



Corporate Governance Guidelines

OVERVIEW – THE ROLE OF THE BOARD OF DIRECTORS

It is the paramount duty of the Board of Directors of Align Technology, Inc. (the "Company") to oversee the Chief Executive Officer and other senior management in the competent and ethical operation of the Company on a day-to-day basis. To satisfy this duty, the directors will take a proactive, focused approach to their position, and set standards to ensure that the Company is committed to business success through maintenance of the highest standards of responsibility and ethics.

Directors bring to the Company a wide range of experience, knowledge and judgment. These varied skills mean that good governance depends on far more than a "check the box" approach to standards or procedures. The Company's governance structure is designed to be a working structure for principled actions, effective decision-making and appropriate monitoring of both compliance and performance.

Effective directors maintain an attitude of constructive skepticism and careful review. Our directors know that their job requires them to ask probing questions of management and to take the action necessary to get accurate and honest answers. Our directors also rely on the advice, reports and opinions of management, counsel and our expert advisers. In doing so the Board of Directors constantly evaluates the qualifications of those it relies upon for information and advice, and also looks to the process used by managers and advisers in reaching their recommendations.

Finally, our Board of Directors prides itself on keeping up to date on best governance practices. We intend to continually monitor the way we govern ourselves, including reviewing whether there are alternatives or new ideas which would strengthen our governance structures.

DIRECTOR QUALIFICATIONS AND OTHER MATTERS

1. Board Membership Criteria

The Nominating and Governance Committee of the Board of Directors is expected to identify, evaluate and recommend nominees to the Board of Directors as well as evaluate the composition, organization and governance of the Board of Directors and its committees. The Nominating and Governance Committee is responsible for reviewing with the Board of Directors, on an annual basis, the appropriate skills and characteristics required of members of the Board of Directors. In this assessment, the Nominating and Governance Committee shall consider the following:

- The current size and composition of the Board of Directors and the needs of the Board of Directors and the respective committees of the Board.
- Such factors as judgment, independence, character and integrity, age, area of expertise, diversity of experience, length of service, and potential conflicts of interest.
- Such other factors as the Committee may consider appropriate.

2. Future Commitments

Each member of the Board of Directors must ensure that other existing and anticipated future commitments do not materially interfere with the member's service as director. Directors should advise the Nominating and Governance Committee or the Boards of Directors of any invitations to join the Board of Directors of any other public company prior to accepting another directorship.

3. Size and Composition of the Board

The Board of Directors shall review from time to time the appropriateness of its size. The Board of Directors may consider expanding or reducing its size to a size it determines is most effective for operations. The Board of Directors shall have a majority of directors who meet 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.

4. Selection of New Director Candidates and Nominations of Directors

The Nominating and Governance Committee is responsible for identifying potential candidates for membership and recommending nominees to the full Board. The Nominating and Governance Committee will annually recommend to the full Board the slate of directors for election by the stockholders.

5. Extending the Invitation to a New Potential Director to Join the Board

An invitation to join the Board of Directors may be extended by the Board itself, or, with the Board's authorization, by the Chairman of the Nominating and Governance Committee, or by the Chief Executive Officer.

5A. Director Elections

Effective following the 2012 annual meeting of stockholders, prior to any meeting of stockholders at which directors will be elected, as a condition to nomination, each director nominee shall submit a resignation of his or her directorship in writing to the Chairman of the Nominating and Governance Committee to address majority voting in director elections. The resignation becomes effective only if the director fails to receive a sufficient number of votes for reelection at the meeting of stockholders as described in the Bylaws and the Board of Directors accepts the resignation. If the director nominee fails to receive the requisite vote contemplated by the Bylaws, the Committee will make a recommendation to the Board as to whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date of the certification of the election results. In accordance with the foregoing, the Committee may establish additional procedures under which any director nominee who is not elected in accordance with the Bylaws shall offer to tender his or her resignation to the Board.

6. Chairman of the Board and the Chief Executive Officer

The Board of Directors does not have a policy on whether or not the roles of Chief Executive Officer and Chairman of the Board of Directors should be separate and, if they are not to be separate, whether the Chairman should be selected from the non-employee directors or be an employee. The Board of Directors believes these issues should be considered as part of a broader succession planning process.

