



## Compensation and Human Capital Committee Charter

(Amended and Restated as of September 21, 2023)

### PURPOSE:

The purpose of the Compensation and Human Capital Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Align Technology, Inc. (the “**Company**”) shall be to assist the Board in carrying out its responsibilities relating to the compensation of the Company’s directors, executive officers and employees and human capital management matters, including:

- reviewing, determining and implementing the Company’s compensation philosophy and the compensation of Executives. For purposes of this charter, “**Executives**” means all officers of the Company who have been designated as officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).
- administering the Company’s equity and other incentive compensation plans and making recommendations to the Board regarding the adoption of, or any amendment to, the Company’s incentive-compensation and equity-based plans; and
- overseeing the Company’s human capital management-related activities, including matters regarding employee hiring, retention, advancement, engagement, diversity, equity and inclusion and workplace culture.

For purposes of this charter, the compensation of the Company’s Chief Executive Officer (the “**CEO**”) and the other Executives to be approved by the Committee hereunder shall include all “plan” compensation as such term is defined in Item 402(a)(6) of Regulation S-K promulgated under the Securities Act of 1933, as amended, and include a review of pay relative to Company performance and stockholder return.

### COMMITTEE MEMBERSHIP AND ORGANIZATION:

**Membership.** The Committee shall consist of no fewer than two Board members. The members of the Committee shall be appointed and replaced by the Board upon the recommendation of the Nominating and Governance Committee as and when the Board deems appropriate and will serve at the discretion of the Board.

**Independence.** Each member of the Committee will be an independent director, and each shall meet the independence requirements of The Nasdaq Stock Market (“**Nasdaq**”) taking into account the additional independence standards for compensation committee members under the rules of Nasdaq and any Securities and Exchange Commission (“**SEC**”) requirements. All Committee members shall qualify as “Non-Employee Directors” for the purposes of Rule 16b-3 under the Exchange Act.

### COMMITTEE RESPONSIBILITIES AND AUTHORITY:

The Committee shall have the following responsibilities, consistent with and subject to applicable law, regulations and Nasdaq rules.

#### ***Compensation and Performance of the CEO, Executives, Board and Committees of the Board***

**CEO Compensation.** Unless otherwise reviewed and approved by a majority of the independent directors of the Board meeting in executive session, the Committee shall review and approve decisions regarding



the compensation of the CEO. The CEO shall not be present during voting or deliberations regarding the CEO's compensation.

**Other Executive Officer Compensation.** Unless otherwise reviewed and approved by a majority of the independent directors of the Board, the Committee shall review and approve decisions regarding all forms of compensation for the non-CEO Executives and members of our executive management committee on an annual basis and as might otherwise be necessary.

**CEO Performance.** The Committee shall annually review with the independent directors of the Board the performance of the CEO. This evaluation will take into account, among other things, performance of the Company's business, accomplishment of the Company's long-term strategic objectives and development of management succession.

**Other Executive Officer Performance.** The Committee shall annually review with the Board an evaluation of the performance of the non-CEO Executives and members of our executive management committee taking into account any applicable assessment by the CEO of an individual's performance.

**Executive Employment and Severance Agreements.** Unless otherwise reviewed and approved by a majority of the independent directors of the Board, the Committee shall, review and approve any employment agreement or severance agreement with Executives as necessary.

**Board and Committee Compensation.** The Committee shall review and make recommendations to the Board annually regarding the compensation policy for the Board and its committees, including equity compensation and annual retainers.

### ***Compensation and Benefits Policies and Practices***

**Company Compensation and Benefits.** The Committee shall oversee the general compensation and benefits practices, policies, goals and guidelines, long-term strategy of employee compensation and benefits and the criteria by which bonuses to employees are determined.

**Perquisites.** The Committee shall review and approve any perquisites and benefit policies or programs available to Executives, except to the extent the benefit policies or programs apply to employees of the Company generally.

**Compliance with Benefits Plans.** The Committee shall review the Company's compliance with employee benefit plans and its investment policies.

**Peer Group.** The Committee shall annually review, consider and adjust Company's peer groups taking into account changes in the Company's business and businesses of the companies included in the peer group.

**Compensation Assessment.** The Committee shall assess the competitiveness of compensation levels in terms of relative size and performance.

**Risk Assessment.** The Committee shall review the risks associated with the Company's compensation policies and practices, including a review of the Company's compensation policies and practices for employees and a determination of whether the Company's policies and practices encourage excessive risk-taking and an evaluation of ways to mitigate any such risk.



**Stock Ownership.** The Committee shall review and make recommendations to the Board periodically regarding the stock ownership guidelines applicable to the Executives and the Board and monitor compliance with such guidelines.

