



## Align Technology Code of Business Conduct and Ethics

### I. INTRODUCTION

This Code of Business Conduct and Ethics ("the **Code**") applies to all directors, officers, employees, temporary workers, consultants and contractors of Align and its subsidiaries, who, unless otherwise specified, are referred to as our "employees".

We also expect all parties with whom we contract, whether agents, distributors, or suppliers of goods or services, and all other persons engaging with or otherwise acting in conjunction with Align, to comply with the Code and to engage Align employees in a manner which ensures that our employees do not breach this Code of Business Conduct or to otherwise breach the principles stated in the Code.

The Code is intended to guide our day-to-day activities and provide us with a set of unifying principles that help us maintain our high standards of business conduct and integrity. All of our employees are expected to read and understand this Code and perform their Align duties in line with the standards of ethics and business practices embodied within this Code. All employees are responsible to ensure they remain familiar with the Code as it may be revised from time to time and apply these principles to any and all circumstances which may arise. Failure to read this Code does not excuse employees from complying with this Code. While the Code does not form part of an employee's contract of employment unless expressly stated to the contrary, all employees are required to comply with the obligations imposed upon them under it. Because the principles described in this Code are general in nature and there may be statutory requirements in different countries which also apply, you should also review all applicable Align policies and procedures for more specific instruction, and contact the Human Resources Department or Legal Department if you have any questions.

Align will consider any violation of this Code or other Align policies (as amended from time to time) and/or any applicable law, local policy, or employment document or contract to be a serious matter which may result in disciplinary action up to and including termination of or dismissal from your employment.



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## II. COMPLIANCE IS EVERYONE'S BUSINESS

### A. Raising Concerns and Seeking Advice

- Part of your job and ethical responsibility is to help enforce this Code. As part of our commitment to honest and ethical behavior, we require all employees to report any actual or apparent violations of law or ethical standards so that they can be investigated and dealt with appropriately. Examples of misconduct include fraud, making or receiving corrupt payments, theft, workplace violence, discrimination, harassment, misuse of Align resources, conflicts of interest, circumventing accounting controls and other unethical behaviors.
- This obligation extends to any instance where you may suspect, but are uncertain whether, a violation may be occurring. We impose this requirement even on individuals who are not directly violating ethical and legal standards because anytime anyone fails to live up to our ethical and legal obligations, Align can be profoundly and adversely affected. No one can condone such activities and, therefore, anyone aware of even a potential violation owes a duty to Align and himself/herself to disclose it.
- Remember, acting honestly and ethically is your responsibility, so:
  - don't assume it is acceptable to follow instructions from your manager or someone else that violate the law, Align policy, or this Code;
  - don't assume someone else will correct a problem; and
  - don't assume a questionable practice is legal just because it has been done by someone else.
- Be alert to warning signs: if a questionable proposal or conduct is defended as “No one will ever know...” or “It doesn't matter how it gets done as long as it gets done”, or “All that matters is increasing sales volumes, irrespective of how that is achieved”, chances are the proposal or conduct needs to be reconsidered. When in doubt about the right choice, ask yourself:
  - Could this conduct be viewed as dishonest, unethical or unlawful?
  - Could this conduct hurt Align – would we lose credibility with customers? With investors? With our business partners?
  - Could this conduct hurt other people?
  - Would additional advice be helpful?

If the answer is “yes” to any of these questions or even “maybe”, you have identified a potential issue and should speak up – tell your supervisor, manager, the General Counsel or the Human Resources department.

- You must also not hide evidence of wrong-doing by hiding or destroying documents or deleting files. Such activities can of themselves be a criminal offence for both Align and the individual concerned. It is important for Align that action can be taken and shown to be taken that is appropriate to deal with the situation and to prevent a further occurrence. Hiding evidence or destruction of evidence could prevent Align complying with its legal duties.
- While it is Align's policy that reports should, in the first instance, be submitted directly to your supervisor or manager, we realize this may not always be possible. For this reason, if you do not feel comfortable reporting conduct directly to your supervisor or manager, you may report concerns to the Ethics Officer, General Counsel or the Human Resources department. As a further alternative, you may use one of the channels of communication referenced below.



- Reports using any of these channels can, where local law allows, be made anonymously if you prefer this – although, wherever possible, Align encourages you to provide identification details to allow full and proper investigation of reports.
- If you have reason to believe that a member or members of the Executive Management Committee (EMC) are involved, and you are uncomfortable using one of the reporting methods recommended above, you may choose to report those facts to Align’s outside legal counsel, Wilson Sonsini Goodrich & Rosati, attention: Chris F. Fennel by email: [cfennell@wsgr.com](mailto:cfennell@wsgr.com) or facsimile: 650-845-5000. Mr. Fennel shall promptly deliver a copy of the report to the Chair of Align’s Audit Committee of the Board of Directors.

Internet	Toll-Free Confidential Phone
From any computer having Internet access, (home, public library, neighbor, etc.), go to <a href="http://www.ethicspoint.com">www.ethicspoint.com</a> and click on “File a new Report”.	Call your EthicsPoint toll-free hotline at 1-888359-6313*. An intake specialist will assist you with entering your report into the EthicsPoint system.  <i>* If you are located outside of the United States or Canada, instructions on how to access a toll free number can be found on the Align intranet or the Align portal at <a href="http://www.ethicspoint.com">www.ethicspoint.com</a></i>

### B. Non-Retaliation Policy

- Align enforces a strict “no retaliation” policy. Reprisal, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code or other Align policies or procedures, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. If a complaint of retaliation is substantiated, appropriate disciplinary action will be taken, up to and including termination of or dismissal from your employment.

### C. Cooperation with Investigations

- You must cooperate completely in any investigations relating to Align. You must be honest and forthcoming at all times during an investigation, and you must provide any investigator with full, accurate, timely and truthful information. Misrepresenting facts or failing to disclose facts during an investigation is strictly prohibited. You must not hide evidence or destroy documents.

## III. AVOIDING CONFLICTS OF INTEREST

All of our business decisions must be made in Align’s best interest. You may have a conflict of interest if your personal activities or interests influence decisions you make within your Align role, or if you place your own personal gain or benefit, or those for others, before Align’s interests. All of us at Align should avoid situations that present actual or even the appearance of a conflict of interest to ensure that our actions are in the best interests of Align, our customers, our stockholders and each other.

