



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER of the Nominating and Corporate Governance Committee of ACCURAY INCORPORATED

(As amended and restated by the Board of Directors effective July 1, 2016)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Accuray Incorporated (the "Company") is to assist the Board in discharging the Board's responsibilities related to:

- (a) the identification of qualified candidates for nomination to the Board;
- (b) the selection of nominees for election as directors at each annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (c) the selection of candidates to fill any vacancies on the Board;
- (d) oversight of the evaluation of the Board; and
- (e) development and review of the Company's corporate governance guidelines.

In addition to the powers and responsibilities expressly delegated to the Committee in this Nominating and Corporate Governance Charter (this "Charter"), the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate and without the requirement of Board approval. Any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

II. Membership

The Committee shall be comprised of three (3) or more directors, as determined by the Board, each of whom (a) satisfies the requirements of the NASDAQ Stock Market (the "NASDAQ Rules") regarding independence and any then-applicable rule or



regulation prescribed by the Securities and Exchange Commission (the "SEC"), and (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the Chair of the Committee (the "Chair"), shall be appointed by and serve at the pleasure of the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

III. Meetings and Procedures

The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least two (2) times per year or more frequently as the Committee deems necessary or desirable. The Committee shall cause to be kept written minutes of its proceedings, which minutes will be filed with the minutes of the meeting of the Board.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee may retain any outside legal counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates, including the authority to approve such search firm's fees and other retention terms.



The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

IV. Duties and Responsibilities

1. Board Nominations, Composition, Evaluations and Committees

- (a) At an appropriate time prior to each annual meeting of stockholders at which directors are to be elected or reelected (or special meeting at which directors are to be elected), the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well-qualified, and willing and available to serve. The Committee shall establish procedures for the submission of candidates for election to the Board, including recommendations by stockholders of the Company.
- (b) The Committee shall recommend to the Board for appointment by the Board an individual or individuals to fill any vacancy, that the Committee, in the exercise of its judgment, has found to be well-qualified, and willing and available to serve, taking into account the criteria established from time to time by the Board and the Committee. The Committee may also recommend reducing the size of the Board in accordance with the Company's Bylaws.
- (c) For purposes of recommending candidates for nomination to the Board, the Committee may consider general criteria such as independence, age, length of service, other commitments, diversity of experience and expertise, among any other criteria that the Committee shall deem appropriate, in recommending candidates for election to the Board. The Committee shall also consider the following specific criteria:
 - (i) personal and professional integrity, ethics and values;
 - (ii) experience in corporate management, such as service as an officer or former officer of a publicly held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly held company in today's business environment;
 - (iii) experience in the Company's industry and with relevant social policy concerns;



- (iv) experience as a board member of another publicly held company;
 - (v) academic expertise in an area of the Company's operations; and
 - (vi) practical and mature business judgment, including ability to make independent analytical inquiries.
- (d) The Committee shall regularly review the composition and size of the Board, including the organization and governance of the Board and committees, determine future Board and committee requirements, and make recommendations to the Board regarding the foregoing, including recommendations to increase or reduce the size of the Board.
- (e) The Committee shall oversee (i) the annual evaluation of each current director and such director's qualifications, and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional Board term upon the expiration of such director's current Board term and (ii) the Board's annual review of its performance, and will make appropriate recommendations to improve such performance.
- (f) The Committee shall evaluate and make recommendations to the Board concerning the appointment of the directors to various Board committees and the selection of committee chairs.
- (g) In appropriate circumstances, the Committee, in its discretion, shall consider and may recommend the removal of a director for cause, in accordance with the applicable provisions of the Company's certificate of incorporation, bylaws and Corporate Governance Guidelines.
- (h) The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to the rules promulgated by the SEC or otherwise considered to be desirable and appropriate in the discretion of the Committee.

2. *Corporate Governance Generally*

- (a) The Committee shall regularly review and assess the effectiveness of the Corporate Governance Guidelines, including the terms of the Company's stock ownership requirements for executive officers and



non-employee directors, and recommend proposed changes to the Corporate Governance Guidelines to the Board, as necessary.

- (b) The Committee shall regularly review and make recommendations to the Board with respect to stockholder proposals.
- (c) The Committee shall oversee the management of risks associated with corporate governance matters, including director independence, board composition and organization, and director succession planning.
- (d) The Committee shall evaluate its own performance on a regular basis, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
- (e) The Committee shall periodically report to the Board on its findings and actions.
- (f) The Committee shall review and reassess this Charter annually and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and the NASDAQ Rules.