

ORTHODONTIC CENTERS OF AMERICA, INC.

CORPORATE GOVERNANCE GUIDELINES

1. Director Qualifications

The Board of Directors (the “Board”) of Orthodontic Centers of America, Inc. (“OCA”) will have a majority of directors who meet the criteria for independence now or hereafter required by the Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”).

The Nominating and Corporate Governance Committee is responsible for reviewing with the Board on an annual basis, the requisite skills and characteristics of Board members, as well as the composition of the Board as a whole. This assessment will include each new member’s qualification as independent, as well as consideration of diversity, age, ownership, influence and skills (such as understanding of the business services industry or of accounting and financial matters), in the context of an assessment of the perceived needs of OCA at that point in time. Nominees for directorship will be recommended by the Nominating and Corporate Governance Committee in accordance with the policies and principles in the charter of the Nominating and Corporate Governance Committee, the Corporate Governance Guidelines and consistent with the role and responsibilities statement of principles of the Board. Nominees will be presented to the Board for approval. Upon receiving approval, the proposed nominees will be presented to the stockholders for approval. The invitation to join the Board should be extended by the Board itself, by the Chairman of the Nominating and Corporate Governance Committee and the Chairman of the Board.

Individual directors are expected to resign if a conflict of interest arises so that they can no longer serve effectively. It is not the policy of the Board that in every instance the directors who retire or change from the outside employment they held when they came on the Board should necessarily leave the Board. The Board should have the opportunity, however, through the Nominating and Corporate Governance Committee, to review the desirability that a director be nominated for reelection in such circumstances.

No director may serve on the boards of directors of more than three other public companies. Directors should advise the Chairman of the Board and the chairman of the Nominating and Corporate Governance Committee in advance of accepting any invitation to serve on another public company board. Directors’ normal retirement age is 70. Under special circumstances, a director may be asked to continue service beyond that age with Board approval pursuant to a policy adopted by the Board, as may be amended from time to time.

The Board does not believe it should establish term limits. While term limits could help ensure fresh ideas and viewpoints, they deprive OCA of the contribution of directors who have been able to develop, over a period of time, increasing insight into OCA and its operations and, therefore, provide an increasing contribution to the Board as a whole. As an alternative to term limits, the Nominating and Corporate Governance Committee will review each director’s

continuation on the Board and the committee(s) on which he or she sits as his or her term is to expire. This will allow each director the opportunity to confirm his or her desire to continue as a member of the Board and the committee(s) on which he or she sits, subject to recommendation by the Nominating and Corporate Governance Committee and nomination by the Board.

2. Director Responsibilities

The basic responsibility of each director is to:

- Promote the best interests of OCA by providing general direction for the management of OCA's business and affairs;
- Provide OCA with the benefit of his or her business judgment and experience;
- Commit the time necessary to prepare for and regularly attend Board and committee meetings;
- Exercise the authority of director solely for the benefit of OCA and its stockholders;
- Place OCA's interests, purposes and priorities above the director's own interests, fully disclosing all actual conflicts of interest and avoiding any participation in any matter relating thereto, and avoiding to the maximum extent possible even the appearance of a conflict of interest; and
- Comply with all laws and regulations applicable to such service.

In performing these duties, a director shall act in good faith, with due care and in a manner he or she reasonably believes to be in the best interests of OCA, and its entire body of stockholders generally. In performing these responsibilities and duties, a director is entitled to rely in good faith upon the records of OCA and upon information, opinions, reports or statements presented to OCA by (a) any of OCA's senior officers or employees, (b) committees of the Board, or (c) any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of OCA.

Directors are expected to attend all Board meetings and meetings of committees on which they serve, and to spend the time needed in preparation of discharging their responsibilities properly. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors well in advance of the meeting, and directors should review and thoughtfully consider these materials before the meeting and the materials and reports of officers and advisors that are provided in connection with Board or committee meetings.

3. Role of the Chairman of the Board

The Board has no policy with respect to the separation of the offices of Chairman of the Board and the Chief Executive Officer. The Board believes this issue is part of the succession planning

process and that it is in the best interests of OCA for the Board to retain the flexibility to combine or separate these functions as circumstances deem appropriate.

The Chairman of the Board will establish the agenda for each meeting of the Board. Each Board member may suggest the inclusion of items on the agenda. Each Board member may raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review OCA's long-term strategic plans and the principal issues that OCA will face in the future during at least one Board meeting each year.