### A. We Expect You To Be Open and Proactive

- Because issues regarding conflicts of interest can be complex, we recommend you consult with your manager, Ethics Officer or General Counsel to resolve any doubts you may have on whether an action or decision represents a conflict of interest or not. Often conflicts can be easily resolved if they are disclosed before any action is taken. It is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest. For example, if one of your



family members (including your parents, siblings, children or in-laws) is or becomes an Align customer, partner, competitor, or supplier, we may ultimately determine that the situation is not a conflict of interest; however, the right thing to do is to let your manager know about the situation immediately.

- If you are a director or officer, you must disclose any transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the General Counsel or the Chief Financial Officer. If the General Counsel or the Chief Financial Officer determines that the transaction is material to Align, it must be approved by the Audit Committee of the Board of Directors.

## **B. Outside Employment, Activities or Services**

- Unless you are a non-employee director of Align, you are expected to devote your full attention to our business interests. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to Align or is otherwise in conflict with or prejudicial to Align. You cannot, with or without compensation, accept simultaneous employment with a competitor or take part in any activity that enhances or supports a competitor's position. In addition, unless you are a non-employee director of Align, you cannot accept simultaneous employment with a company or organization that is supplier, customer, developer or any other business partner. Non-employee directors must promptly inform Align of any such service.

## **C. Outside Directorships**

- Align employees sometimes are offered the opportunity to serve on other companies' boards. Although we are not against this as a matter of principle, you should keep the following in mind. No employee can serve as a director of any company that competes with Align. Although you may serve as a director of an Align supplier, customer, developer, or other business partner, our policy requires that all employees other than our non-employee directors first obtain approval from our General Counsel before accepting such a directorship. Non-employee directors shall promptly inform us of any such service.

## **D. Personal Investments**

- You must not invest nor maintain ownership interest in an Align customer, supplier, developer or competitor, if that interest could be considered a significant financial interest which could be viewed as compromising your responsibilities to Align. Many factors should be considered in determining what is a significant financial interest and whether a conflict exists, including the size and nature of the investment, your ability to influence Align's decisions, your access to confidential information at Align or the other company and the nature of the relationship between Align and the other company. When in doubt about whether a personal investment creates an actual or apparent conflict of interest and whether a "significant financial" interest exists, you should consult with our Ethics Officer or General Counsel *before* making the investment.

## **E. Doing Business With Friends and Relatives**

- Our rule here is simple: you should not enter into an Align-related business relationship with a relative, close friend or significant other, or with a business in which you, a relative, close friend or significant other is associated in any significant role, without first contacting our Ethics Officer, General Counsel or our Chief Financial Officer.
- If you are a director or officer of Align, and after consultation with our Ethics Officer, General Counsel or Chief Financial Officer we determine it is desirable to go forward with the transaction, such transaction must be fully disclosed to and approved by the Audit Committee of the Board of Directors. In any event, any related party transaction that is determined to be material to Align and is reportable under the rules and regulations of the Securities and Exchange Act, must be reviewed and approved in writing in advance by the Audit Committee. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to this business.



- Relatives include spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws. Significant others include persons living in a spousal (including same sex) or familial arrangement with an employee.

#### **F. Employment of Relatives, Close Friends and Significant Others**

- Align discourages the employment of relatives, significant others and other persons with whom you may have a close personal relationship (e.g. someone you are dating) in positions or assignments within the same department and we prohibit the employment of such individuals in positions that have a financial dependence or influence (e.g., an auditing or control relationship, or a supervisor/subordinate relationship). Align does not believe that such relationships promote a beneficial working environment due to the potential for accusations of favoritism and conflicts of interest to arise. If a question arises about whether a relationship is covered by this policy, the Ethics Officer is responsible for reviewing the situation and making this determination.
- If a prohibited relationship exists or develops between two employees, the employee in the more senior position must bring this to the attention of his/her manager. Deliberate withholding of information regarding a prohibited relationship/reporting arrangement may be subject to corrective action, up to and including termination of or dismissal from your employment. If such a relationship develops, we may take action to separate the individuals at the earliest possible time. This may be by reassignment or termination of or dismissal from employment of one or both employees if it is not possible to remove the risk or potential conflict in any other way.

#### **G. Accepting Gifts and Entertainment**

- Gifts and/or entertainment must never, in any circumstances, be solicited and you must never accept gifts of cash, or a cash equivalent, from those we do business with. Additionally, under no circumstances should you accept any offer, payment, promise to pay or accept receipt of anything of value from customers, vendors, suppliers, consultants, partners or anyone else doing business with Align that may be perceived as unduly influencing your business decision, creating the appearance of an improper expectation on the part of the person giving the gift or entertainment, or the impression that you favor a supplier, vendor or customer for reasons of personal advantage rather than justified business reasons. However, not all gifts and entertainment offered to Align employees necessarily represent conflicts of interests. For example, inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided they are not excessive or create an appearance of impropriety, do not violate this policy. On the other hand, tickets to something like the Super Bowl, FA Cup Final, Six Nations Rugby Final, or the Olympics may raise ethical concerns depending on the context. The test to apply is whether, in all the circumstances, the gift or hospitality is reasonable and justifiable. The intention of the person behind the gift should therefore always be considered. You must obtain director-level or above approval in writing when accepting any significant gifts or entertainment. Significant gifts are those with an estimated value of \$50 on any one occasion or more than \$250 over the course of a year; significant entertainment is that with an estimated value of \$100 per head on any one occasion or more than \$500 per head over the course of a year. Questions regarding whether a particular payment or gift violates this policy should be directed to our Ethics Officer or General Counsel.

#### **H. Giving Gifts and Entertainment: Customers**

- Similarly, you should also be cautious when giving gifts and providing entertainment. Gifts given by Align to suppliers or other persons we do business with should always be appropriate to the circumstances and should never create an appearance of impropriety. In addition, because Align is a medical device manufacturer, our relationships with our customers may not involve inducements or implication of any inducement to prescribe or use our products. "Customers" include dentists, dental practices, hospitals and their practice and administrative staff and includes prospective customers.



This means that Align cannot provide gifts or advantages in any form to its customers, nor can it provide hospitality or entertainment except in very specific circumstances, which circumstances are set out more fully in our Gift Policy and Guidelines on Interactions with Health Care Professionals and with which you are required to comply.

