



Nominating and Governance Committee Charter

(Amended and Restated as of September 21, 2023)

PURPOSE:

The purpose of the Nominating and Governance Committee (“**Committee**”) of the Board of Directors (the “**Board**”) of Align Technology, Inc. (the “**Company**”) shall be to ensure that the Board is properly constituted to meet its fiduciary obligations to shareholders and the Company and that the Company has and follows appropriate governance and sustainability standards. To carry out this purpose, the Committee shall, among its responsibilities:

- assist the Board to identify individuals qualified to become directors, consistent with criteria approved by the Board and included in the Company’s Corporate Governance Guidelines (the “**Guidelines**”);
- evaluate and recommend committee assignments for directors;
- oversee and advise the Board with respect to the Company’s corporate governance matters, policies and practices;
- develop and recommend to the Board the Guidelines applicable to the Company, the Board and its committees and appropriate amendments thereto;
- oversee the evaluation of the Board;
- oversee succession planning for the Board and Chief Executive Officer; and
- oversee the Company’s policies and practices that foster the Company’s environmental, social and governance (“**ESG**”) initiatives, policies, practices, and programs.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

Membership. The Committee shall be comprised of no fewer than three Board members. The members of the Committee shall be appointed and replaced by the Board upon the recommendation of the Committee as and when the Board deems appropriate.

Independence. Each member of the Committee will be an independent director and each shall meet the independence requirements of The Nasdaq Stock Market (“**Nasdaq**”).

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

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

Board Candidates and Nominations

Attributes of Directors. The Committee shall determine on an annual basis the appropriate qualifications, skills, expertise and characteristics required for service on the Board described in the Guidelines and periodically conduct searches for potential Board members with corresponding attributes.

Director Nominees. The Committee shall identify, evaluate and propose nominees for election or appointment to the Board, consistent with the criteria included in the Guidelines. In performing these tasks, the Committee shall have the right and authority to retain and terminate any search firm to be used to

identify or evaluate independent director candidates. Additionally, the Committee shall review and evaluate properly submitted shareholder nominees for election to the Board.

Board Composition and Evaluations

Board and Committee Performance Evaluations. The Committee shall oversee the annual Board and committee performance evaluation process.

Board Succession Planning. The Committee shall annually review succession planning for the Board and annually review the appropriateness of each Board member's continued service on the Board.

Board Risk Management. The Committee shall assist the Board in managing risks associated with the Board's membership, structure, responsibilities and organization.

Director Independence. The Committee shall annually review and assess the independence of directors in accordance with the criteria for independence established from time to time by Nasdaq and the rules and regulations of the Securities and Exchange Commission ("**SEC**").

Board Composition. The Committee shall evaluate the current size, composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval.

Chair of the Board and Committees. The Committee shall evaluate and make recommendations to the Board concerning the selection of the Chair of the Board and the chair of each of its committees.

Outside Boards and Directorships. To ensure each director has sufficient time and attention to meet the responsibilities of Board membership and that the director is of free of insurmountable conflicts of interest, the Committee may evaluate whether the directors shall be permitted to serve on other boards and shall determine whether the director may be permitted to serve on more than four boards of publicly traded companies or on more than two boards of publicly traded companies, if the director is an officer of a publicly traded company.

Additional Responsibilities

Committee Member Identification. The Committee shall make recommendations to the Board on the appointment of committee members to the Board committees.

CEO Succession Planning. The Committee shall annually review CEO succession planning (including an emergency succession plan), evaluate potential successors and make recommendations to the Board.

Corporate Governance. The Committee shall oversee the Company's corporate governance programs, policies and practices. Additionally, the Committee shall advise and educate the Board on issues of corporate governance, including developments in legislation, regulation, and related trends.

ESG. The Committee shall oversee and coordinate with the Board and its various committees the Company's ESG initiatives, policies, practices, and programs. The Committee shall regularly review, as appropriate, the updates to ESG legal disclosure standards, industry practices, investor views, reputational impacts and potential benefits and risks to the Company. Further, the Committee shall evaluate shareholder ESG-related proposals submitted to the Company for inclusion in the Company's proxy statement, including an assessment of the relevance and significance of the proposals. The Committee shall also review the Company's means of communicating its ESG initiatives to stakeholders.

Guidelines and Insider Trading Policy Review. The Committee shall review and re-examine the Guidelines and Insider Trading Policy annually and make recommendations to the Board for any proposed changes.

Orientation Programs. The Committee shall review and revise as needed the Company's director and executive officer orientation programs.

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 Committee, be designated by the Board. The Chair shall be responsible for leadership of the Committee, including presiding (when present) at all 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. 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 Compensation and Human Capital 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 Compensation and Human Capital 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 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 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 as 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.