7. Term Limits

The Board of Directors believes that term limits are on balance not the best way to maximize the effectiveness of the Board of Directors. While term limits may help insure the introduction of fresh perspectives and new viewpoints, they may have the countervailing effect of causing the loss of the benefit gained from the contributions of directors who have developed, over time, increasing insight into the Company. The Nominating and Governance Committee will regularly evaluate the contributions of existing Board members and the need for new directors and as appropriate, suggest the resignation and replacement of a Board member.

8. Directors who Change their Present Job Responsibilities

The Board of Directors, through the Nominating and Governance Committee, will have the opportunity to review the appropriateness of the continued service of directors who change their position or responsibility that they held when they were elected to the Board of Directors.

9. Director Compensation

The form and amount of director compensation will be determined by the Compensation Committee in accordance with the policies, principles and criteria set forth in its charter. The Compensation Committee will conduct an annual review of director compensation.

BOARD DUTIES AND BOARD MEETING PROCEDURES

10. Board Meetings

The Board of Directors is expected to meet at least once per quarter.

11. Preparation and Participation at Meetings

The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In fulfilling that responsibility, the directors should be able to

rely on the honesty and integrity of the Company's senior management and expert legal, accounting, and other advisers. Members of the Board of Directors are expected to rigorously prepare for, attend and participate in all Board of Directors and applicable committee meetings, and to spend the time needed and meet as often as necessary to properly discharge their obligations.

12. Board Material Distributed in Advance

Information and data that is important to the Board of Directors' understanding of the business to be conducted at a Board of Directors or committee meeting should generally be distributed in writing to the directors prior to the meeting, so meeting time may be conserved and discussion time focused on questions that the Board of Directors have about the materials. If the subject matter is too sensitive to be distributed in writing, a presentation should be made at the meeting.

13. Executive Sessions of Independent Directors

The Board of Directors' policy is to have separate meeting time exclusively for the independent directors. Such meetings should occur on at least a semi-annual basis. The independent directors will select a lead independent director who will assume the responsibility of chairing the regularly scheduled meetings of independent directors and bear such further responsibilities that the outside directors as a whole might designate from time to time.

14. Agendas for Board Meetings

The Chairman, with the assistance of the Chief Executive Officer, will establish the agenda for each meeting of the Board of Directors and will distribute it in advance to the Board of Directors. Each member of the Board of Directors is free to suggest the inclusion of items on the agenda and to raise at any meeting of the Board of Directors subjects that are not on the agenda for that meeting.

The Board of Directors will review the Company's long-term strategic plans and the big-picture challenges faced by the Company in executing these plans during at least one meeting of the Board of Directors per year.

BOARD RELATIONSHIP WITH SENIOR MANAGEMENT

15. Board Access to Senior Management

The Board of Directors has complete access to all Company officers and employees. Any meetings or contacts that a director desires to initiate may be arranged directly by the director or through the Chief Executive Officer or other Company officer. The directors should use their judgment to ensure that any such contact or communication is not disruptive to the business operations of the Company, and to the extent this is not appropriate, copy the Chief Executive Officer with any written communications.

16. Attendance of Non-Directors at Board Meetings

The Board of Directors welcomes the attendance of senior officers at each meeting of the Board of Directors. The Board of Directors also encourages management to schedule managers to present at meetings of Board of Directors who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas or (b) have future senior management potential that management believes should be given exposure to the Board of Directors.

17. Board Interaction with Stockholders, the Press and Others

The Board of Directors believes that management speaks for the Company. Individual members of the Board of Directors may occasionally meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that members of the Board of Directors would do this with the knowledge of management and, in most instances, absent unusual circumstances or as contemplated in committee charters, at the request of management. The Company encourages, but does not require, directors to attend the annual meeting of stockholders.

