

*On September 19, 2019, the Board of Directors approved revisions to Accuray's Code of Conduct and Ethics. The Code was amended to make clarifying changes to Accuray's anti-discrimination and anti-harassment policies, Accuray's anti-bribery and anti-corruption policies, and other technical, administrative, and non-substantive matters.*



## CODE OF CONDUCT & ETHICS

### A. INTRODUCTION

Accuray is committed to promoting high standards of ethical business conduct. We have adopted this Code of Conduct and Ethics to set expectations and provide guidance applicable to every worldwide employee, director, officer, agent, distributor and contractor of Accuray. For purposes of Accuray's Code of Conduct and Ethics, "Representatives" are not only employees, members of our internal workforce and senior management, but also all officers, directors, agents, distributors, and contractors. This Code of Conduct and Ethics helps ensure compliance with legal requirements and our standards of business conduct. It is your responsibility to read and understand this Code, and to use it as a guide to the performance of your responsibilities for Accuray. You will be required to acknowledge this Code of Conduct and Ethics at hire, and then annually thereafter. Any electronic acknowledgement will be kept in your personnel file.

We expect you to comply with all other Accuray policies and procedures that may apply to you, many of which supplement this Code by providing more detailed guidance. These additional policies and procedures include, but are not limited to:

- Policies detailed in our employee handbook regarding equal opportunity, harassment, drug-free workplace, computer usage and information technology, data protection, expense reimbursement and travel, and confidential information.
- Code of Ethics on Interactions with Healthcare Professionals (AdvaMed as of FY12)
- Whistleblower Policy
- Insider Trading Policy
- Anti-Corruption Policy
- Health Insurance Portability and Accountability Act (HIPAA) Policy
- Document Retention Policy
- Social Media Policy
- Human Rights Policy
- All current and approved Accuray Standard Operating Procedures (SOPs)

We are committed to continuously reviewing and updating our policies and procedures. Therefore, we may modify or update this Code of Conduct and Ethics or any of our other policies and procedures from time to time, and may adopt new company policies and procedures in the future.

Nothing in this Code of Conduct and Ethics is intended to alter existing legal rights and obligations of Accuray or any of its Representatives including "at will" employment arrangements or the terms of any employment-related agreement we may have with you.

If you need help understanding this Code, or how it applies in any given situation, you should contact your supervisor, your department head, Human Resources, or one of the Corporate Compliance Officers (our Chief Financial Officer or General Counsel). In addition, you should be alert to possible violations of this Code by others as all Representatives have a duty to report any known or suspected violation of this Code, including violations of the laws, rules, regulations or policies that apply to Accuray.

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Anyone who violates the standards in this Code will be subject to disciplinary action, which, in appropriate circumstances, may include termination of employment, if applicable, or termination of your relationship with Accuray, legal action or referral for criminal prosecution.

## **B. YOUR RESPONSIBILITIES TO ACCURAY AND ITS STOCKHOLDERS**

### **1. Accuray Standards of Business Conduct for Representatives**

Everyone who performs work for Accuray has a responsibility to its shareholders to pay consistent attention to all legal and ethical boundaries and to comply with all applicable laws. Accuray has the same obligation to the communities in which it does business and to the customers with whom it does business. Accuray expects all Representatives to exercise good judgment to ensure the safety and welfare of all its Representatives and to maintain a cooperative, efficient, positive, harmonious and productive work environment and business organization. These standards apply while working on our premises, at offsite locations where our business is being conducted, at Accuray-sponsored business and social events, or at any other place where you are a representative of Accuray. Representatives who engage in misconduct or whose performance is unsatisfactory may be subject to corrective action, up to and including termination. Company employees should also review the employee handbook for more detailed information.

### **2. Legal and Regulatory Compliance**

All Representatives must comply with all applicable laws, regulations, rules and regulatory orders. Accuray's success depends upon each Representative operating within legal guidelines and cooperating with authorities. It is essential that you know and understand the legal and regulatory requirements that apply to our business and to your specific area of responsibility. These include, without limitation, laws covering bribery and kickbacks, the development, testing, approval, manufacture, marketing and sale of our products, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. While you are not expected to have complete mastery of these laws, rules and regulations, you are expected to be able to recognize situations that require you to consult with others to determine the appropriate course of action. If you have a question in the area of legal compliance, you should approach your supervisor, Human Resources or a Corporate Compliance Officer immediately.

