

DENTSPLY SIRONA INC.
AUDIT AND FINANCE COMMITTEE CHARTER

I. PURPOSE

The primary function of the Audit & Finance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of DENTSPLY SIRONA Inc. (the “Company”) in fulfilling its oversight responsibilities related to corporate accounting and financial reporting disclosures, corporate financing activities, treasury activities, information technology activities, internal audit activities, risk management activities relating to financial 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. 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 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, shall satisfy the independence and experience requirements set forth in the Nasdaq Listing Rules, the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and any other legal or regulatory requirements. 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 the Board interprets such qualification in its judgment, unless the Company does not have on its Board a Director who meets such requirements and is willing to serve on the Committee. If there is no “audit committee financial expert” meeting the SEC’s definition, an explanation will be disclosed in the proxy statement. Further, at least one member shall 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 the Board interprets such qualification in its judgment. 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.

Members of the Committee shall be recommended by the Company's Corporate Governance and Nominating Committee and be elected by the full Board.

- 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 Chairman of the Committee and/or management of the Company. 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 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 recommend any proposed changes 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 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 related work. The independent accountants shall report directly to the Committee. The Committee shall:

- (a) Review and discuss with the independent accountants the scope, staffing and general extent of the audit. 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 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*, and the Committee's responsibility for actively engaging 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 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; and
 - (d) the audit results and management's handling of proposed audit adjustments.
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 discuss with the Company's management, 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 periodically review internal audit's charter, staffing, budget, annual audit plan, significant modifications to the annual plan, coordination with independent accountants and organizational reporting lines. The Committee should discuss the responsibilities, budget and staffing of internal audit with the independent accountants. The Committee should also receive regular reports of major findings by internal audit 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 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. **Capital Structure.** Receive reports from management about the current capital structure and proposed changes to the capital structure, including potential stock repurchases, make recommendations to the Board regarding such proposals, review and approve policies and procedures with respect to debt management, financial risk management, credit management and global cash investment management;
 2. **Dividend Policy.** Review analyses from management about the current dividend policy of the Company and provide recommendations to the Board of Directors;
 3. **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;
 4. **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;
 5. **Benefit Plan Funding Matters.** Review reports from management concerning the funding requirements for the Company's employee benefit plans;
 6. **Insurance.** Review the Company's significant insurance coverage and the related costs; and
 7. **Tax.** Review tax compliance programs and the tax optimization 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.
- 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.

E. **Compliance.** The Committee shall oversee and receive periodic reports 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:

1. The anticipated scope of the Company's compliance function;
2. A review of the status of the Company's compliance matters;
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 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. **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. The Committee may conduct or authorize investigations into, or studies of matters within the Committee's scope of responsibilities.

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.