

## **ZIOPHARM ONCOLOGY, INC.**

### **CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS**

#### **PURPOSE**

The primary purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of ZIOPHARM Oncology, Inc. (the “Company”) shall be to: (i) oversee aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (v) recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company.

#### **COMPOSITION**

The Committee shall consist of at least two (2) members of the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of The Nasdaq Stock Market LLC (“Nasdaq”), when and as required by Nasdaq. The members of the Committee shall be appointed by the Board on the recommendation of the Committee and serve at the discretion of the Board. Resignation or removal of a Committee member from the Board for any reason shall automatically constitute resignation or removal, as applicable, from the Committee. Vacancies occurring on the Committee shall be filled by the Board. The chairperson of the Committee shall be appointed by the Board upon recommendation by the Committee, or if the Board does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

#### **OPERATING PRINCIPLES AND PROCESSES**

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication and Access* – Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, as well as access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder are viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.

- *Committee Education/Orientation* – Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.

## **MEETINGS AND MINUTES**

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate, but in no event shall it meet less than annually. Any member of the Committee may call a meeting of the Committee.

Minutes of each meeting of the Committee shall be prepared and distributed to each member of the Committee and the Secretary of the Company and made available to members of the Board who are not members of the Committee. The chairperson of the Committee will report to the Board from time to time or whenever so requested by the Board.

## **AUTHORITY**

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have access to and shall communicate with the Board, chairpersons of the committees of the Board, members of senior management and independent professional advisors to the Board and its various committees, as applicable. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors, experts and consultants as the Committee deems necessary or appropriate for carrying out its duties under this charter. The Committee shall have the authority to retain and terminate executive search firms to help identify director candidates. The Committee shall have the authority to approve fees, costs and other terms of engagement of such outside resources and shall be directly responsible for the oversight of such outside resources. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses that, as determined by the Committee, are necessary or appropriate in carrying out its duties, unless prohibited by Nasdaq listing rules or applicable law. The Committee shall have authority to request that any of the Company's personnel, counsel, accountants or investment bankers, or any other consultant or advisor to the Company, attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

The Committee shall also have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder.

The Committee may form and delegate authority to one or more subcommittees as appropriate, but only to the extent consistent with the Company's amended and restated certificate of incorporation, amended and restated bylaws (the "Bylaws"), Corporate Governance Guidelines (as defined below), Nasdaq listing rules and other applicable law. Delegation by the Committee to any subcommittee shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such

subcommittee on such matters. The operation of the Committee shall be subject to the Bylaws as in effect from time to time and Section 141 of the Delaware General Corporation Law (or any successor section). The approval of this charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

**1. *Director Nominations.*** The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Company's Board consistent with criteria approved by the Board from time to time, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by Nasdaq listing rules and applicable law in the course of exercising its authority.

**2. *Board Assessment.*** The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq. The results of these reviews shall be provided to the Board for further discussion as appropriate.

**3. *Board Committee Nominations.*** The Committee shall oversee the Board's committee structure and operations, including authority to delegate to subcommittees and committee reporting to the Board. The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission

and applicable law, shall recommend to the entire Board annually the chairpersonship and membership of each committee.

**4. *Stockholder Communications.*** The Committee shall periodically review and make recommendations to the Board regarding the Company's process for stockholder communications with the Board, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.

**5. *Director Education.*** The Committee may implement an orientation process for directors that includes background material on the Company's policies and procedures and expectations as to directors and committee member duties and responsibilities, meetings with senior management and visits to the Company's facilities. The Committee shall also recommend to the Board such a plan or program as it may deem appropriate for the continuing education of directors.

**6. *Corporate Governance Guidelines.*** The Committee shall develop a set of corporate governance guidelines and principles (the "Corporate Governance Guidelines") to be applicable to the Company, shall periodically review and assess these principles and their application, and shall recommend any changes deemed appropriate to the Board for its consideration.

**7. *Management Succession.*** The Committee shall develop and periodically review with the Company's Chief Executive Officer the plans for succession for the Company's executive officers, as it sees fit, and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to these positions.

**8. *Procedures for Information Dissemination.*** The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

**9. *Self-Assessment.*** The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also periodically review and assess the adequacy of this charter, including the Committee's role and responsibilities as outlined in this Charter, and shall recommend any proposed changes to the Board for its consideration.

**10. *General Authority.*** To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of any of the foregoing.

**Approved: September 24, 2019**  
**Effective: September 24, 2019**