



CHARTER OF THE DISCLOSURE COMMITTEE of ACCURAY INCORPORATED

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

This Charter (the "Charter") of the Disclosure Committee (the "Committee") has been adopted by of Accuray Incorporated (the "Company") and approved by the Company's Board of Directors (the "Board"). The Committee shall review and reassess this Charter annually and recommend any proposed changes for approval by the Audit Committee of the Company's Board.

I. Purpose

It is the Committee's and Company's objective that all public disclosures made by the Company, including those in its Securities and Exchange Commission ("SEC") filings (i) be accurate, complete and timely; (ii) fairly present the Company's financial condition, results of operations and cash flows in all material respects; and (iii) meet any other applicable laws and stock exchange requirements. The purpose of the Committee is (i) to assist the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO") (together, the "Certifying Officers") in fulfilling their responsibilities for designing, establishing, maintaining, reviewing and evaluating the Company's Disclosure Controls and Procedures and (ii) to oversee the accuracy and timeliness of the Company's disclosures. For purposes of this Charter, "Disclosure Controls and Procedures" shall have the meaning set forth in Rule 13a-15(e) of the Securities and Exchange Act of 1934, as amended.

II. Organization

The membership of the Committee shall consist of individuals in the following functions within the Company:

- CEO
- CFO
- General Counsel; and
- SEC Reporting

Such members may be replaced, or new members added, at any time and from time to time by a majority of the then-current members of the Committee. The Committee and the Certifying Officers will report to the Audit Committee of the Board.

III. Responsibilities

The Committee, under the oversight and supervision of the Certifying Officers, will have the following responsibilities:

- Establishing and maintaining procedures designed to ensure that information required to be disclosed by the Company in its filings with the SEC and other information that the Company discloses to the investment community is recorded, processed,



summarized and reported in an accurate and timely manner. These procedures should include assessment of the effectiveness, and monitor the integrity of, the Company's Disclosure Controls and Procedures.

- Evaluating the integrity and effectiveness of the Company's Disclosure Controls and Procedures as of the end of the period covered by each of the Company's quarterly reports on Form 10-Q, annual reports on Form 10-K, proxy statement and annual reports to stockholders (the "Periodic Reports"), and any amendments to those reports. The Committee may use outside consultants and advisors to fulfill its responsibilities in this regard.
- Review the preparation of the Company's quarterly reports on the Periodic Reports.
- The Disclosure Committee shall report any deficiencies to the Audit Committee of the Board.

The Committee shall also have such other responsibilities as the Certifying Officers may assign to it from time to time.

In discharging its duties, the Committee shall have full access to all Company books, records, facilities, and personnel.

IV. Process

The Committee shall meet as frequently as circumstances dictate to discharge their responsibilities, but at a minimum shall meet once per quarter in connection with the preparation and review of the Company's Periodic Reports. The Committee shall also meet with the Certifying Officers as frequently as necessary to fulfill its responsibilities.

Notwithstanding the foregoing, the Certifying Officers, at their option may, at any time, assume any or all of the responsibilities of the Disclosure Committee identified in this Charter, including, for example, approving Periodic Reports when time does not permit the full Committee to meet. The General Counsel shall review all Periodic Reports.