



**COMPENSATION COMMITTEE CHARTER  
of the Compensation Committee  
of ACCURAY INCORPORATED**

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

**I. Purpose**

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Accuray Incorporated (the "Company") is (i) to discharge the Board's responsibilities relating to compensation of the Executive Officers, including by designing (in consultation with management or the Board), recommending to the Board for approval, and evaluating the compensation plans, policies and programs applicable to the Executive Officers and (ii) to produce an annual report on executive compensation for inclusion in the Company's proxy materials in accordance with applicable rules and regulations. The Committee shall oversee compensation programs that are designed to encourage high performance, promote accountability and align employee interests with the interests of the Company's stockholders. For purposes of this Compensation Committee Charter (this "Charter"), the "Executive Officers" are, collectively, the Chief Executive Officer ("CEO"), the Company's Chief Financial Officer ("CFO") and any other Section 16 officer.

In addition to the powers and responsibilities expressly delegated to the Committee in 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 composed of at least three (3) directors, as determined by the Board, none of whom shall be an employee of the Company and each of whom shall (i) satisfy the independence requirements of the NASDAQ Stock Market for directors and compensation committee members and any then-applicable rule or



regulation prescribed by the Securities and Exchange Commission, (ii) be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

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 four times per year and 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, legal counsel or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the CEO may not be present during voting or deliberations concerning his or her compensation, and the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of, and/or replace, as needed, any outside legal counsel, compensation consultants or other advisors (collectively, “Advisors”) as the Committee believes to be necessary or appropriate. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such Advisors. The Committee may also utilize the services of the Company’s regular legal counsel, consultants or advisors to the Company. The Company shall provide for appropriate



funding, as determined by the Committee in its sole discretion, for payment of compensation to any such Advisors retained by the Committee.

The Chair shall report to the Board following meetings of the Committee and as otherwise requested by the Chairman of the Board.

#### **IV. Duties and Responsibilities**

1. The Committee shall, at least annually, review the compensation philosophy of the Company.
2. The Committee shall, at least annually, (i) review and approve the corporate and individual goals and objectives relating to the compensation of the Company's Executive Officers (other than the CEO), (ii) evaluate the performance of the Executive Officers (other than the CEO) in light of those goals and objectives, (iii) approve the compensation of the Executive Officers (other than the CEO) based on such evaluations, and (iv) recommend the CEO's individual goals and objectives and compensation to the independent members of the Board, who shall evaluate the performance and approve the compensation of the CEO.
3. The Committee shall, at least annually, review and approve all elements of compensation for members of the Board and any other employees of the Company or its subsidiaries as the Board shall determine.
4. The Committee shall, at least annually, review and approve the companies used for competitive market comparisons ("peer companies") with respect to compensation of the Executive Officers.
5. The Committee shall review and approve the Executive Officers' and all other officers' employment agreements and severance arrangements.
6. The Committee shall manage, review and approve all annual bonus, long-term incentive compensation, equity awards, employee pension and welfare benefit plans, and with respect to each plan shall have responsibility for:
  - (i) general administration;
  - (ii) setting the performance targets under all annual bonus and long-term incentive compensation plans as appropriate and committing to writing any and all performance targets for all executive and senior officers who may be "covered employees" under Section 162(m) of the Code within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) of



the Code in order for such target to be “pre-established” within the meaning of Section 162(m);

- (iii) to the extent required to qualify compensation as performance-based under Section 162(m), certifying that the performance targets used for any performance-based compensation plans have been met before payment of any executive bonus or compensation or exercise or vesting, as applicable, of any executive award granted under any such plan(s);
- (iv) approving all amendments to, and terminations of, all compensation plans (and any awards under such plans), to the extent Executive Officers participate;
- (v) granting any awards under any performance-based annual bonus, long-term incentive compensation and equity compensation plans, including stock options and other equity rights (e.g., restricted stock, stock purchase rights);
- (vi) recommending to the Board for approval aggregate amounts available for payment pursuant to any performance-based annual bonus, long-term incentive compensation and equity compensation plans, including stock options and other equity rights; and
- (vii) approving which employees or consultants are entitled to awards under the Company’s stock option plan(s).

All periodic plan reviews should include reviewing the plan’s administrative costs, reviewing current plan features relative to any proposed new features, and assessing the performance of the plan’s internal and external administrators if any duties have been delegated.

7. The Committee shall annually review compliance with the Company’s stock ownership requirements for Executive Officers and non-employee directors.
8. The Committee shall, at least annually, review the compensation policies and practices of the Company for all employees and assess any risks to the Company, including a determination of whether any such risks are reasonably likely to have a material adverse effect on the Company.
9. The Committee shall review the Compensation Discussion and Analysis section of the Company’s Annual Report on Form 10-K or in the Company’s proxy statement (“CD&A”) as well as any disclosure relating to risks of any of the Company’s compensation policies and practices, discuss such disclosure with management and recommend to the Board that the CD&A be included in



the Company's Annual Report on Form 10-K or in the Company's proxy statement, as applicable. In addition, the Committee shall prepare and approve the Compensation Committee report to be included as part of the Company's annual proxy statement.

10. The Committee shall review the results of the most recent advisory stockholder vote on executive compensation ("Say-on-Pay Vote") and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such vote, including the compensation of the CEO and Executive Officers, and whether to adopt, amend or terminate incentive compensation and equity-based plans.
11. The Committee shall recommend for approval by the Board how frequently the Company should conduct a Say-on-Pay Vote, taking into account the results of the most recent advisory stockholder vote regarding the subject.
12. The Committee shall establish and periodically review policies concerning perquisite benefits.
13. The Committee shall periodically review the need for a Company policy regarding compensation paid to the Company's executive officers in excess of limits deductible under Section 162(m) of the Code.
14. The Committee shall determine the Company's policy with respect to change of control or "parachute" payments.
15. The Committee shall maintain oversight and final approval of policies regarding employee loans.
16. The Committee shall regularly review and discuss with the CEO and report to the Board on corporate succession plans for the CEO and other Executive Officers.
17. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisors retained by the Committee. The Committee shall assess the independence of any Advisors (whether retained by the Committee or management) that provide advice to the Committee in accordance with NASDAQ Stock Market listing standards. The Committee may retain, or receive advice from, any Advisors they prefer, including those that are not independent, after considering the specified independence factors in the NASDAQ Stock Market listing standards. The Committee shall also evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with the Exchange Act.



- 18 The Committee shall evaluate its own performance on a regular basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including 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.
19. The Committee shall review and reassess this Charter annually and submit any recommended changes to the Board for its consideration.

## **V. Delegation of Duties**

Subject to compliance with applicable law and listing requirements, in fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee. The Committee may delegate the responsibilities set forth in paragraphs 6(v) and 6(vii), as they relate to routine stock option, stock appreciation right or restricted stock unit awards (but not restricted stock awards) to non-executive officer employees made within guidelines predetermined by the Committee, to a subcommittee of the Committee or to a committee consisting of the CEO and CFO of the Company, or such other officers as may be determined by the Committee.