



Nominating & Governance Committee Charter

PURPOSE:

The purpose of the Nominating and Governance Committee ("**Committee**") of the Board of Directors (the "**Board**") of Align Technology, Inc. (the "**Company**") is 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 standards. To carry out this purpose, the Committee shall, among its responsibilities: (1) assist the Board by identifying prospective director nominees and recommending to the Board the director nominees for the next annual meeting of shareholders; (2) recommend to the Board director nominees for each committee; (3) develop and recommend to the Board the governance principles applicable to the Company, the Board and its committees; and (4) oversee the evaluation of the Board.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

The Committee shall be comprised of no fewer than three members who shall each meet the independence requirements of The Nasdaq Stock Market. The members of the Committee shall be appointed and replaced by the Board as and when the Board deems appropriate.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

1. 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.
2. Determine on an annual basis desired Board qualifications, skills, expertise and characteristics and periodically conduct searches for potential Board members with corresponding attributes. Identify, evaluate and propose nominees for election to the Board. In performing these tasks, the Committee shall have the authority to retain and terminate any search firm to be used to identify or evaluate director candidates.
3. Ensure that independent members of the Board convene executive sessions regularly.
4. Review the appropriateness of each Board member's continued service every three years.
5. Oversee the Board performance evaluation process.
6. Form and delegate authority to subcommittees when appropriate.
7. Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees, the selection of the Chair of the Board and committee chairs and proposal of the Board slate for election. Consider shareholder nominees for election to the Board.
8. Annually review and assess the independence of directors in accordance with the criteria for independence established from time to time by the Nasdaq Stock Market and the rules and regulations of the Securities and Exchange Commission.
9. Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
10. At the request of the Board, conduct an annual review on succession planning for members of the Board, CEO and executive officers, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to the Board and any executive management positions. Periodically review and consider changes to the Company's Emergency CEO succession plans.
11. Ensure that the Board and the Board's committees convene regularly.
12. Make regular reports to the Board.
13. Maintain minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.
14. Review and re-examine this Charter, and the Company's Corporate Governance Guidelines and Insider Trading Policy annually and make recommendations to the Board for any proposed changes.
15. Review and revise as needed the Company's director and executive officer orientation programs and ensure that directors complete any and all continuing education requirements mandated by the Securities and Exchange Commission and/or the Nasdaq Stock Market.
16. Annually review and evaluate its own performance.
17. In performing its responsibilities, the Committee shall have the authority to obtain advice, reports or opinions from internal or external counsel and expert advisors.