COMMITTEE MATTERS

18. Standing Committees of the Board

The Board has the following standing committees: the Audit Committee, the Compensation Committee, the Nominating and Governance Committee and the Technology Committee. All of the members of these committees will meet the criteria for independence established by the Nasdaq Stock Market and any applicable SEC rules, as well as any other membership criteria specified in the applicable committee charter. Pursuant to rules established by the Nasdaq Stock

Market, the Board has the responsibility to make an affirmative determination that each of its independent directors meets such criteria. The Board of Directors may, from time to time, form new committees as it deems appropriate.

19. Assignment and Rotation of Committee Members

Committee members will be appointed by the Board of Directors upon recommendation by the Nominating and Governance Committee. There will, from time to time, be occasions on which the Board of Directors may want to rotate committee members, but the Board of Directors does not believe that formal policy of rotation is mandated.

20. Committee Charters

Each committee shall have its own charter. The charter will set forth the principles, policies, objectives and responsibilities of the committees in addition to the qualifications for committee membership, procedures for committee member nomination, committee organization and functioning and how the committee will communicate with the Board of Directors. The charters will provide that each committee will meet to review its performance at least once a year.

21. Committee Meetings and Agenda

The Chairman of each committee will, in consultation with the appropriate committee members and members of management, and in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda. Agendas are distributed to all committee members in advance of the meeting. Committee members may suggest additional agenda items and may raise subjects that are not on the agenda at any meeting.

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22. Chief Executive Officer Evaluation

The Compensation Committee will conduct an annual review of the Chief Executive Officer's performance, in accordance with the charter and principles of that committee. The Board of Directors will review the committee's report to ensure that the current Chief Executive Officer is providing the best leadership for the Company, for a short, intermediate and long-term perspective.

23. Board of Directors Evaluation

The Nominating and Governance Committee will oversee the annual Board of Directors evaluation process in accordance with the charter and principles of that committee. As part of this process, directors will conduct a self-evaluation to review the progress and effectiveness of the Board of Directors and its committees, and will submit its comments to the Nominating and Governance Committee. The Nominating and Governance Committee will then report back to the Board of Directors, and the full Board of Directors will consider and discuss the committee's report.

24. Management Succession

The Board or the Nominating and Governance Committee should conduct an annual review on succession planning. The committee should report any recommendation to the Board of Directors. The entire Board of Directors will nominate and evaluate potential successors for Chief Executive Officer. The Chief Executive Officer should make available his or her recommendation for potential successors, together with the reasons for such recommendation and any suggested strategy or development plans for that person.

25. Director Orientation and Continuing Education

The Company will have an orientation program for new directors. The orientation program will include presentations that review the Company's business strategies, its financial and accounting systems and risk management controls, its code of business conduct and methods and compliance programs, and its internal and independent auditor. The orientation should include an introduction to the Company's senior management and visits to its corporate headquarters.

All directors shall complete any and all continuing education requirements mandated by rules adopted by the Securities and Exchange Commission and/or the Nasdaq Stock Market.

MISCELLANEOUS MATTERS

26. Oversight of Corporate Governance Policies and Procedures

The Board of Directors has adopted these corporate governance principles and policies and shall regularly reevaluate them.

27. Related Party Transactions

The Audit Committee shall review and approve in advance any proposed related party transactions in compliance with the rules of the Nasdaq Stock Market.

28. Public Communication with the Board

The Board of Directors shall provide a means by which persons, including shareholders and employees, may communicate directly with non-management directors with respect to matters relating to the Company's corporate governance and performance. The Board of Directors shall approve a process to be maintained by the Company's management for collecting and distributing communications to the Board. The means of communications with the Board shall be disclosed in the Company's annual proxy statement.

29. Stockholder Nominations

Stockholders holding not less than one percent (1%) of the outstanding shares of the Company's common stock continuously for at least 12 months prior to the date of the submission may suggest director candidates for consideration by the Nominating and Governance Committee. A stockholder that desires to recommend a candidate for election to the Board of Directors shall direct the recommendation in writing to the Chairman of the Nominating and Governance Committee and provide the candidate's name, home and business contact information, biographical data and relevant qualifications, a signed letter from the candidate indicating willingness to serve, information regarding any relationships between the candidate and the Company within the last three years, evidence of the required ownership of Common Stock by the recommending stockholder and such additional information as may be required by the Company's Bylaws (the "**Bylaws**").