### **3. Conflicts of Interest**

We expect our Representatives to avoid conflicts of interest. A "conflict of interest" occurs when a personal interest interferes in any way - or even appears to interfere - with the interests of Accuray as a whole. Although the duty to avoid conflicts of interest does not prevent a Representative from engaging in personal transactions and investments, it does demand that the Representative avoid situations where a conflict of interest might occur or appear to occur.

In evaluating whether an actual or contemplated activity may involve a conflict of interest, you should consider:

- Whether the activity would appear improper to an outsider;
- Whether the activity could interfere with the job performance or morale of an Accuray employee;
- Whether the Representative has access to confidential Accuray information or influence over significant Accuray resources or decisions;

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- The potential impact of the activity on Accuray's business relationships, including relationships with customers, suppliers and service providers; and
- The extent to which the activity could benefit the Representative, a relative or associate, directly or indirectly.

A few examples of activities that could involve conflicts of interests include, but are not limited to:

- **Involvement with any business that does business with us or seeks to do business with us.** Employment by service on the board of or providing services to a customer, supplier or service provider is generally discouraged and you must seek authorization in advance if you plan to have such a relationship.
- **Owning a significant financial interest in a competitor or a business that does business with us or seeks to do business with us.** Generally, a "significant financial interest" will mean (i) ownership of greater than 1% of the equity of a material customer, supplier or competitor or (ii) an investment in a material customer, supplier or competitor that represents more than 5% of the total assets of the Representative.
- **Personal financial transactions with any company that the individual knows or suspects is a material customer, supplier or competitor of Accuray.** This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- **Service on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of Accuray.**
- **Actions of family members outside the workplace may also give rise to the conflicts of interest because they may influence a Representative's objectivity in making decisions on behalf of Accuray.** For purposes of this Code, "family members" include your spouse or life-partner, brothers, sisters and parents, in-laws and children whether such relationships are by blood or adoption.
- **Accuray's external auditors providing tax services to members of management serving in financial reporting oversight roles or to their immediate family members.**

You must avoid these situations (and others like them), where your loyalty to Accuray could be compromised. If you believe that you are involved in a potential conflict of interest, you are expected to discuss it with your supervisor and the Corporate Compliance Officer.

For purposes of this Code, a company is a "material" customer if the company has made payments to Accuray in the past year in excess of \$120,000. A company is a "material" supplier if it has received payments from Accuray in the past year in excess of \$120,000. If you are uncertain whether a particular company is a material customer or supplier, please contact Accuray's Corporate Compliance Officer for assistance.

Conflict of interest issues concerning Accuray's directors will be addressed by Accuray's Nominating and Corporate Governance Committee.

## ***Special Note Regarding Employee Loans***

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Loans to Accuray employees or their family members by Accuray, or guarantees of their loan obligations, could constitute an improper personal benefit to the recipients of these loans or guarantees. Accuray loans and guarantees for executive officers and directors are expressly prohibited by Accuray policy.

## ***Special Note Regarding Related Party Transactions***

A “related party transaction” is any transaction that is required to be disclosed pursuant to SEC Regulation S-K, Item 404. Accuray, through the Corporate Compliance Officer, will conduct a review of all related party transactions for potential conflicts of interest situations. All related party transactions must be approved by Accuray’s audit committee or another independent body of the Board of Directors.

A “related party transaction” includes any transaction, or series of similar transactions, since the beginning of Accuray’s last fiscal year, or any currently proposed transaction or series of similar transactions, to which Accuray or its subsidiaries is a party, and in which the amount involved exceeds \$120,000, and in which any of the following persons had or will have a direct or indirect material interest: any director or director nominee; any executive officer; any holder of five percent or more of Accuray’s common stock; or any member of the immediate family of such persons.

## **4. Insider Trading**

Every Representative is prohibited from using “inside” or material nonpublic information about Accuray, or about companies with which we do business, in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of this information. It is illegal, and it is a violation of this Code and other Accuray policies to tip or to trade on inside information. Representatives who have access to inside information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct Accuray business.

Representatives must exercise the utmost care when in possession of material nonpublic information. Accuray’s Insider Trading Policy provides guidance on the sorts of information that might be nonpublic and material for these purposes, and guidelines on when and how you may purchase or sell shares of Accuray stock or other Accuray securities. Please contact Accuray’s Corporate Compliance Officer for a copy of the Insider Trading Policy or with any questions you may have about insider trading laws.

