

WHEREAS: Dentsply Sirona does not have any women on its Board of Directors.

We believe that diversity, inclusive of gender and race, is a critical attribute of a well-functioning board and a measure of sound corporate governance.

The 2012 Credit-Suisse Research Report *Gender Diversity and Corporate Performance* links board diversity to better stock market and financial performance (higher return on equity, lower leverage, and higher price/book ratios). It suggests several explanations for this better performance including a stronger mix of leadership skills, improved understanding of consumer preferences, a larger candidate pool from which to pick top talent, and more attention to risk. In 2014, Credit-Suisse observed similar results. Additionally, numerous studies suggest a critical mass of at least three women directors strengthens corporate governance.

SEC Chair White in a 2016 keynote address articulated the benefits of diversity to investors. "As a former member of a public company board and its audit committee, I have seen first-hand what the research is telling us – boards with diverse members function better and are correlated with better company performance. This is precisely why investors have – and should have – an interest in diversity disclosure about board members and nominees."

A 2014 PwC survey of investors representing more than \$11 trillion in assets observed that "Nine out of 10 investors believe boards should be revisiting their director diversity policies, and 85% believe doing so will require addressing underlying impediments..." This is consistent with growing investor engagement on board diversity, as evidenced by state and city pension funds from California, Connecticut, New York City and New York State.

Moreover, Rhode Island and Massachusetts pension funds announced that they will vote against all director nominees sitting on boards with less than 30% and 25% women or underrepresented minority directors, respectively.

CEOs, through the Business Roundtable's 2016 Principles of Corporate Governance, identified board diversity as a driver of long-term economic value and called for women and/or minority candidates to be considered for each open board seat.

Dentsply Sirona lags peers with respect to the representation of women on its Board. Hologic and Edwards Lifesciences have four and two women on their Boards, respectively.

Moreover, the representation of women on corporate boards of S&P1500 companies has changed little in the last two years. Women hold 16.3% of directorships, less than a percentage point above 2014 levels. Women of color hold approximately 2.4% of directorships in 2014, unchanged since 2010 (2016 ISS Board Practice Study).

Resolved: Shareholders request that the Board of Directors prepare a report by December 2017, at reasonable expense and omitting proprietary information, on steps Dentsply Sirona is taking to foster greater diversity on the Board including but not limited to:

1. Strengthening Nominating and Corporate Governance policies by embedding a commitment to diversity inclusive of gender, race, ethnicity;
2. Committing to include women and underrepresented minority candidates in every pool from which Board nominees are chosen;
3. Reporting on progress and challenges experienced.