

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS OF
SMILEDIRECTCLUB, INC.
ADOPTED AS OF AUGUST 29, 2019,
AND AS FURTHER AMENDED**

I. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of SmileDirectClub, Inc., a Delaware corporation (the “Company”) is to: assist the Board in identifying individuals who are qualified to become members of the Board in accordance with criteria approved by the Board and select, or recommend to the Board that the Board select, specified individuals as the director nominees for each meeting of stockholders at which directors are to be elected; recommend members for each Board committee; develop and maintain corporate governance policies applicable to the Company; and oversee the evaluation of the Board and its several committees.

II. COMPOSITION

The Committee shall consist of at least two (2) members of the Board. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion.

Members of the Committee must meet the independence requirements of the securities exchange on which the Company’s securities are listed (the “Exchange”), as well as any criteria required by applicable law, the rules and regulations of the Securities and Exchange Commission (the “SEC”), the listing standards of the Exchange or such other qualifications as are established by the Board from time to time; provided, however, that the Company may avail itself of any applicable exemptions, phase-in rules or interpretations, including but not limited to those for newly-listed companies and “controlled companies”.

The Board may designate a chairperson of the Committee. In the absence of that designation, the Committee may designate a chairperson by majority vote of the members of the Committee; provided that the Board may replace any chairperson designated by the Committee at any time.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings and actions by written consent, which minutes and actions will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

Members of the Committee shall receive such fees or other compensation, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

III. DUTIES AND RESPONSIBILITIES

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.

The following are the principal recurring responsibilities and duties of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board may request.

1. Board Composition, Evaluation and Nominating Activities

The Committee shall:

- (a) periodically determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”);
- (b) evaluate the current composition, organization and governance of the Board and its committees, determine future requirements and make recommendations to the Board for approval consistent with the then applicable Director Criteria;
- (c) search for, identify, evaluate and recommend for selection by the Board, candidates to fill new positions or vacancies on the Board consistent with the then applicable Director Criteria, and review any candidates recommended by stockholders, provided that such stockholder recommendations are made in compliance with the Company’s bylaws and its stockholder nomination and recommendation policies and procedures;
- (d) review and consider any nominations of director candidates validly made by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company’s certificate of incorporation and bylaws;
- (e) evaluate the performance of individual members of the Board eligible for reelection, and recommend for the selection by the Board, the director nominees by class for election to the Board by the stockholders at the annual meeting of stockholders or any special meeting of stockholders at which directors are to be elected;
- (f) review the Board’s leadership structure and recommend changes to the Board as appropriate;
- (g) develop and review periodically the policies and procedures for considering stockholder nominees for election to the Board;
- (h) evaluate and recommend termination of membership of individual directors for cause or for other appropriate reasons; and
- (i) evaluate the “independence” of directors and director nominees against the independence requirements of the Exchange, the applicable rules and regulations promulgated by the SEC and other applicable laws.

2. Board Committees

The Committee shall periodically review the structure and composition of each committee of the Board and make recommendations, if any, to the Board for changes to the committees of the Board, including changes in structure, composition or mandate of committees, as well as the creation or dissolution of committees, and shall recommend to the Board persons to be members and chairpersons of the various committees.

3. Corporate Governance

The Committee shall:

- (a) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company;
- (b) periodically review the corporate governance guidelines approved by the Board and their application, and recommend any changes deemed appropriate to the Board for its consideration;
- (c) oversee the Company's corporate governance practices, including reviewing and recommending to the Board for approval any changes to the Company's corporate governance framework, including its certificate of incorporation and bylaws;
- (d) oversee the Company's corporate governance policies, practices and programs concerning environmental, social and governance ("ESG") matters;
- (e) develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and oversee the conduct of this annual evaluation;
- (f) evaluate the participation of members of the Board in orientation and continuing education activities in accordance with applicable listing standards;
- (g) review the disclosure included in the Company's proxy statement regarding the Company's director nomination process and other corporate governance matters;
- (h) review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal; and
- (i) review and discuss with management the disclosure regarding the operations of the Committee and director independence, and recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K.

4. Conflicts of Interest

The Committee shall:

- (a) review and monitor compliance with the Company's Code of Business Conduct and Ethics and approve any changes deemed appropriate;
- (b) consider questions of possible conflicts of interest of Board members and of corporate officers; and

(c) review actual and potential conflicts of interest of Board members and corporate officers, other than transactions with related persons reviewed by the Audit Committee of the Board, and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or the taking of a corporate opportunity.

5. Committee Performance and Charter Review

The Committee will review and reassess its performance and the adequacy of this Charter at least annually and shall submit any recommended changes to this Charter to the Board for approval.

IV. MEETINGS AND PROCEDURES

The Committee will meet as often as it deems necessary or appropriate, but no less than one (1) time each year, at such times and places as the Committee determines. The chairperson of the Committee shall preside at each meeting. The chairperson will approve the agenda for the Committee's meetings, and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Committee members present.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. The Committee may act by written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.

The Committee shall maintain written minutes of its proceedings and actions by written consent, which minutes and actions by written consent will be filed with the minutes of the meetings of the Board.

The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

The Committee shall report regularly to the Board with respect to its activities, determinations and recommendations.

V. ADVISORS

The Committee shall have the authority, in its sole discretion, to select and retain any internal or outside legal counsel, search firms and such other advisors (each, an "Advisor") as it deems necessary or appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of any such Advisors. The Company will provide appropriate funding, as determined by the Committee, to pay any such Advisors hired by the Committee and any administrative expenses of the Committee that the Committee determines are necessary or appropriate in carrying out its activities. The authority granted to the Committee pursuant to this Charter to retain Advisors shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

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