## **5. Corporate Opportunities**

You may not compete with Accuray, or take personal advantage of business opportunities that Accuray might want to pursue, nor may you participate in an outside business opportunity if it is related to our existing or proposed lines of business. Even opportunities that are acquired through independent sources may be questionable if they are related to Accuray’s existing or proposed lines of business.

## **6. Competition and Fair Dealing**

We strive to compete vigorously and to gain advantages over our competitors through superior business performance, not through unethical or illegal business practices. No Representative may through improper means acquire proprietary information from others, possess trade secret information, or induce disclosure of confidential information from past or present Representatives of other companies.

You are expected to deal fairly and honestly with our customers, suppliers, Representatives and anyone else with whom you have contact in the course of performing your duties to Accuray. Making of false or misleading statements about our competitors is prohibited by this Code, inconsistent with our reputation for integrity and harmful to our business.

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Representatives involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors. Representatives involved in sales have a special responsibility to abide by all Accuray policies regarding selling activities, including policies relevant to revenue recognition by Accuray.

## ***Special Note regarding Antitrust Laws***

Antitrust laws are designed to protect customers and the competitive process. These laws generally prohibit Accuray from establishing:

- Price fixing arrangements with competitors or resellers;
- Arrangements with competitors to share pricing information or other competitive marketing information, or to allocate markets or customers;
- Agreements with competitors or customers to boycott particular suppliers, customers or competitors;
- A monopoly or attempted monopoly through anticompetitive conduct.

Some kinds of information, such as pricing, production and inventory, should never be exchanged with competitors, regardless of how innocent or casual the exchange may be, because even where no formal arrangement exists, merely exchanging information can create the appearance of an improper arrangement.

## **7. Maintenance of Corporate Books, Records, Documents, and Accounts**

### ***Financial Integrity & Public Reporting***

We strive to maintain complete integrity of our records and public disclosure. Our corporate and business records, including all supporting entries to our books of account, must be completed honestly, accurately and understandably and in a timely manner. Our records are important to investors and creditors. Company records include financial records, personnel records, records relating to our product development, clinical development, manufacturing and regulatory submissions and all other records maintained in the ordinary course of our business.

To help ensure the integrity of our records and public disclosure, we require that:

- No entry be made in our books and records that is intentionally false or misleading;
- Transactions be supported by appropriate documentation;
- The terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- Representatives comply with our system of internal controls and be held accountable for their entries;
- Any off-balance sheet arrangements of Accuray are clearly and appropriately disclosed;
- No cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund;

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- Records are to be retained or destroyed according to Accuray's Records Retention Policy (please contact your supervisor or Accuray's Compliance Officer to obtain a copy of this policy or with any questions concerning the policy);
- All economic transactions reflected in our books of record are based on generally accepted accounting principles;
- Any use of accounting estimates is properly supported and are approved by financial management;
- No actions are taken to directly or indirectly coerce, manipulate, mislead or fraudulently influence Accuray's independent auditors for the purpose of rendering the financial statements of Accuray materially misleading. This would also include attempts to discourage the auditors from communicating matters to Accuray's Audit Committee.

As a public company we are subject to various securities laws, regulations and reporting obligations. Both U.S. federal law and our policies require the disclosure of accurate and complete information regarding Accuray's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage Accuray and result in legal liability.

## **8. Gifts and Entertainment**

All Representatives must be careful to avoid even the appearance of impropriety in giving or receiving gifts and entertainment. The giving and receiving of gifts are subject to a variety of laws, rules and regulations applicable to Accuray's operations. These include, without limitation, laws covering the marketing of medical devices, bribery and kickbacks. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. Specifically, when dealing with our customers, you must take care to follow the Code of Ethics on Interactions with Health Care Professionals. In general, you cannot offer, provide or accept any gifts or entertainment in connection with your service to Accuray except in a manner consistent with customary business practices, such as customary and reasonable meals and entertainment at which the giver is present. Gifts and entertainment must not be excessive in value, in cash, susceptible of being construed as a bribe or kickback, or in violation of any laws.

## **9. Prohibiting Bribery**

Accuray is committed to creating business success through legal and ethical business practices. We prohibit any and all forms of bribery or corrupt payments, regardless of whether they involve government officials or those in the private sector. Bribery, which is the offering of anything of value to an individual for purposes of inappropriately influencing a business decision or gaining an unfair business advantage, is banned by laws around the world.