4. Meetings of Non-Management Directors

The non-management, outside Directors of OCA will meet in executive session at least semiannually. If that group includes directors who are not independent as determined by the Board, an executive session including only independent directors should also be scheduled. Unless a majority of the Board designates a presider, the Chairman of the Nominating and Corporate Governance Committee will preside at these meetings.

5. Interaction With Press, Customers and the Public

The Board recognizes that management speaks for OCA and that members of the Board should refrain from speaking on behalf of OCA unless requested to do so by management or as required in the conduct of their fiduciary duties. If public comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.

6. Board Committees

The Board will have at all times an Executive Committee, an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. All of the members of these committees, other than members of the Executive Committee, will be independent directors under the criteria established by the SEC and NYSE. The Board may, from time to time, establish or maintain additional committees as it deems necessary or appropriate.

Committee members (and chairmanships thereof) will be appointed by the Board after receiving the recommendation of the Nominating and Corporate Governance Committee in consultation with the Chief Executive Officer as outlined in the Nominating and Corporate Governance Committee Charter. Consideration will be given to rotating committee members periodically, but for similar reasons as stated herein as to term limits, the Board does not believe that rotation should be mandated as a policy.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board, consistent with the rules of the SEC and NYSE and these Guidelines. The charters will also provide that each committee will annually evaluate its performance.

The chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. The schedule for each committee will be furnished to all directors. Each committee member or any other director may suggest additional items for consideration at any meeting.

The Board and each committee has the authority to obtain advice and assistance from internal and external legal, accounting or other advisors as they may deem necessary to carry out its duties, at the expense of OCA, without seeking prior approval of the Board or management.

The Nominating and Corporate Governance Committee shall review and re-assess the adequacy of these Guidelines annually and recommend any proposed changes to the Board for approval.

7. Director Access to Officers and Employees

Members of the Board have complete access to management and the employees of OCA, including OCA's internal financial operations personnel, as well as the independent accountants and other advisors. However, it is assumed that Board members will use appropriate judgment and discretion to ensure that their contacts do not attempt to interfere with, supersede or impede the decisions made by management and that such contacts are not distracting to the business operations of OCA. Any unresolved issues of difference between members of the Board and management should first be brought to the Executive Committee for resolution; and in the event that a resolution cannot be reached, to the full Board. The Board encourages management to bring into Board meetings employees and advisors who can provide additional insight into the items being discussed.

8. Director Compensation

The form and amount of director compensation will be evaluated, and recommendations with respect to such director compensation will be made to the Board, by the Nominating and Corporate Governance Committee in accordance with the policies and principles set forth in the Nominating and Corporate Governance Committee Charter and these Guidelines. The Nominating and Corporate Governance Committee will conduct a review of director compensation at least every other fiscal year.

The Nominating and Corporate Governance Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if OCA makes substantial charitable contributions to organizations with which a director is affiliated, or if OCA enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

9. Director Orientation and Continuing Education

All new directors must participate in OCA's Orientation Program, which should be conducted within two months following the annual meeting at which new directors are elected.

OCA will conduct and make available to all directors appropriate continuing education programs regarding OCA's business, the director's obligations to OCA and any other matters, as appropriate.

10. Management Succession

The Executive Committee is responsible for adopting and reviewing policies and principles for succession planning of management, subject to the Board's review and approval. These policies and procedures will include those related to Chief Executive Officer selection and succession in the event of an emergency or retirement of the Chief Executive Officer. The Chief Executive Officer shall provide a confidential report to the Executive Committee, recommending succession in the event of the unexpected inability of the Chief Executive Officer and/or the Chief Operating Officer to continue to serve. The Chief Executive Officer shall present an updated report to the Executive Committee, at least annually, but more often in the event of changes of circumstances which would affect the recommendations. In light of these updated reports, the Executive Committee will reconsider its succession plans, policies and principles as appropriate. The Board retains the ultimate authority in approving decisions regarding succession and the selection of the Chief Executive Officer.

11. Annual Performance Evaluation

The Nominating and Corporate Governance Committee will conduct an annual director self-evaluation in order to assist the Board in determining whether the Board and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive comments from all directors and report annually to the Board with the assessment results of the Board and committee performance. This assessment will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to OCA and on areas in which the Board or management believes improvements could be made.