

ZIOPHARM Oncology, Inc.
First Amended and Restated
Corporate Governance and Nominating Committee Charter
(as adopted September 10, 2008)

Purpose

The Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of ZIOPHARM Oncology, Inc. (the “**Company**”) shall serve in an advisory capacity to the Board on the governance structure and conduct of the Board. The Committee is responsible for, among other things, considering, recruiting and recommending candidates to fill new Board positions, evaluating existing members of the Board of Directors, reviewing candidates recommended by stockholders, conducting inquiries into the backgrounds and qualifications of director candidates and existing members, and recommending director candidates for approval or re-nomination by the Board and the stockholders. The Committee shall also evaluate and assess the performance of the Board as a whole and its committees.

Responsibilities

General Standards

Qualified candidates for membership on the Board will be considered without regard to race, color, religion, sex, ancestry, national origin or disability. The Committee will review the qualifications and backgrounds of the directors, as well as the overall composition of the Board, and recommend to the full Board the slate of directors to be nominated for election at each annual meeting of stockholders.

Reviewing Board Candidates

The Committee shall review director candidates pursuant to the following procedure:

1. The Committee (or a subcommittee designated by the Committee) will consider each candidate’s general business and industry experience, the ability to act on behalf of stockholders, overall Board diversity, potential concerns regarding independence or conflicts of interest and other factors relevant in evaluating Board nominees.
2. Following the initial screening, if the Committee approves a candidate for further review, the Committee will establish an interview process for the candidate. It is expected that at least a majority of the members of the Committee, along with the Company’s Chief Executive Officer, would interview each candidate.
3. Contemporaneously with the interview process, the Committee will conduct a comprehensive conflicts-of-interest assessment of the candidate.

4. The Committee will then consider reports of the interviews and the conflicts-of-interest assessment and determine whether to recommend the candidate to the full Board of Directors. The Committee will also take into consideration the candidate's personal attributes, including, without limitation, personal integrity, loyalty to the Company and concern for its success and welfare, willingness to apply sound and independent business judgment, awareness of a director's vital part in the Company's good corporate citizenship and image, time available for meetings and consultation on Company matters and willingness to assume broad, fiduciary responsibility.

5. A subcommittee of the Committee, management representatives designated by the Committee, legal counsel, a search firm or other advisors selected by the Committee may assist the Committee in its determination.

6. The Lead Director of the Board, acting on behalf of the full Board, will extend the formal invitation to become a nominee of the Board.

Re-Nomination and Re-Appointments of Existing Members of the Board

The Committee shall conduct director evaluations at least annually of each member of the Board that is up for re-nomination to the Board or re-appointment to a committee of the Board, pursuant to the following procedure.

1. Each director will be asked to prepare a written self-evaluation. In the self-evaluation, the director should describe how the director's general business and industry experience enables the director to provide benefits to the Company's stockholders, in light of the current challenges facing the Company at this stage of its development. The director should also disclose any conflicts of interest, or business or personal commitments that might interfere with the director's ability to perform diligently or otherwise act on behalf of the Company's stockholders. The director should state how these conflicts or commitments will be resolved in a way that will not impinge on the interests of stockholders.

2. The Committee will conduct its own investigation of each director seeking re-appointment to the extent it deems appropriate with respect to each director's general business and industry experience, the ability to act on behalf of stockholders, overall Board diversity, potential concerns regarding independence or conflicts of interest and other factors relevant in evaluating the re-appointment of directors. This investigation will include consideration of the past performance and contributions of the director as a member of the Board of Directors and may include an interview of any director seeking re-appointment.

3. The Committee will consider the self-evaluations, together with its own investigation, to determine whether to recommend the re-nomination of the director to the full Board of Directors. In making this determination, the Committee should consider whether the director seeking re-nomination would satisfy the requirements for recommendation as a new candidate seeking an initial nomination to the Board of Directors. Accordingly, the Committee should take into consideration the candidate's

personal attributes, including, without limitation, personal integrity, loyalty to the Company and concern for its success and welfare, willingness to apply sound and independent business judgment, awareness of a director's vital part in the Company's good corporate citizenship and image, time available for meetings and consultation on Company matters and willingness to assume broad, fiduciary responsibility.

4. A subcommittee of the Committee, management representatives designated by the Committee, legal counsel or other advisors of its choosing may assist the Committee in its determination.

5. The Lead Director, acting on behalf of the Committee, shall discuss the Committee's determination with each director seeking re-nomination and review the Committee's finding with the full Board of Directors.

Stockholder Nominations

Recommendations for Board candidates may also be submitted to the Committee by the Company's stockholders. In order to make recommendations for candidates to be considered for election to the Board at the Company's annual stockholders' meeting, a stockholder must submit the recommendation in writing to the Chairman of the Nominating Committee, in care of the Company's Treasurer at the Company's headquarters address, at least 120 days prior to the mailing date of the previous year's annual meeting proxy statement.¹ Any recommendation by a stockholder will be referred to the Committee, which will review and consider the candidate in accordance with this policy. In addition, shareholder recommendations must include the following information that the Committee shall consider in its evaluation:

- the name and address of the nominating stockholder and of the director candidate;
- a representation that the nominating stockholder is a holder of record of the Company entitled to vote at the current year's annual meeting;
- a description of any arrangements or understandings between the nominating stockholder and the director candidate or candidates being recommended pursuant to which the nomination or nominations are to be made by the stockholder;
- a resume detailing the educational, professional and other information necessary to determine if the nominee is qualified to hold a Board position;
- such other information regarding each nominee proposed by such stockholder as would have been required to be included in a proxy statement filed pursuant to the

¹ If the Company did not hold an annual stockholders' meeting in the previous year, or if the date of the current year's annual stockholders' meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline for delivery of stockholder recommendations is a reasonable time before the Company begins to print and mail its proxy materials.

proxy rules of the Securities and Exchange Commission had each nominee been nominated by the Board; and

- the consent of each nominee to serve as a director of the Company if so elected.

Review of the Board and its Committees

The Committee shall review, discuss and assess the performance of the Board, including its committees. The evaluation shall include input from senior management, the full Board and others, and shall include a discussion of the Board's contribution as a whole and its effectiveness in serving the best interests of the Company and its stockholders. The Committee shall recommend specific areas that the Committee, the Board or management believe could be improved. The factors to be considered include whether the directors, individually and collectively, can and do provide integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also assess the continued independence of directors and whether they are independent both in fact and appearance. The results of the Committee's review shall be provided to the Board for further discussion as appropriate.

Corporate Governance

The Committee shall serve in an advisory capacity to the Board on the governance structure and conduct of the Board. The Committee shall develop and recommend corporate governance policies to the Board, and shall continually review and reassess the Company's existing corporate governance policies, including its Code of Conduct, insider trading policies, Whistleblower Policy and Shareholder Communications Policy, and recommend any proposed change to the Board for approval. The Committee shall also review and assess Company's adherence to its corporate governance policies and recommend any proposed change to the Board for approval.

Committee Membership

At all times, the independent lead director appointed by the Board shall be appointed to and serve as a member of the Committee.