#### **I. Giving Gifts and Entertainment: Other than to Customers**

- In relation to persons other than customers, any gifts or entertainment should be expected to develop Align's relationship with the recipient and/or Align's reputation in one or more of its target markets. The value should be reasonable and proportionate given the nature of the relationship and must not include cash or a cash equivalent. Entertainment and/or gifts must never be given with the intention of influencing a third party to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favors or benefits. You must obtain director-level, or above, approval in writing before giving any significant gifts or entertainment to any person, or any gifts or entertainment of any value to a public official. Significant gifts are those with an estimated value of \$50 on any one occasion or more than \$250 over the course of a year, significant entertainment is that with an estimated value of \$100 per head on any one occasion or more than \$500 per head over the course of a year.

#### **Conflicts of Interest - What are things I need to watch out for?**

- Holding a financial interest in a company where you could personally affect Align's business with that company.
- Taking a part-time job where you may be tempted to spend time on that job during your normal Align working hours or to use Align equipment or materials.
- Receiving or giving gifts of greater than nominal value from suppliers, customers or competitors.
- Taking a customer to a sporting event.
- Providing free or discounted cases or any other benefit to customers in exchange for an increased volume of cases from the customer.
- Directing business to a supplier that is owned or managed by a relative.
- Preferentially hiring, directly supervising or making a promotional decision about a spouse, relative or close personal friend.

#### **IV. EMPLOYMENT AND WORK ENVIRONMENT**

We are committed to maintaining a workplace that is inclusive and safe for our employees and business partners. Our policies and programs are designed to promote fairness and respect for all individuals, and to foster a workplace where diversity and inclusion are valued. We do not tolerate discrimination, harassment or retaliation of any kind. Behaviors that put our employees or business partners at risk are not allowed.

##### **A. Equal Employment Opportunity Employer**

- Align is an equal opportunity employer. All employment decisions are designed to ensure we have the right person with the right qualifications and experience for the job in question. We do not discriminate on the basis of race, color, creed, sex, age, national origin or ancestry, physical or mental disability, veteran status, marital status, medical condition, religion or belief, sexual orientation, as well as any other category protected by law.
- We will also make all reasonable accommodations to ensure we meet our obligations under the Americans with Disabilities Act (ADA), state disability laws or similar laws in other jurisdictions that are applicable to our employees. Any qualified applicant or employee with a disability who requires an accommodation in order to perform the essential functions of the job should contact Human



Resources. If you are disabled or become disabled, we encourage you to share this information with Human Resources so we can support you as appropriate. All information you provide will be treated in confidence.

## **B. Harassment and Discrimination-free Workplace**

- We are committed to maintaining a workplace free from discrimination and harassment. Align does not tolerate inappropriate behavior, harassment or discrimination by, or of, our employees or business partners, including when it is based on race, color, creed, sex, age, national origin or ancestry, physical or mental disability, veteran status, marital status, medical condition, religion or belief, sexual orientation or any other protected basis. Employees must treat everyone with respect and refrain from unwelcome or potentially offensive verbal, non-verbal or physical behavior, including slurs, name calling, jokes, touching, gestures and other potentially harassing or intimidating actions. It is also prohibited to treat anyone less favorably because they have submitted or refused to submit to such behavior in the past.
- Sexual harassment includes, but is not limited to making unwanted sexual advances, requests for sexual favors, or visual, verbal (which includes any such conduct via the Internet), or physical conduct of a sexual nature when: (A) submission to the conduct is made a term or condition of employment; or (B) submission to or rejection of the conduct is used as the basis for employment decisions affecting the individual. Sexual harassment also includes unwanted conduct that has the purpose or effect of unreasonably interfering with the employee's work performance or creating an intimidating, hostile, degrading, humiliating or offensive working environment, even if it does not lead to tangible or economic job consequences. It is unlawful for males to sexually harass females or other males, and for females to sexually harass males or other females. Sexual harassment and any other form of harassment on the job is unlawful whether it involves coworker harassment, harassment by a manager, harassment towards a manager, or harassment by persons doing business with or for Align.

### *Information on Additional Compliant Procedures for Harassment in Employment:*

- In addition to our internal complaint procedure, employees in the US should also be aware that the federal Equal Employment Opportunity Commission (EEOC) and appropriate state agencies (such as the California Department of Fair Employment and Housing (DFEH)) investigate and prosecute complaints of unlawful harassment in employment. Employees who believe that they have been unlawfully harassed may file a complaint with either of these agencies. The EEOC and the appropriate state agencies serve as neutral fact finders and attempt to help the parties voluntarily resolve disputes.

## **C. Policy Against Workplace Violence**

- Align is committed to providing a workplace that protects the health and safety of our employees and business partners. That is why we prohibit intimidating behavior, acts or threats of physical violence that occur on Align property or while conducting Align business off of Align property. Workplace violence is any intentional conduct that is sufficiently severe, offensive, or intimidating to cause an individual to reasonably fear for his or her personal safety or the safety of his or her family, friends, and/or property such that employment conditions are altered or a hostile, abusive, or intimidating work environment is created for one or several employees.
- Any person who engages in a threat or violent action on our property may be removed from the premises as quickly as safety permits and may be required, at our discretion, to remain off Align's premises pending the outcome of an investigation of the incident. When threats are made or acts of violence are committed, a judgment will be made by Align as to what actions are appropriate, including possible medical evaluation and/or disciplinary action up to and including termination of or dismissal from your employment. In the case of potential violence, contact Align Security.