These laws, referred to as anti-bribery and anti-corruption laws, are stringent and far reaching. Anti-bribery and anti-corruption laws also require that companies maintain proper financial records and employ internal accounting controls to ensure that improper payments are not concealed with falsified records. Any violation of these laws could result in severe fines and criminal penalties, as well as disciplinary action by Accuray, up to and including termination of employment. The Company provides regular training to aid Representatives in understanding and complying with the requirements of anti-bribery and anti-corruption laws. If any doubt exists regarding whether your job position or a particular course of action is governed by these laws and regulations, you should seek advice immediately from your supervisor and a Corporate Compliance Officer.



## 10. International Business Laws

You are expected to comply with all applicable laws wherever you travel on Accuray business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. We also expect Representatives to comply with U.S. laws, rules and regulations governing the conduct of business by U.S. citizens and corporations outside the United States, including but not limited to, laws and regulations relating to U.S. embargoes on doing business with certain countries or persons, export controls and anti-boycott compliance.

The U.S. laws and regulations are complex and apply both to exports from the United States and to exports of products from other countries when those products contain United States-origin components or technology. Please contact our in-house General Counsel with any questions or for additional guidance regarding these international business regulations.

## 11. Confidentiality

We depend upon our confidential information, and rely on a combination of patent, copyright and trademark laws, trade secrets, confidentiality procedures and contractual provisions to protect it. Confidential information is more fully described in the **Employee Invention Assignment and Confidentiality Agreement** that you signed when you joined Accuray, and includes confidential information provided to us by our customers, suppliers and business partners.

You must not share confidential Accuray information, or any confidential information of a customer, supplier, service provider or business partner, with anyone who has not been authorized to receive it, except when disclosure is authorized or legally mandated.

You must take precautions to prevent unauthorized disclosure of confidential information. Accordingly, you should also take steps to ensure that business-related paperwork and documents are produced, copied, faxed, filed, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to confidential information. You should not discuss sensitive matters or confidential information in public places. Do not assume free Wi-Fi is secure. Do not work on sensitive projects or confidential documents on unsecured Wi-Fi networks and do not login to corporate systems or networks, or provide your password while working on unsecured Wi-Fi networks. Be suspicious of email from unknown sources and do not open unexpected attachments. All Accuray emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of Accuray, except where required for legitimate business purposes. You may have access to electronic confidential information. All electronic confidential information should be used only for the purpose for which it was obtained, properly protected while in your possession, and disposed of properly once it is no longer needed for legitimate business purposes.

You are required to observe the provisions of any other specific policy regarding privacy and confidential information that Accuray may adopt from time to time. We are also subject to, and expect our Representatives to comply with, various privacy laws including HIPAA and other state, federal, and international laws governing private, sensitive, or patient information, which should be treated as confidential information.

## 12. Protection and Proper Use of Accuray Assets

All Representatives are expected to protect Accuray's assets and ensure their efficient use for legitimate business purposes. Accuray property, such as computer equipment, buildings, furniture, furnishings, office supplies, products, inventories, should be used only for activities related to your employment, although incidental personal use is permitted. Please bear in mind that we retain the right to access, review, monitor



and disclose any information transmitted, received or stored using our electronic equipment, with or without a Representative's or third party's knowledge, consent or approval.

### **13. Media Contacts, Public Communications, and Social Media**

It is our policy to disclose material information concerning Accuray to the public only in accordance with our disclosure procedures in order to avoid inappropriate publicity and to ensure that all such information is communicated in a way that is reasonably designed to provide broad, non-exclusionary distribution of information to the public. All inquiries or calls from the press, investors and financial analysts should be referred to the CEO or CFO. We have designated our CEO and CFO as our official spokespersons for financial matters. We have designated our Chief Operating Officer (COO) as our official spokesperson for marketing, technical and other related information. These persons are the only people who are authorized to communicate with the press, investors or financial analysts on behalf of Accuray; unless a specific exception has been made in writing by our CEO, COO, or CFO.

Accuray's Social Media Policy provides guidance on the type of behavior that we expect from you when you participate in online platforms and discussions in a personal capacity. Please refer to Accuray University for a copy of the Social Media Policy. As an Accuray Representative, please remember that you represent Accuray at all times, and be thoughtful about how you present yourself online. Do not use or discuss any information regarding our customers (current or potential) or patients for any purpose, and do not share any information online that has not already been made public by Accuray. Remember that only those individuals officially designated by Accuray as media spokespeople have the authority to speak on behalf of the company. If you identify yourself as an Accuray employee, people may confuse your opinions with those of the company. In order to avoid this problem, make it clear that you are writing for yourself and on your own behalf, not for Accuray.

