

DENTSPLY SIRONA Inc.
Executive Committee Charter

I. PURPOSE

This charter governs the operations of the Executive Committee (the “Committee”). Subject to certain exceptions set forth herein, the Committee will have full power and authority to act on behalf of the Board of Directors (the “Board or “Board of Directors”) during the intervals between scheduled meetings of the Board, in accordance with the functions set forth below. The Committee shall report to the Board on matters relating to the activities of the Committee.

II. ORGANIZATION

- A. **Members.** Based upon the recommendation of the Corporate Governance and Nominating Committee, the Board will designate the members of the Committee, who will serve until their successors are designated. The Committee shall consist of a minimum of three directors. With the exception of the Chief Executive Officer who may be a member of the Committee, all members of the Committee shall be independent, as defined by The Nasdaq Stock Market LLC (“Nasdaq”) and Securities and Exchange Commission rules and 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; provided, however, that the Committee may operate with fewer than three members as long as such composition complies with applicable laws, rules, regulations, and securities exchange listing standards. The Chair of the Board, or, if the Chair is not independent, the Lead Independent Director, shall serve as the Chair of the Committee.
- B. **Meetings.** The Committee will meet as often as necessary to carry out its responsibilities. Meetings may be called by the Chair of the Committee and/or the Chief Executive Officer. 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. In the absence of the Chair of the Committee, the Chief Executive Officer shall preside over a meeting 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. The Committee shall also review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

III. FUNCTIONS

- A. When the full Board is not in session, the Committee will have full power and authority to act on behalf of the Board, except with respect to the following matters:
1. Amending the Certificate of Incorporation or By-laws;
 2. Adopting an agreement of merger or consolidation;
 3. Making any recommendation to stockholders that requires stockholder approval, including, without limitation, the sale, lease or exchange of all or substantially all of the Company's property and assets or a dissolution of the Company or a revocation of any dissolution;
 4. Declaring a dividend;
 5. Issuing stock of the Company or authorizing or approving the issuance or sale, or contract for sale, of stock or determining the designation and relative rights, preferences, and limitations of a series or class of stock;
 6. Electing directors or filling vacancies on the Board;
 7. Establishing any other committee of the Board or appointing or removing members of Board committees;
 8. Changing major lines of business;
 9. Matters which are expressly delegated to the Non-Executive Chair or another committee of the Board or cannot be delegated to a committee or that are under active review by the Board or a committee, unless the Board specifically determines otherwise;
 10. Matters with respect to which the Board or another committee has previously acted, if such action remains in effect;
 11. Establish or change the compensation of directors for serving on the Board or any committee thereof;
 12. Amend or revoke any resolution or action approved by the Board that by its terms may be amended or revoked only by the Board as a whole; and
 13. Any other matter that is not permitted to be taken by the Board or a committee of the Board under the Delaware General Corporation Law or other applicable laws or regulations, the Company's Certificate of Incorporation or By-laws, or contracts or agreements to which the Company is a party, including, without limitation, any other matter which is required to be submitted to the stockholders for approval.
- B. The Committee may also be delegated specific actions and authority from time to time by the Board.
- C. The Committee may retain, at the Company's expense, such independent counsel or other consultants or advisors as it deems necessary, and shall have authority to

approve the terms of such engagement and the fees to be paid thereunder, such fees to be borne by the Company.

- D. 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.