#### D. Commitment to a Drug Free Workplace

- Employees impaired by alcohol, illegal drugs, intoxicants, and controlled substances on the job compromise the efficiency, productivity, and safety of themselves and others, and threaten a safe and healthy environment. Align will not jeopardize the safety of the employee, other employees, our customers, the public, or our operations because of an individual's poor judgment. Accordingly, we prohibit the following:
  - Possession, use, or being under the influence of alcohol or an illegal drug, intoxicant, or controlled substance during working hours.
  - Operating a vehicle owned or leased by Align while under the influence of alcohol or an illegal drug, intoxicant, or controlled substance.
  - Distribution, sale, manufacture or purchase or the attempted distribution, sale, manufacture or purchase—of an illegal drug, intoxicant, or controlled substance during working hours or while on premises owned or occupied by Align.
- On occasion, managerial, executive, and marketing staff may entertain clients during work hours or after work hours as representatives of Align. In addition, with the approval of our President and Chief Executive Officer, alcohol is occasionally served at social events sponsored by Align. On these occasions, only the moderate and limited use of alcohol is acceptable, and if you are driving we would expect you to moderate your drinking to within the nationally applied safe limits for drinking and driving. Employees are expected to remain responsible, professional, and sober at all times.
- Any employee suspected of possessing alcohol, an illegal drug, intoxicants, or a controlled substance is subject to inspection and search, with or without notice. Employees' personal belongings, including any bags, purses, briefcases, and clothing, and all Align property, are also subject to inspection and search, with or without notice. Employees who violate our drug and alcohol abuse policy will be removed from the workplace immediately. We may also bring the matter to the attention of appropriate law enforcement authorities.
- Any conviction for criminal conduct involving illegal drugs, intoxicants, or controlled substances, whether on or off duty, or any violation of our drug and alcohol abuse policy, including having a positive drug-test result, may lead to disciplinary action, up to and including termination of or dismissal from your employment.
- The restrictions set out in respect of the possession storage and taking of drugs do not apply to possession, storage and proper consumption of drugs prescribed to the employee by a medical practitioner. Employees taking prescribed drugs and medication or any other drugs and medication which may affect his or her ability to perform their duties or studies must notify a Human Resources representative as soon as possible who will discuss with the individual how the situation might be managed and who may require the employee to produce a document from their medical practitioner of the individual's medical need for such drugs or medication.
- Align will attempt to reasonably accommodate employees with chemical dependencies (alcohol or controlled substances), if they voluntarily wish to seek treatment and/or rehabilitation. If you desire such assistance, you should request an unpaid treatment or rehabilitation leave of absence. Align's support for treatment and rehabilitation does not obligate us to employ any person who violates our drug free workplace policy or whose job performance is impaired because of substance abuse. We are also not obligated to reemploy any person who has participated in treatment or rehabilitation if that person's job performance remains impaired as a result of dependency. Employees who are given the opportunity to seek treatment and/or rehabilitation and are involved in any further violations of this policy will not be given a second opportunity to seek treatment or rehabilitation.



## Employment & Work Environment – What are things I need to watch out for?

- Allowing race, color, creed, sex, age, national origin or ancestry, physical or mental disability, veteran status, marital status, medical condition, religion or belief, sexual orientation, as well as any other category protected by law, to be a factor in hiring promotion, compensation or other employment-related decision.
- Displaying materials or telling jokes that ridicule or offend a member of any sex, race, ethnic group or of any other category protected by law.
- Retaliating (or threatening to retaliate) against anyone who files a complaint of discrimination or harassment.
- Making unwelcome sexual advances to another employee or person with whom you work.
- Attending work while still under the influence of alcohol or controlled substances, even if consumed the previous evening.

## V. PROTECTING CONFIDENTIAL INFORMATION

As you know, Align’s confidential and proprietary information is a valuable asset that all employees, agents and contractors must take great care to safeguard and protect. Confidential information includes product architectures; source codes; product plans and road maps; names and lists of customers, dealers, and employees; personally identifiable information on individuals; and financial information. Align information that leaks prematurely into the press or to competitors can hurt product launches, eliminate our competitive advantage and prove costly in any number of other ways. Your responsibilities in this area extend beyond merely not revealing confidential Align information (including over the Internet), you are also responsible for the proper labeling, safeguarding, securing and disposal of confidential information. This obligation extends to confidential information of third parties, which Align has rightfully received under non-disclosure agreements. In addition, you are responsible for compliance with applicable intellectual property laws, such as those protecting patents, copyrights and trade secrets.

### A. Disclosure of Confidential Information

- As noted above, Align’s “confidential information” includes financial information, customer information and product information. Our rule here is really pretty simple: it is your responsibility to exercise all due care to make sure that Align confidential information stays confidential. From time to time, a project or negotiation may require that our confidential information be disclosed to potential or existing business partners. However, such disclosure should never be done without carefully considering its potential benefits and risks. If you determine in consultation with your manager and other appropriate Align management that disclosure of confidential information is necessary, you must then contact the Legal Department to ensure that an appropriate written non-disclosure agreement is signed prior to the disclosure. You must not sign a third party’s non-disclosure agreement or accept changes to Align’s standard non-disclosure agreements without review and approval by the Legal Department. In addition, all materials that contain Align confidential information, including presentations, must be reviewed and approved by the Legal Department prior to publication or use.

### B. Handling Personal Information Relating to Patients and Others

- As part of your work at Align, you may have access to personal information about Align’s patients, physicians, employees and contractors. You must respect those individuals’ rights to privacy and protect the confidentiality of their personal information at all times.
- You must never use individuals’ personal information for reasons other than the purpose(s) for which it was collected. Patients’ personal information will, in particular, often include sensitive information (like physical or mental health records) that is highly confidential. For this reason, patients’ personal information must not be disclosed to anyone outside of Align without proper authorization. Even within



Align, patients' personal information should be discussed with other employees only when there is a legitimate business need to do so. The law imposes substantial fines and penalties against companies and individual employees for even the accidental release of confidential patient information.

- The Health Portability and Accountability Act of 1996 (HIPAA) sets forth a number of privacy and security standards to protect patient confidentiality, as do European Union data protection laws. Senior management has committed significant resources to addressing HIPAA and European data protection regulations. Any questions about the way personal information should be treated or to whom it can be disclosed should be directed to your manager or the Legal Department.

### **C. Handling the Confidential Information of Others**

- Just as you should be careful not to disclose Align confidential information, it is equally important that you do not disclose any confidential third-party information that has been entrusted to you in the course of your work. You should never accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate non-disclosure agreement has been signed with the party offering the information. The Legal Department can provide non-disclosure agreements to fit any particular situation, and will coordinate appropriate execution of such agreement on behalf of Align. Even after a non-disclosure agreement is in place, you should accept only the information necessary to accomplish the purpose of receiving it, such as a decision on whether to proceed to negotiate a deal. If more detailed or extensive confidential information is offered and it is not necessary for your immediate purposes it should be refused. Also, please remember that it is your responsibility to read the non-disclosure agreement and abide by its terms. Every employee, agent and contractor involved in a potential business relationship with a third party must understand and strictly observe the restrictions on the use and handling of confidential information. When in doubt, consult the Legal Department.

### **D. Competitive Information**

- You should never attempt to obtain a competitor's confidential information by improper means or contact a competitor regarding their confidential information. While Align may, and does, employ former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

### **I. Publications of Others**

- You should not copy and/or distribute through e-mail or other means copyright material (e.g., software, database files, documentation, graphic files, photos, information from the Internet (including from social networking sites)), downloaded information, articles, newsletters, reference works, online reference services, magazines, books, and other digital and printed works) unless you have confirmed in advance from appropriate sources that Align has the right to copy or distribute the material. Failure to observe a copyright may result in disciplinary action by Align as well as legal action by the copyright owner. When in doubt about whether you may copy a publication, consult the Legal Department.

