

VIEWRAY, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
Effective Date: February 27, 2020

This Nominating and Corporate Governance Committee Charter (this “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of ViewRay, Inc., a Delaware corporation (the “**Company**”).

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “**Committee**”) is to identify individuals qualified to become Board members consistent with criteria approved by the Board, to recommend that the Board select the director nominees for the next annual meeting of shareholders, to develop and recommend to the Board a set of Corporate Governance Guidelines and to oversee the evaluation of the Board.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC, subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board.

III. Meetings, Procedures and Authority

The Committee has 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 has sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm’s fees and other retention terms. The Committee has the authority to retain any other advisors that the Committee believes to be desirable and appropriate and has the authority to approve related fees and retention terms.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee and the Company’s bylaws.

IV. Duties and Responsibilities

1. *Director Nominees.* The Committee will identify individuals qualified to become members of the Board and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds. The Committee will also identify, review the qualifications of and recommend to the Board the nominees for election to the Board (including, without limitation, existing Board members) at the next annual meeting of shareholders or to fill any vacancies on the Board (including vacancies created by an increase in the size of the Board). The Committee will establish procedures for the consideration of Board candidates recommended by the Company’s shareholders.

2. *Criteria for Selecting Directors.* The criteria to be used by the Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines.
3. *Board Composition.* The Committee will annually review and make recommendations to the Board regarding the size and composition of the Board.
4. *Board Committee Structure and Membership.* The Committee will annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.
5. *Corporate Governance Guidelines.* The Committee will develop and recommend to the Board the Corporate Governance Guidelines. The Committee will annually review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
6. *Board Evaluations.* The Committee will oversee the annual self-evaluations of the Board.
7. *Board Leadership Structure.* The Committee will annually assess the effectiveness of the Board's leadership structure and recommend to the Board any proposed change to such structure.
8. *Shareholder Proposals.* The Committee will evaluate and make recommendations to the Board regarding shareholder proposals submitted to the Company for inclusion in the Company's proxy statement.
9. *Succession Planning.* The Committee will oversee succession planning for the Chief Executive Officer and other senior executive officers and review succession planning at least annually with the Board, including recommendations and evaluations of potential successors to fill senior executive officer positions.
10. *Director Orientation and Continuing Education.* The Committee will oversee the continuing education program for directors and the orientation program for new directors.
11. *Director Compensation.* The Committee will annually review director compensation and recommend changes to the Board.
12. *Conflicts and Ethics.* The Committee will review and monitor compliance with the Company's Code of Business Conduct and Ethics and will review and address conflicts of interest of directors and executive officers and the manner in which any such conflicts are to be monitored.
13. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
14. *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.

15. *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.