

On September 14, 2023, the Board of Directors (the “**Board**”) of Accuray Incorporated (the “**Company**”) approved the Company’s Amended and Restated Bylaws (the “**Amended Bylaws**”), effective as of such date. The Amended Bylaws incorporate certain amendments to the Amended and Restated Bylaws adopted on March 19, 2015 (“**Prior Bylaws**”) to align the Amended Bylaws with changes to the Delaware General Corporation Law (the “**DGCL**”) and the laws of the state of Delaware, including:

- provisions relating to delivery of notices of stockholder meetings and adjourned stockholder meetings;
- provisions regarding notices of special meetings of the Board;
- the definition of “public announcement” for purposes of the Amended Bylaws;
- requirements for action by written consent of the Board;
- removing sections of the Prior Bylaws related to certain records and reports as such matters are governed by the DGCL.

The Amended Bylaws also incorporate certain other amendments, including:

- enhancing procedural mechanics and disclosure requirements in connection with stockholder nominations of directors and submissions of proposals regarding other business at the Company’s annual meeting of stockholders (except for proposals properly made in accordance with Rule 14a-8 under the Securities Exchange Act of 1934), including by requiring additional background information and disclosures regarding proposing stockholders, proposed nominees and business, and other persons related to a stockholder’s solicitation of proxies;
- changing certain provisions relating to stockholder nominees for election as a director to address the universal proxy rules adopted by the Securities and Exchange Commission;
- clarifying and updating certain provisions relating to directors, and Board committees;
- adopting a federal forum selection provision for claims under the Securities Act of 1933, as amended (the “**Securities Act**”). In particular, unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the sole and exclusive forum for any cause of action arising under the Securities Act;
- clarifying the Company’s existing Delaware exclusive forum provision; and
- making certain other clarifying, conforming and ministerial changes.