#### **Protecting Confidential Information - What are things I need to watch out for?**

- Receiving proprietary or confidential information from an employee about his or her prior employer.
- Releasing confidential information to unauthorized third parties.
- Talking about the identity of a patient using one of our products without their consent.



## VI. PUBLIC COMMUNICATIONS

### A. Public Communications and Filings:

- Align files reports and other documents with regulatory authorities, including the United States Securities and Exchange Commission and the Nasdaq Global Market. From time to time we also make other public communications, such as issuing press releases. If you are involved in the preparation of public reports and communications you must use all reasonable efforts to comply with our disclosure controls and procedures, which are designed to ensure full, fair, accurate, timely and understandable disclosure in our public reports and communications.
- If you believe that any disclosure is materially misleading or if you become aware of any material information that you believe should be disclosed to the public, it is your responsibility to bring this information to the attention of the Legal Department. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee of the Board of Directors by filing a report through EthicsPoint or by using our toll-free hotline and indicating that the report concerns questionable accounting or auditing conduct or practices.

### B. Statements to Analysts, Media and Other Third Parties:

- You may not communicate externally on behalf of Align unless you are authorized to do so. Specific policies have been established regarding who may communicate information to the press and the financial analyst community. You should never discuss Align with members of the media or the financial analyst community unless you have been explicitly authorized to do so. Align has designated its CEO, CFO, the General Counsel and the Investor Relations Officer as those persons authorized to speak on behalf of Align to securities market professionals, existing or prospective stockholders, reporters and any other party who is not bound by a duty of confidentiality to Align. All inquiries or calls from the press and financial analysts should be referred to the Chief Financial Officer or Investor Relations Department. You should refer to the Disclosure Policy posted under the Corporate Governance tab of the investor relations section of our website at [www.investor.aligntech.com](http://www.investor.aligntech.com) for further information on communicating with third parties.

### C. Public Statements Made Outside of the Scope of Your Employment:

- Any publication or publicly made statement that might be perceived or construed as attributable to Align, made outside the scope of your employment with Align, must be reviewed and approved in writing in advance by the Legal Department and must include our standard disclaimer that the publication or statement represents the views of the specific author and not of Align.

#### Public Communications - What are things I need to watch out for?

- Speaking to members of the press without prior approval.
- Reporting financial results that seem inconsistent with underlying performance.

## VIII. MAINTAINING BOOKS AND RECORDS

As a public company, we are required to follow strict accounting principles and standards, to report financial information accurately and completely in accordance with these principles and standards. To make sure we get this right, Align maintains a system of internal controls and procedures. You are expected to stay in full compliance with any system of internal controls that is communicated to you by the CEO, CFO, Legal Department, Finance Department or the head of your department. The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, security holders and other stakeholders.



## **A. Compliance with Rules, Controls and Procedures**

- It is important that all transactions are properly recorded, classified and summarized in our financial statements, books and records in accordance with our policies, controls and procedures, as well as all generally accepted accounting principles. We must keep financial records which evidence the business reason for making payments to third parties. All employees must ensure that all claims relating to expenses and disbursements are submitted in accordance with our accounting policies. No accounts must be kept "off-book" to facilitate or conceal improper payments. If you have any involvement in financial reporting or accounting, you should have an appropriate understanding of, and you should seek in good faith to adhere to, relevant accounting and financial reporting principles. If you are a senior officer, you are expected to ensure that the internal controls and procedures in your business area are in place, understood and followed.

## **B. Accuracy of Records and Reports**

- It is important that those who rely on records and reports – managers and other decision makers, creditors, customers and auditors – have complete, accurate and timely information. Intentionally creating or inserting false or misleading information in any Align financial or other business record is strictly prohibited. False, misleading or incomplete information undermines Align's ability to make good decisions about resources, employees and programs and may, in some cases, result in violations of law. All business records are to be maintained accurately (including, purchase requisitions, check requests, time sheets, invoices or expense reports). Most employees have involvement with product, marketing or administrative activities, or performance evaluations, which can affect our reported financial condition or results. Therefore, Align expects you, regardless of whether you are directly involved in preparing financial or accounting records or reports, to use all reasonable efforts to ensure that every business record or report with which you deal is accurate, complete and reliable.

## **C. Dealing with Auditors**

- Our auditors have a duty to review our records in a fair and accurate manner. You are expected to cooperate with independent and internal auditors in good faith and in accordance with law. Needless to say, you should never, in any way, fraudulently induce or influence, coerce, manipulate or mislead our internal or our independent auditors regarding financial records, processes, controls or procedures or other matters relevant to their engagement. You may not engage, directly or indirectly, any outside auditors to perform any audit, audit-related, tax or other services, including consulting, without written approval from the Audit Committee of the Board of Directors.

## **D. Keeping the Audit Committee Informed**

- The Audit Committee plays an important role in ensuring the integrity of our public reports. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee of the Board of Directors by filing a report through EthicsPoint or by using our toll-free hotline and indicating that the report concerns questionable accounting or auditing conduct or practices.

## **E. Records on Legal Hold**

- A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. Align's Legal Department determines and identifies what types of company records or documents are required to be placed under a legal hold. Every Align employee, agent and contractor must comply with this policy. Failure to comply with this policy may subject the employee, agent or contractor to disciplinary



action, up to and including termination of or dismissal from employment or the relevant business relationship at Align's sole discretion.

- You will be notified by the Legal Department if a legal hold is placed on records for which you are responsible. You then must preserve and protect the necessary records in accordance with instructions from the Legal Department.

**F. RECORDS OR SUPPORTING DOCUMENTS THAT HAVE BEEN PLACED UNDER A LEGAL HOLD MUST NOT BE DESTROYED, ALTERED OR MODIFIED UNDER ANY CIRCUMSTANCES.**

A legal hold remains effective until it is officially released in writing by the Legal Department. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Legal Department. If you have any questions about this policy you should contact the Legal Department.

**Maintaining Books & Records - What are things I need to watch out for?**

- Inaccurately stating financial records, such as overstating travel and entertainment expenses, or submitting erroneous time sheets or invoices.
- Misrepresenting information because it will help "get something done" for Align.