**Incentive and Benefits Plan Administration.** The Committee shall act as the Administrator (as defined under each plan) and administer, within the authority delegated by the Board, the Company's incentive and equity compensation plans adopted by the Board (the "**Plans**"). In its administration of the Plans, the Committee may, pursuant to authority delegated by the Board, (a) grant and determine the terms of stock options, restricted stock units, market stock units, stock purchase rights or any other awards permitted under the Plans (each, an "**Award**" and collectively, the "**Awards**") to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder), (b) amend such Awards, and (c) take all other actions permitted under the Plans. The Committee shall also make recommendations to the Board with respect to amendments to the Plans and changes in the number of shares reserved for issuance thereunder.

**Compensation Clawbacks.** The Committee shall approve and periodically assess the effectiveness of any policies, plans, or agreements concerning the recoupment, or "clawback" of incentive compensation, and shall perform any such duties as may be delegated by the Board to the Committee or otherwise required under any such policy or any applicable SEC rules or Nasdaq listing standards.

**Human Capital Management.** The Committee shall periodically review the human capital management strategies, programs and policies, including, but not limited to, those regarding recruitment, retention, career development, diversity, equity and inclusion, workplace culture, and employee engagement. This review is through the lens of our Company culture with a specific focus on our values of ethics and integrity.

**Succession Planning.** The Committee shall periodically review and report to the Board on succession planning for Executives below the level of CEO and such other persons as the Committee deems appropriate.

#### ***Disclosure of Compensation Policies and Practices***

**Committee Proxy Report.** The Committee shall create and approve an annual Committee report required by the rules of the SEC to be included in the Company's annual report on Form 10-K or annual proxy statement.

**Compensation Discussion and Analysis.** The Committee shall review and discuss with management the Company's annual Compensation Discussion and Analysis ("**CD&A**") disclosure regarding named executive officer compensation and based on this review and discussion, recommend to the Board whether the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K or annual proxy statement.

#### ***Stockholder Votes and Communications***

**Say-on-Pay.** The Committee shall assist the Board in reviewing the results of any stockholder advisory votes on executive compensation ("**Say-on-Pay Votes**") and, if appropriate, consider these results in connection with the determination of executive compensation, incentive-compensation and equity-based plans.



**Frequency of Say-on-Pay.** The Committee shall review and recommend to the Board the frequency of Say-on-Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act.

**Stockholder Communications.** The Committee shall assist the Board in responding to other stockholder communications that relate to the compensation of Executives.

### **Consultants**

**Funding for Consultants and Administrative Expenses.** The Company will provide the Committee with appropriate funding, as the Committee determines, for the payment of compensation to any compensation consultant, legal counsel, or other advisors as the Committee deems appropriate, and administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**Consultant Independence.** Prior to the retention of, or receiving advice from, a compensation consultant or any other external advisor, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such advisor from management, taking into consideration all factors relevant to such advisor's independence, including such factors specified in the Nasdaq listing rules. The Committee shall ensure that any disclosure required by the rules and regulations of the SEC or Nasdaq related to the foregoing is included in the Company's annual proxy statement.

## **STRUCTURE AND OPERATIONS:**

**Meetings.** The Committee will meet at such times that it deems appropriate to fulfill its responsibilities under this charter. The Committee may establish its own schedule, which it will provide to the Board. The members of the Committee may invite the CEO, the Executive Vice President responsible for Human Resources, the Chief Legal and Regulatory Officer and/or other individuals to attend meetings as it deems appropriate.

**Minutes.** The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

**Chair.** The Chair of the Committee shall, upon recommendation by the Nominating and Governance Committee, be designated by the Board. The Chair shall be responsible for leadership of the Committee, including presiding (when present) over meetings of the Committee. If the Chair is not present at a meeting of the Committee, the members present at the meeting shall designate one member as the acting Chair for that meeting.

**Reports.** In addition to preparing the report in the Company's proxy statement in accordance with the rules and regulations of the SEC, the Committee will provide regular reports to the Board regarding matters reviewed and actions taken by the Committee and make appropriate recommendations for action by the Board.

**Compensation.** Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Committee in its sole discretion. Such fees may include retainers or per meeting fees. Fees may be paid in such form of consideration as is determined by the Committee. Members of the Committee may not receive any direct compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

**Engagement of Advisors and Appropriate Funding.** The Committee has the power to engage compensation consultants, independent counsel or other experts and advisors, and the Company will



provide the Committee with appropriate funding, as the Committee determines, for this purpose and the power to use such funding to compensate its compensation consultants, counsel, experts, and advisors. The Company shall also provide appropriate funding, as determined by the Committee, for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**Delegation of Authority.** The Committee may delegate such portions of its authority as the Committee may deem appropriate, to one or more members of the Committee to the extent permitted by applicable law, the Company's bylaws and any applicable resolutions of the Board.

**Annual Evaluation.** The Committee shall, on at least an annual basis, (a) review the adequacy of this charter and the structure, processes and membership requirements of the Committee and (b) meet in order to review its performance of its duties. The Committee shall submit to the Board any recommended changes to this charter or the Committee