



ZIOPHARM Oncology, Inc.

Compensation Committee Charter (amended and restated as of April 16, 2014)

Purpose:

The primary purpose of the Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of ZIOPHARM Oncology, Inc. (the “Company”) by: (a) developing policies and programs governing the compensation of executive officers and other members of senior management that support achieving corporate objectives; (b) reviewing and making recommendations to the Board regarding the compensation of employees determined to be “named executive officers” under applicable provisions of the securities laws (including but not limited to the Chief Executive Officer, President, Chief Medical Officer and Chief Financial Officer), (c) approving the compensation of executive officers and members of senior management other than the “named executive officers”, and (d) annually reviewing the Company’s Board compensation practices. In addition, the Committee shall administer the Company’s equity compensation plans in the absence of a separate stock plan committee or subcommittee established for that purpose. If a separate stock plan committee or subcommittee has been established, the Committee shall recommend the grant of awards under the equity compensation plans for approval by such stock plan committee or subcommittee.

The Committee shall act with the full power of the Board in connection with the responsibilities identified below and shall pursue the purposes of this Charter in a manner consistent with the compensation philosophy set forth below.

Compensation Philosophy:

The Committee shall pursue the recruitment and retention of highly experienced executives, other personnel, and Board members utilizing total compensation that is competitive within the Company’s industry. The Committee shall place an emphasis on the stock compensation portion of total incentive compensation to promote an ownership mentality in the Company’s success. In addition, the Committee shall generally make or recommend (as applicable) awards of incentive cash and equity compensation based on the achievement of corporate and individual objectives that are pre-determined in accordance with procedures to be adopted by the Committee during the first quarter of each fiscal year. In making compensation recommendations or determinations, the Committee may consider the Company’s performance and relevant stockholder return, compensation paid at comparable companies, the size and financial condition of the Company, the then current market conditions and economic outlook and other matters deemed relevant by the Committee.

Responsibilities:

The Committee shall oversee the Company's compensation philosophy and strategy. In doing so, the Committee shall work to ensure that executive compensation is designed to provide competitive levels of compensation that link pay, directly and indirectly, with the Company's annual goals and long term interests of the stockholders, reward outstanding corporate performance, recognize individual initiative and achievements, and assist the Company in attracting and retaining qualified executives. The following functions shall be common recurring activities of the Committee in carrying out its responsibilities. These functions are set forth as a guide with the understanding that the Committee may diverge as circumstances dictate.

- The Committee shall review and approve the terms of employment for new hires at the executive officer and senior management level and for all employees with term employment agreements; the Committee shall review and approve term employment agreements and, where applicable, the terms of all severance arrangements with executive officers and senior management.
- The Committee shall annually prepare and recommend to the Board for formal approval proposals regarding the compensation of executives determined to be “named executive officers” under applicable provisions of the securities laws (including but not limited to the Chief Executive Officer, President, Chief Medical Officer and Chief Financial Officer).
- The Committee shall approve the compensation of any executive officers and members of senior management that are not deemed to be “named executive officers.”
- In administering the Company's incentive compensation programs, the Committee may:
 - annually, and in conjunction with the Company's annual budget approval process, establish Company objectives for executive officers during the first quarter of each fiscal year and review executive officer performance against such objectives;
 - with input from the Chief Executive Officer and President, annually establish a combination of Company and job specific objectives for senior managers and utilize such objectives when evaluating performance; and
 - annually conduct a year-end performance evaluation of other Company employees based on job description and input from the Chief Executive Officer and President.

The Committee may establish annual incentive compensation programs for executive officers, senior management and other employees that measure performance based on achievement of pre-determined individual and/or corporate objectives.

- The Committee shall annually or more frequently if deemed advisable, review the Company's Board compensation practices and recommend any changes for adoption by the full Board.
- The Committee shall oversee the Company's management development programs and succession planning endeavors, and shall conduct performance evaluations of executive officers other than in connection with annual compensation determinations, if advisable.
- The Committee shall administer the Company's equity compensation plans in the absence of a separate stock plan committee (which may be a subcommittee within the Committee established for that purpose) and grant awards under such plans in a manner consistent with such plans' purposes and consistent with this Charter; if a separate stock plan committee or subcommittee has been established, the Committee shall recommend the grant of awards under the equity compensation plans for approval by such stock plan committee or subcommittee. The Committee (or a stock plan committee or subcommittee, if applicable) shall be authorized to interpret the plans, determine eligibility, determine the number and type of equity awards available for grant and the terms of such grants, again in a manner consistent with this Charter. The Committee shall annually report to the Board stock option usage, dilution and other matters deemed necessary or advisable.
- The Committee shall periodically review executive officer compensation for compliance with the securities and tax laws.
- The Committee shall provide a report to the Board at its regularly scheduled meetings, or more frequently if deemed advisable, regarding actions taken by the Committee with respect to compensation of executive officers and/or members of senior management.
- The Committee shall monitor the disclosure and prepare the required annual report on executive compensation to be included in the Company's annual meeting proxy statement.
- The Committee shall evaluate, on an annual basis, the Committee's own performance and the performance of each member of the Committee.
- The Committee shall review the adequacy of this Charter on an annual basis, and shall submit recommended changes, if any, to the Board for consideration.

Term and Membership:

The Committee shall be comprised of two or more directors as determined by the Board, or such greater number if so required by applicable law, rule or other regulation. Each Committee member shall be an "independent director" as defined by all applicable rules and regulations of the Securities and Exchange Commission and any other appropriate body, including any applicable stock market or stock exchange, subject to applicable exceptions

permitted under such rules and regulations, and shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be elected by the Board or the Corporate Governance and Nominating Committee, as applicable. Unless a Chair is elected by the full Board or the Corporate Governance and Nominating Committee, if applicable, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Committee members may be removed for any reason or no reason at the discretion of the Board, and the Board may fill any Committee vacancy that is created by such removal or otherwise.

Responsibilities – Meeting Frequency; External Advisors:

It is expected that the Committee will evaluate the performance of the Company's long-term goals and its stated corporate objectives. Because of this responsibility, it is the Board's expectation that the Committee shall meet at least twice annually, or more frequently as circumstances dictate. The Committee shall also have the resources and authority to accomplish its responsibilities, including the sole authority to retain (with funding provided by the Company), experts in the field of executive compensation to assist the Committee with its evaluation of executive compensation. The Committee shall have the sole authority to retain and to terminate such experts, and to approve the fees and other retention terms. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting, human resource, or other advisors; provided, however, that services, if any, to be rendered by the Company's independent accountants shall be pre-approved by the Audit Committee of the Board if required under the Company's policy regarding pre-approval of such services. In retaining or seeking advice from compensation experts, outside counsel and other advisors (other than the Company's in-house counsel), the Committee must take into consideration the factors specified in Nasdaq Listing Rule 5605(d)(3)(D).