**IX. COMPLIANCE WITH LAWS**

All employees, agents and contractors must comply with all applicable laws, regulations, rules and regulatory orders. Employees located outside of the United States must comply with laws, regulations, rules and regulatory orders of the United States, including the Foreign Corrupt Practices Act, UK Bribery Act, and the United States Export Control Act, in addition to applicable local laws. Each employee, agent and contractor must acquire appropriate knowledge of the requirements relating to his or her duties sufficient to enable him or her to recognize potential dangers and to know when to seek advice from the Legal Department on specific policies and procedures. Violations of laws, regulations, rules and orders may subject the employee, agent or contractor to individual criminal or civil liability, as well as to discipline by Align. Such individual violations may also subject Align to civil or criminal liability or the loss of business.

**A. Prohibition of Inducements**

- Payments made to corruptly influence the recipient or to otherwise gain an improper advantage in any situation are never acceptable. Such improper payments not only expose Align to possible criminal prosecution but may also result in the prosecution of any employee involved in the making of such payments. In fact, even offering to make such an improper payment can be a crime. The fact that making the payment is customary or apparently officially tolerated locally is not sufficient to show that it is legitimate. Align expressly prohibits improper payments in all business dealings, in every country around the world, with both governments and the private sector. Improper payments should not be confused with reasonable and limited expenditures for business meals and hospitality directly related to the education and training on our products or services, which have no improper motive. These payments are acceptable, unless specifically instructed otherwise, (please see section VIII. A, B and C) and subject to compliance with our Gift Policy, Guidelines on Interactions with Health Care Professionals, and Foreign Corrupt Practices Act and Bribery Act Policy. Questions regarding whether a particular payment or gift violates this policy should be directed to the Ethics Officer or General Counsel.

**B. Anti-Corruption**

- Align requires full compliance with anti-corruption legislation including the Foreign Corrupt Practices Act (FCPA) and UK Bribery Act 2010 (Bribery Act) by all of its employees, agents, and contractors.



Align requires all its employees, agents, distributors and other contractors to comply with the terms of Align's Foreign Corrupt Practice Act and Bribery Act Compliance Policy and that is available at [\[insert Intranet address\]](#).

- The anti-bribery and corrupt payment provisions of the FCPA make illegal any corrupt offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value to any foreign official, or any foreign political party, candidate or official, for the purpose of: influencing any act or failure to act, in the official capacity of that foreign official or party; or inducing the foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone. Similarly, it is an offence under the Bribery Act to directly or indirectly offer, promise or give something of value to a foreign public official with the intention of influencing the recipient in his capacity as a foreign public official in order to obtain or retain business, unless there is a written law permitting the payment.
  - Additionally, it is a criminal offence under the Bribery Act for a person directly or indirectly to offer, promise or give a bribe or request, or agree to receive or accept a bribe. Essentially a bribe is the exchange of something of value in return for someone doing or agreeing to do something improper in a business context. The transfer of anything of value could be a bribe, not only cash. For example, gifts, travel expenses, entertainment, contracts, employment, sponsorships, political contributions and charitable contributions could all be classified as bribes if they are exchanged or offered with the intention of inducing someone to do something improper or to reward them for behaving improperly. What is improper will be considered by reference to a UK standard of what would be reasonably expected of the person carrying out the activity in question.
- Align could be guilty of a corporate offence of failing to prevent bribery if an "associated person", that is someone performing services for Align such as employees, agents or contractors, makes a corrupt payment to another person with the intention of gaining a business advantage for Align. This offence may be committed wherever in the world the bribe is paid and the penalties for an offence are severe. It is no defense for us to argue that Align was unaware of the improper payment. As a result, all employees must be vigilant to ensure such payments are not made.
- All Align employees, agents and contractors whether located in the United States or abroad, are responsible for ensuring compliance with all applicable anti-corruption legislation and the procedures required to be put in place to ensure compliance. All managers are expected to monitor continued compliance with the FCPA, Bribery Act and other anti-corruption legislation to ensure compliance with the highest moral, ethical and professional standards. Laws in most countries outside of the United States also prohibit or restrict government officials or employees of government agencies from receiving payments, entertainment, or gifts for the purpose of winning or keeping business. No contract or agreement may be made with any business in which a government official or employee holds a significant interest, without the prior approval of Align's Legal Department. All proposals to make payments (whether monetary or other things of value) to government or other public officials must be pre-approved by Align's Legal Department.

### **C. Facilitation Payments**

- Align does not make facilitation payments or provide "kickbacks", whether directly or indirectly through agents or other intermediaries. Facilitation payments are typically small, unofficial payments made to secure or expedite a routine government action by a government official. Kickbacks are typically payments made in return for a business favor or advantage. All employees must avoid any activity that might lead to, or suggest, that a facilitation payment or kickback will be made or accepted by Align.



#### **D. Export Controls**

- A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the United States government considers unfriendly or as supporting international terrorism. The United States' regulations are complex and apply both to exports from the United States and to exports of products from other countries, when those products contain U.S.-origin components or technology. Software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute a controlled export.
- The Legal Department can provide you with guidance on which countries are prohibited destinations for Align products or whether a proposed technical presentation to foreign nationals may require a United States Government license.

#### **E. Free and Fair Competition**

- Most countries and the European Union have well-developed bodies of law designed to encourage and protect free and fair competition. Align is committed to obeying both the letter and spirit of these laws. These laws often regulate Align's relationships with its distributors, resellers, dealers, and customers. Competition laws generally address the following areas: pricing practices (including price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination, and many other practices. Competition laws also govern, usually quite strictly, relationships between Align and its competitors. As a general rule, contacts with competitors should be limited and should always avoid subjects such as prices or other terms and conditions of sale, customers, and suppliers. Employees, agents or contractors of Align may not knowingly make false or misleading statements regarding its competitors or the products of its competitors, customers or suppliers. No employee, agent or contractor shall at any time or under any circumstances enter into an agreement or understanding with any competitor concerning prices, discounts, other terms or conditions of sale, profits or profit margins, costs, allocation of product or geographic markets, allocation of customers, limitations on production, boycotts of customers or suppliers, or bids or the intent to bid or even discuss or exchange information on these subjects. These prohibitions are absolute and strict observance is required. Collusion among competitors is illegal, and the consequences of a violation are severe. As we expect our competitors to respect our rights to compete lawfully in the marketplace, we must respect the rights of our competitors. Employees are prohibited from stealing or unlawfully using the information, material, products, intellectual property or proprietary or confidential information of anyone, including suppliers, customers, business partners or competitors.
- Although the spirit of these laws, known as "antitrust," "competition," or "consumer protection" or "unfair competition laws", is straightforward, their application to particular situations can be quite complex. To ensure that Align complies fully with these laws, each of us should have a basic knowledge of them and should involve our Legal Department early on when questionable situations arise.