### **14. Political Activities and Contributions**

Accuray encourages Representatives to be involved personally in political affairs. However, no Representative shall directly or indirectly use or contribute funds or assets of Accuray for or to any political party, candidate or campaign. Accuray will not reimburse any Representative for any political contribution made.

### **15. The Food, Drug and Cosmetic Act and Interactions With The Food And Drug Administration**

The Company's product candidates and its operations are subject to extensive and rigorous regulation by the U.S. Food and Drug Administration ("**FDA**") under the Federal Food, Drug, and Cosmetic Act (the "**FFDCA**") and its' implementing regulations. The FDA regulates many areas of Accuray's operations, including the research, and preclinical and clinical testing; the submission of data and other information to support FDA approval; the manufacturing, testing, storage and labeling of our products; and the promotion, distribution, and sale of our products; and the reporting of adverse events and other information to the FDA. Violation of these laws and regulations can result in severe civil and criminal penalties, adverse publicity for Accuray, total or partial suspension of production of a Company product, withdrawal of a Company product from the market, and disciplinary action by Accuray against the responsible individuals, up to and including termination of employment.

### **16. Interactions with the Government**

The Company may conduct business with the U.S., state and local governments and the governments of many other countries. The Company is committed to conducting its business with all governments and their



representatives with the highest standards of business ethics and in compliance with all applicable laws and regulations, including the special requirements that apply to communications with governmental bodies that have regulatory authority over our products and operations, such as the FDA, government contracts and government transactions.

If your job responsibilities include interacting with the government, you are expected to understand and comply with the special laws, rules and regulations that apply to your job position as well as with any applicable standard operating procedures that Accuray has implemented.

Accuray Representatives with responsibilities in the areas governed by the FFDCA and the FDA are required to understand and comply with these laws and regulations. These Representatives are expected to have a thorough understanding of the laws, regulations and other relevant standards applicable to their job positions, and to comply with those requirements. The Company has developed standard operating procedures and provides regular training to aid Representatives in understanding and complying with the requirements of the FFDCA and the FDA. If any doubt exists regarding whether your job position or a particular course of action is governed by these laws and regulations, you should seek advice immediately from your supervisor and a Corporate Compliance Officer.

## **17. Employment Practices**

The Company is committed to diversity and pursues fair employment practices in every aspect of its business without regard to any protected characteristic, including but not limited to race, color, religion, national origin, gender, gender identity, sexual orientation, marital or pregnancy status, age, disability, or veteran status. The Company bases personnel actions, from the Board and senior management level to the employee level, on individual ability, performance, experience and company need. We avoid actions influenced by personal relationships and discriminatory practices of any kind. Copies of Accuray's detailed policies, including its Employee Handbook, are available from the Human Resources Department. All Accuray employees are expected to read, understand and comply with all of Accuray's employment policies, including its Employee Handbook. Representatives must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association and privacy. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and Accuray, as well as disciplinary action by Accuray, up to and including termination of employment. You should contact Accuray's Human Resources Department if you have any questions about the laws, regulations and policies that apply to you.

### Anti-Discrimination

The Company expects its Representatives to treat all individuals with respect and professionalism. The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, and without discrimination because of race, color, religion, national origin, gender, gender identity, sexual orientation, marital or pregnancy status, age, disability, veteran status or other characteristics protected by law. This commitment applies to Representatives and extends to interns and job applicants as well.

### Anti-Harassment

The Company also prohibits harassment based on the above characteristics in any form, whether physical or verbal, and whether committed by supervisors, non-supervisory personnel or non-Representatives. Prohibited harassment, disrespectful or unprofessional conduct includes without limitation: verbal conduct such as epithets and derogatory jokes; physical conduct including assault, unwanted touching, intentional interference with work or normal movement; inappropriate visual displays; threats or demands to submit to

sexual requests as a condition of continued employment or to avoid some other loss; retaliation for reporting or threatening to report harassment; and activity on social media that includes conduct prohibited by state and/or federal law or Accuray's policies.

If you have any complaints about discrimination or harassment, report such conduct to your supervisor or the Human Resources Department. The Company strictly prohibits retaliation against a Representative who, in good faith, files a complaint. Any member of management who has reason to believe that a Representative has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the Human Resources Department immediately.

