

ACCURAY

SCIENCE AND TECHNOLOGY COMMITTEE CHARTER of the Science and Technology Committee of ACCURAY INCORPORATED

(As adopted by the Board of Directors effective July 1, 2024)

I. Purpose

The purpose of the Science and Technology Committee (the “Committee”) of the Board of Directors (the “Board”) of Accuray Incorporated (the “Company”) is to assist the Board in the general oversight of the ongoing scientific and technological innovation activities of the Company and the Company’s strategy to comply with regulatory requirements.

II. Membership

The Committee shall be comprised of at least two (2) members, including at least one non-employee director, as determined by the Board.

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 as often as may be deemed necessary or appropriate, in its judgment, in order to fulfill its responsibilities, but not less than twice a year. 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-employee 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 director who is not a member of the Committee.

ACCURAY

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 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

The Committee shall from time to time:

1. Assess the Company's product, service, and technology portfolio and its contributions to the Company's growth, performance, and competitive position.
2. Monitor and review the overall strategy, direction, effectiveness, and competitiveness of the Company's research and development ("R&D") activities, including reviewing the Company's R&D pipeline at least annually.
3. Assist the Board in staying abreast of new science and technology trends, including potentially disruptive technology, that could impact the Company, its strategy and its products.
4. Assess and make recommendations to the Board regarding the Company's approach to identifying new markets and applications for the Company's products.
5. Assist the Audit Committee of the Board with its oversight responsibility for enterprise risk management related to the Company's R&D and product cybersecurity, including reviewing and assessing the Company's technology for medical device cybersecurity and compliance with any applicable regulatory requirements..
6. Review the Company's strategy to comply with existing and emerging regulatory trends in the industry.
7. Review the performance of the Company's Quality Management System, including results of audits, field actions and corrective and preventive actions.
8. Oversee and monitor effectiveness of, and risks related to, artificial intelligence, including periodically reviewing with management the Company's artificial intelligence programs and policies.
9. Review such other topics as are delegated to the Committee by the Board.

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.