#### **F. Obligations Under Securities Laws - "Insider" Trading**

- Obligations under the U.S. securities laws apply to everyone. In the normal course of business, officers, directors, employees, agents, contractors and consultants of Align may come into possession of significant, sensitive information. This information is the property of Align—you have been entrusted with it. You may not profit from it by buying or selling securities yourself, or passing on the information to others to enable them to profit or for them to profit on your behalf. Insider trading is a crime, penalized by fines of up to \$5,000,000 and 20 years in jail for individuals. In addition, the SEC may seek the imposition of a civil penalty of up to three times the profits made or losses avoided from the trading. Insider traders must also disgorge any profits made, and are often





subjected to an injunction against future violations. Finally, insider traders may be subjected to civil liability in private lawsuits. Employers and other controlling persons (including supervisory personnel) are also at risk under U.S. securities laws. Controlling persons may, among other things, face penalties of the greater of \$5,000,000 or three times the profits made or losses avoided by the trader if they recklessly fail to take preventive steps to control insider trading. Thus, it is important both to you and Align that insider-trading violations not occur. You should be aware that stock market surveillance techniques are becoming increasingly sophisticated, and the chance that U.S. federal or other regulatory authorities will detect and prosecute even small-level trading is significant. Insider trading rules are strictly enforced, even in instances when the financial transactions seem small. You should contact the Chief Financial Officer or the Legal Department if you are unsure as to whether or not you are free to trade.

- Align has imposed a regularly scheduled trading blackout period on all employees. Our employees generally may not trade in Align securities during the blackout period. For more details, and to determine if you are restricted from trading during trading blackout periods or otherwise, you should review Align's Insider Trading Policy. You can review the complete copy of our Insider Trading Policy by going to Align Central. You are expected to review, understand and follow such policy.

<b>Compliance with Laws - What are things I need to watch out for?</b>
<ul style="list-style-type: none"><li>• Requesting that a competitor's current or former employees provide confidential information about that competitor's business.</li><li>• Discussing or agreeing with competitors on pricing, terms, conditions of sale, costs, profits or profit margins, product or service offerings, production or sales volume, market share, coordination of bidding activities or dividing sales territories.</li><li>• Passing on or divulging proprietary or confidential information to outsiders, for example on Internet message boards.</li><li>• Buying or selling Align stock when our trading window is closed.</li></ul>

## **X. PROTECTING ALIGN'S ASSETS**

Protecting Align's assets is a key fiduciary responsibility of every employee, agent and contractor. Care should be taken to ensure that assets are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. You are responsible for the proper use of Align assets, and must safeguard such assets against loss, damage, misuse or theft. Employees, agents or contractors who violate any aspect of this policy or who demonstrate poor judgment in the manner in which they use any Align asset may be subject to disciplinary action, up to and including termination of employment or business relationship at Align's sole discretion. Align equipment and assets are to be used primarily for Align business purposes. Solicitation for any non-company business or activities using Align resources is prohibited. Your use of Align's assets, including its technical resources, must not interfere with your productivity, the productivity of any other employee, or the operation of Align's technical resources. Employees who have any questions regarding this policy should bring them to the attention of the Ethics Officer or General Counsel.

### **A. Physical Access Control**

- Align has and will continue to develop procedures covering physical access control to ensure privacy of communications, maintenance of the security of our communication equipment, and safeguard our assets from theft, misuse and destruction. You are personally responsible for complying with the level of access control that has been implemented in the facility where you work on a permanent or temporary basis. You must not defeat or cause to be defeated the purpose for which the access control was implemented.



## **B. Company Funds**

- Every Align employee is personally responsible for all Align funds over which he or she exercises control. Align agents and contractors should not be allowed to exercise control over Align funds. Align funds must be used only for Align business purposes. Every Align employee, agent and contractor must take reasonable steps to ensure that Align receives good value for Align funds spent, and must maintain accurate and timely records for each individual expenditure. Expense reports must be accurate and submitted in a timely manner.

## **C. Political Contributions**

- Align reserves the right to communicate its position on important issues to elected representatives and other government officials. It is our policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. Align's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of our General Counsel and, if required, the Board of Directors.

## **D. Sponsorship and Charitable Donations**

- A donation is a contribution to a good cause, and therefore a type of gift. Section VIII. A, B and C above should therefore also be read in conjunction with this section. Align will only make charitable donations that are legal and ethical under local laws and practices. If the intention of the sponsorship or donation is, or there may be a perception by any other party, that the sponsorship or donation is to gain an improper business advantage or to place undue influence on a person responsible for a decision, a service or a contract, then the sponsorship or donation should not be provided. When sponsorship is given or donations are provided, it must be on the basis that no commercial benefits are being sought in exchange, and without the intention that any such benefits will be forthcoming. Align's funds or assets must not be used for, or be contributed to sponsorship and donations without the prior written approval of Align's Chief Financial officer.

## **E. Computers and Other Equipment**

- Align strives to furnish employees with the equipment necessary to efficiently and effectively do their jobs. You must care for that equipment and use it responsibly and primarily for Align business purposes. If you use Align equipment at your home or off site, take precautions to protect it from theft or damage, just as if it were your own. If Align no longer employs you, you must immediately return all Align equipment. While computers and other electronic devices are made accessible to employees to assist them to perform their jobs and to promote Align's interests, all such computers and electronic devices, whether used entirely or partially on Align's premises or with the aid of Align's equipment or resources, must remain fully accessible to Align and, to the maximum extent permitted by law, will remain the sole and exclusive property of Align.
- Employees, agents and contractors should not maintain any expectation of privacy with respect to information transmitted over, received by, or stored in any electronic communications device owned, leased, or operated in whole or in part by or on behalf of Align. To the extent permitted by applicable law, we retain the right to gain access to any information received by, transmitted by, or stored in any such electronic communications device, by and through our employees, agents, contractors, or representatives, at any time, either with or without an employee's or third party's knowledge, consent or approval.
- Please keep in mind the following:
  - Align monitors the performance, usage and cost-effectiveness of its technical resources and periodically gathers information such as the number, frequency, time of day and duration of calls or the use of other technical resources.



- Align may, in its discretion, review any employee's electronic files and messages as well as the volume and content of use. With this in mind, you should consider carefully the content of any emails before you send them and ensure they do not violate this Code in any way.
- Remember that your electronic communications and files are neither private nor confidential. They may be read by others within and outside of Align without first obtaining your permission. If there is information that you do not want to be available to others, you should send that information in other ways.

