DENTSPLY SIRONA Inc.
Corporate Governance and Nominating Committee Charter

I. PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the "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, to recommend director nominees for each annual meeting of stockholders of the Company, to recommend directors for membership on committees of the Board, to establish policies and procedures for the governance of the Company and the Board and to address any related matters, including any related matters required by the federal securities laws. 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. Each of the Committee members shall meet the requirements for directors carrying out the responsibilities described in this charter as set forth in the listing rules of Nasdaq Stock Market LLC ("Nasdaq") and any other requirements of applicable law. Each of the Committee members is independent, as defined by Nasdaq and Securities and Exchange Commission rules, and is 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.

Members of the Committee shall be recommended by the Committee and be elected by the full Board. The Committee shall recommend to the Board, and the Board shall designate, the Committee Chair.

B. **Meetings**. The Committee will meet as often as necessary to carry out its responsibilities, but no fewer than two (2) 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. 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 and recommend to the Board criteria for membership on the Board and its Committees, which shall reflect at a minimum any requirements of applicable law or listing rules, the terms of any stockholders' agreement, as well as a candidate's integrity, 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, and backgrounds;

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. Determine (i) whether to accept the tendered resignation of a director and (ii) recommendations to the full Board regarding disciplinary measures for directors who have failed to comply with applicable Company policies;

6. 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;

7. Recommend to the Board the assignment of directors to Committees of the Board, including the designation of Committee Chairs;

8. 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 the retirement policy 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;

9. Oversee and coordinate the Company's management of topics relating to environmental, social and governance ("ESG") matters, including identifying ESG trends and issues, coordinating ESG matters with the Human Resources Committee to the extent they relate to human capital management and executive compensation, overseeing the development of metrics relating to ESG performance that the Company monitors and reports on, reviewing disclosures included in the Company's reports and disclosures relating to ESG, social responsibility or similar matters that the Company may make from time to time, and by bringing relevant issues to the Board's attention.

10. Periodically review the Company's Related Person Transaction Policy and Procedures regarding related party transactions (as required to be disclosed by Item 404 of Regulation S-K), including the review and approval or ratification of such transactions, and make recommendations to the Board with respect to changes to such Policy that the Committee deems appropriate;

11. Review and approve requests of executives to serve on outside boards of profit and non-profit organizations, as the Committee deems appropriate, which requests shall first be evaluated by the Chief Executive Officer and General Counsel who shall determine whether to advance such requests with a recommendation to the Committee for review;

12. Review and recommend to the Board for approval stock ownership guidelines for directors;

13. 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;

14. Oversee matters related to the annual meeting of stockholders and any special meeting of stockholders, including a review of final voting results;

15. 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;

16. 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;

17. Review and report to the Board annually concerning Board member independence, as defined by the Nasdaq rules;

18. 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;

19. Review proposals and/or other material stockholder inquiries received from stockholders for consideration by the Board or for inclusion in the Company's Proxy Statement in accordance with the procedures set forth in the Company's By-laws, Corporate Governance Guidelines/Policies, any stockholders' agreement and 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;

20. 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

21. 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. 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 consultants or advisors to, the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company.

C. 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, the listing rules of Nasdaq and any other applicable law, as appropriate.

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.