Ethics on an annual basis and recommend any substantive updates thereto for approval by the Board.

E. **Compliance.** The Committee shall oversee and receive periodic reports, no less frequently than quarterly, 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 not less frequently than annually:

1. The anticipated scope of the Company's compliance function;

2. A review of the status of the Company's compliance matters and compliance risk management;

3. An assessment of the effectiveness and strength of the Company's compliance function, including staffing, its tone at the top, its system for monitoring compliance with laws and/or regulations, and other standards applicable to the Company;

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 Ethics and Business Conduct to Company personnel, and for monitoring compliance therewith.

The Committee may seek assistance from other members of the Board of Directors with relevant expertise relating to material regulatory issues.

F. **Enterprise Risk Management**. The Committee shall regularly assess and discuss with management the Company's major enterprise risk exposures and the steps that have been taken to monitor and control such exposures, including the Company's risk assessment and risk management policies, systems and processes. The Committee's assessment shall include, in addition to matters covered elsewhere in this charter (including those relating to financial, information technology, data privacy and compliance risks), matters related to general business and industry risks, operating risks and business continuity risks. The Committee shall provide updates and recommendations to the Board of Directors on such matters.

H. **Review of Cybersecurity and Data Privacy Risks, Controls and Procedures**. The Committee shall regularly review (i) the Company's cybersecurity, artificial intelligence and other information technology risks, controls and procedures, including the Company's plans to mitigate cybersecurity risks and respond to and remediate cyber and data privacy incidents, (ii) with management, any specific cybersecurity issues that could affect the adequacy of the Company's internal controls and (iii) any disclosures made by the Company in regards to any material cybersecurity breach or incident, including but not limited to those required by U.S. and international regulatory bodies.

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 at funding levels determined by the Committee. The Committee may conduct or authorize investigations into, or studies of matters within the Committee's scope of responsibilities. Except as explicitly prohibited by this charter, the listing rules of Nasdaq or applicable law, the Committee may also solicit input from any Directors, officers or employees of the Company, and may request that any officer or other employee of the Company meet with any members of, or the independent expert to, the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company.

H. The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more of its members, or to other members of the Board qualified to perform such responsibilities in accordance with the Company's By-laws, listing rules of Nasdaq and any other applicable law, as appropriate.

I. The Committee shall also review such other policies and practices and carry out such other duties that may be delegated to it by the Board from time to time.

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.