## **F. Software**

- All software used by employees to conduct Align business must be appropriately licensed. Never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose you and Align to potential civil and criminal liability. In addition, use of illegal or unauthorized copies of software may subject the employee to disciplinary action, up to and including termination of or dismissal from your employment. Align's IT Department will inspect Align computers periodically to verify that only approved and licensed software has been installed. Any non-licensed/supported software will be removed.

## **G. Electronic Usage**

- We expect employees to utilize electronic communication devices in a legal, ethical, and appropriate manner. Posting or discussing information concerning our products or business on the Internet without the prior written consent of our CFO is prohibited. Sending, saving or viewing offensive material is prohibited. Messages stored and/or transmitted by computer, voice mail, e-mail or telephone systems must not contain content that may reasonably be considered offensive to any employee. Offensive material includes, but is not limited to, sexual comments, jokes or images, racial slurs, gender-specific comments. Any other form of electronic communication used by employees currently or in the future is also intended to be encompassed under this policy. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. You are therefore encouraged to use sound judgment whenever using any feature of our communications systems. The complete set of policies with respect to electronic usage of Align's assets is set forth in the Information Security Policy located on Align Central. You are expected to review, understand and follow such policies and procedures.

## **H. Entering Into Contracts**

- Signing a contract on behalf of Align should not be taken lightly. When Align is selling or buying products and services or entering into other commitments, Align must embody the rights and obligations of each party in appropriate written contracts. Properly written contracts document the use of Align funds and assets, define the rights and obligations of Align and other parties, establish protections against liabilities and provide tools for handling disputes. When engaging with a new party, employees are required to consider whether the other party represents a corruption risk. Our zero-tolerance approach to bribery and corruption must be communicated to all third parties at the outset of our business relationship with them and as appropriate thereafter. If you are involved in selling to or negotiating with Align customers, suppliers, other business partners or outside parties, you are required to abide by Align's contracting policies and guidelines. You must not enter into any agreement, promise, arrangement or commitment with a customer (whether or not written, oral or in email) that is not contained in the standard Pricing Terms and Conditions for Invisalign products, the Advantage Program, Purchase Contracts for Cadent products or any other authorized discount program (sometimes these arrangements are referred to as "side agreements"). Employees must make sure that fees charged and payments made are commensurate with the services provided and do not include any facilitation payments (as described above in section VIII C.) or other bribes. We



expect you will not enter into any contract unless you are authorized to do so and the contract has been reviewed and approved as to form by the Legal Department.

### Protecting Align's Assets - What are things I need to watch out for?

- Using Align computers to visit web sites that contain inappropriate or unprofessional content.
- Using side letter, "off-the-book" arrangements, letters of intent, or other express or implied agreements without prior review and approval by Align's legal team.
- Agreeing to return rights, future pricing, payment terms, free services, "one off" promotions or exchange rights with a customer without prior review and approval by Align's legal team.

## XI. RESPONSABILITIES TO OUR CUSTOMERS AND OUR SUPPLIERS

### A. Customer Relationships

- If your job puts you in contact with any of our customers or potential customers, it is critical for you to remember that you represent Align to the people with whom you are dealing. You must act in a manner that creates value for our customers and helps to build a relationship based upon trust. Align and its employees have provided products and services for many years and have built up significant goodwill over that time. This goodwill is one of our most important assets, and Align employees, agents and contractors must act to preserve and enhance our reputation. Remember also that your relationship with our customers is also governed by our Guidelines on Interactions with Health Care Providers.

### B. Selecting Suppliers

- Align's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with Align, they must be confident that they will be treated lawfully and in an ethical manner. Our policy is to purchase supplies based on need, quality, service, price and terms and conditions. We seek to select significant suppliers or enter into significant supplier agreements through a competitive bid process. Under no circumstances should any Align employee, agent or contractor attempt to coerce or bribe suppliers in any way. No entertainment, hospitality or gifts should be accepted from any participant in a live or potential competitive bid process for the supply of goods or services to Align. The confidential information of a supplier is entitled to the same protection as that of any other third party and must not be received before an appropriate nondisclosure agreement has been signed. A supplier's performance should never be discussed with anyone outside Align.

## XII. WAIVERS

Any waiver of any provision of this Code for a member of our Board of Directors or an executive officer must be approved in writing by Align's Audit Committee of the Board of Directors and promptly disclosed. Any waiver of any provision of this Code with respect any other employee, agent or contractor must be approved in writing by our Ethics Officer or General Counsel.

## XIII. DISCIPLINARY ACTIONS

The matters covered in this Code are of the utmost importance to Align, its stockholders and its business partners, and are essential to our ability to conduct our business in accordance with our stated values. We



expect all of our employees, agents, contractors and consultants to adhere to these rules in carrying out their duties for Align.

Align will take appropriate action against any employee, agent, contractor or consultant whose actions are found to violate these policies or any other company policies. Such appropriate action may include disciplinary actions up to and including immediate termination of or dismissal from your employment or termination of a business relationship at Align's sole discretion. Where Align has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, Align will cooperate fully with the appropriate authorities.

#### **XIV. INVESTIGATION OF COMPLAINTS**

Subject to any statutory requirements applicable to disciplining employees, the Board of Directors or its designated committee will be responsible for investigating violations and determining appropriate disciplinary action for matters involving members of the Board of Directors or executive officers. The Board of Directors or its designated committee may designate others to conduct or manage investigations on its behalf and recommend disciplinary action.

Subject to the general authority of the Board of Directors to administer this Code, the Ethics Officer is responsible for investigating violations and determining appropriate disciplinary action for other employees, agents and contractors. Upon receipt of a complaint, the Ethics Officer (or designee) will evaluate the issues and coordinate a first meeting among the Ethics Team. The agenda for the meeting should include an initial evaluation of the allegation, appointment of a lead investigator, subsequent assignments for team members as well as consideration of what other Align resources will be needed

Every inquiry and complaint made will be taken seriously. Each will be fully investigated on the merits and objectively. If it is determined that evidence of a violation exists, the individual subject to investigation will be notified. The subject of an investigation will have the opportunity to respond to any allegations made against that person at a formal disciplinary meeting. A person suspected of violating the Code may be suspended with or without pay while an investigation is conducted.

*Nothing in this Code, in any company policies and procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment. By electronically signing this Code you are acknowledging that you have received, read, understand and agree to comply with the Code. Each year you will be asked to resign the version of the Code then in effect indicating your continued understanding and compliance with the Code.*