## **18. Health and Safety**

The Company is committed to conducting its business operations in a manner that protects the health and safety of the employees, visitors, contractors and the public in its facilities worldwide. All employees are expected to create and maintain a safe working environment by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

## **19. Special Obligations for the CEO and Senior Financial Officers**

While we expect honest and ethical conduct from all of our Representatives, we have the highest expectations for our chief executive officer and senior financial officers. This special category includes Accuray's chief executive officer, chief financial officer, controller or other principal accounting officer, and other Accuray personnel performing similar functions. All of the provisions of this Code apply to Accuray's chief executive officer and senior financial officers; this Section 18 is designed to underscore the additional special responsibilities.

The job responsibilities of Accuray's chief executive and senior financial officers include, and the performance evaluation criteria for each such employee will include, the obligations to:

- Set a "tone at the top" by acting with honesty and integrity in accordance with this Code, including avoiding conflicts of interest, and take other steps to promote a culture throughout Accuray in which all Representatives are encouraged to act honestly and with integrity, avoiding conflicts of interest;
- Take all steps necessary to promote full, fair, accurate, timely and understandable disclosure in reports and documents that Accuray files with or submits to the Securities and Exchange Commission and in other public communications that Accuray makes from time to time;
- Take all steps necessary to promote compliance with applicable governmental laws, rules and regulations, and with those of the NASDAQ Stock Market; and
- Take all steps necessary to promote prompt internal reporting of violations of this Code to appropriate personnel, and to promote accountability for adherence to this Code.

## **20. Waivers**

Any amendment or waiver of this Code that applies to any of Accuray's executive officers must be in writing and must be authorized by our Board of Directors. Any such amendment or waiver will be disclosed as required by applicable laws, rules and regulations, including the rules of the NASDAQ Stock Market. Waivers of this Code for other Representatives must be authorized by our Chief Executive Officer or Chief Financial Officer and reported to our Audit Committee.

## 21. Compliance Standards and Procedures

Accuray has an obligation to promote ethical behavior. Every Representative is encouraged to talk to his or her supervisor, managers, a Corporate Compliance Officer or other appropriate personnel when in doubt about the application of any provision of this Code.

In addition to fielding questions with respect to interpretation or potential violations of this Code, our Corporate Compliance Officers are responsible for:

- Investigating possible violations of this Code;
- Making this Code available in Accuray University as part of the training program for all Accuray employees;
- Updating this Code as needed to reflect changes in the law, Accuray operations and recognized best practices, and to reflect Accuray experience with this Code;
- Otherwise promoting an atmosphere of responsible and ethical conduct; and
- Overseeing this Code and communicating to Accuray's Board of Directors any disciplinary actions or other issues as deemed appropriate.

Your most immediate resource for any matter related to this Code is your supervisor. He or she may have the information you need, or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with your department head, Human Resources, or one of our Corporate Compliance Officers. If you are uncomfortable speaking with a Corporate Compliance Officer because he or she works in your department or is one of your supervisors, you can make an anonymous report via our independent third party reporting partner, EthicsPoint:

**To contact EthicsPoint, you can call 800-499-8895**  
**Or file a report online using the following site: [www accuray.ethicspoint.com](http://www accuray.ethicspoint.com)**

When using EthicsPoint, you can choose to be anonymous, or you can provide your name. Either way, it is important that you report suspicious activity immediately because even the appearance of impropriety can be very damaging to Accuray. If you are aware of a suspected or actual violation of Code standards by others, you have a responsibility to report it.

You may use EthicsPoint to anonymously communicate to the Accuray Management any of the following issues:

- Accounting and Auditing Matters;
- Securities violations;
- Falsification of Contracts, Reports or Records; and
- Other events, actions or situations, which may include the following:
  - Conflicts of interest, embezzlement, theft, discrimination or harassment, misconduct or inappropriate behavior, sabotage, vandalism, substance abuse in the workplace, violence or threat, unsafe working conditions.

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You should raise questions or report potential violations of this Code without any fear of retaliation in any form. Accuray will not tolerate retaliation in such circumstances and we will take prompt disciplinary action against any Representative who retaliates against you, up to and including termination.

Representatives must promptly report any complaints or observations of Code violations to a Corporate Compliance Officer. The Corporate Compliance Officer will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Your cooperation in the investigation will be expected. As needed, the Corporate Compliance Officer will consult with the CEO, Governance Committee, Audit Committee, or other parties as necessary.

## **22. No Rights Created**

This Code is a statement of fundamental principles, policies and procedures that govern Accuray's Representatives in the conduct of Accuray's business. It is not intended to and does not create any legal rights for any employees, officers, directors, agents, distributors, and contractors, or any other person or entity.