

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material under §240.14a-12

**ZIOPHARM ONCOLOGY, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
- (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
- (5) Total fee paid: \_\_\_\_\_
- Fee paid previously with preliminary materials.  
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- (1) Amount Previously Paid: \_\_\_\_\_
- (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
- (3) Filing Party: \_\_\_\_\_
- (4) Date Filed: \_\_\_\_\_

On November 2, 2020, Ziopharm Oncology, Inc. posted the following material to [www.ZiopharmForward.com](http://www.ZiopharmForward.com).

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## Disclaimer

The views expressed on this website represent the opinions of Ziopharm Oncology, Inc. (the "Company"). The Company reserves the right to change any of its opinions expressed herein at any time as it deems appropriate and disclaims any obligation to update the information or opinions contained on this website.

The materials on this website are provided merely as information and are not intended to be, nor should they be construed as, an offer to sell or a solicitation of an offer to buy any security. There is no assurance or guarantee with respect to the prices at which any securities of the Company will trade, and such securities may not trade at prices that may be implied herein.

Although the Company believes the statements made in this website are substantially accurate in all material respects and do not omit to state material facts necessary to make those statements not misleading, the Company makes no representation or warranty, express or implied, as to the accuracy or completeness of those statements or any other written or oral communication it makes, and the Company expressly disclaims any liability relating to those statements or communications (or any inaccuracies or omissions therein).

### About Ziopharm Oncology, Inc.

Ziopharm is developing non-viral and cytokine-driven cell and gene therapies that weaponize the body's immune system to treat the millions of people globally diagnosed with a solid tumor each year. With its multiplatform approach, Ziopharm is at the forefront of immuno-oncology with a goal to treat any type of solid tumor. Ziopharm's pipeline is built for commercially scalable, cost effective T-cell receptor T-cell therapies based on its non-viral Sleeping Beauty gene transfer platform, a precisely controlled IL-12 gene therapy, and rapidly manufactured Sleeping Beauty-enabled CD19-specific CAR-T program. The Company has clinical and strategic partnerships with the National Cancer Institute, The University of Texas MD Anderson Cancer Center and others. For more information, please visit [www.ziopharm.com](http://www.ziopharm.com).

### Forward Looking Statements

This website contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, but not limited to, statements regarding the business strategy, plans and objectives of Ziopharm management and expectations as to and beliefs about the consent solicitation (the "Consent Solicitation") initiated by WaterMill Asset Management Corp., Mr. Robert W. Postma and affiliated parties ("WaterMill"). Forward-looking statements include all statements that are not historical facts, and can be identified by terms such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "hope," "intend," "may," "might," "objective," "ongoing," "plan," "potential," "predict," "project," "should," "target," "will," or "would" or similar expressions and the negatives of those terms. Any forward-looking statements are based on management's current expectations of future events and are subject to a number of risks

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### Important Additional Information

Ziopharm has filed a definitive consent revocation statement (the "Consent Revocation Statement") together with a GREEN consent revocation card with the SEC in connection with the Consent Solicitation. STOCKHOLDERS ARE URGED TO READ THE CONSENT REVOCATION STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT ZIOPHARM FILES WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Stockholders will be able to obtain, free of charge, copies of the Consent Revocation Statement (including the GREEN consent revocation card), any amendments or supplements thereto and any other documents that Ziopharm files with the SEC from the SEC's website (<http://www.sec.gov>) or from Ziopharm's website ([www.ziopharm.com](http://www.ziopharm.com)) by clicking on "Investors" and then "SEC Filings."

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## Delivering Significant Value to Shareholders

The Board of Directors and the Management Team at Ziopharm are committed to implementing the Company's strategy and to delivering significant value to its shareholders. We remain driven by our goal of developing technologies to help as many patients as possible. We have worked to put Ziopharm in what we believe to be a strong financial position to weather the ongoing COVID-19 pandemic and ensure visibility into key clinical data outputs in each of our programs.

November 02, 2020

[Ziopharm Files Definitive Consent Revocation Statement and Sends Letter to Shareholders](#)

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October 16, 2020

[Ziopharm Oncology Announces Receipt of Shareholders' Intent to Solicit Written Consents](#)

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September 22, 2020

[Ziopharm Oncology Appoints Kevin Buchi to its Board of Directors](#)

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July 22, 2020

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## Board of Directors

Ziopharm believes it has an active and experienced Board with members who are aligned with management, supportive of the Company's strategy and highly focused on what is best for shareholders and the long-term success of the Company. Ziopharm's Board currently consists of eight individuals who have extensive experience in finance, operations and healthcare, among other areas of expertise. The Board expects to continue to evolve to reflect the needs of its business as it advances into a commercial-stage company.

The Company believes that the directors that WaterMill is seeking to remove have a deep understanding of our complex and growing industry, bring a complementary array of skills and experience to the Board and have strong knowledge of the Company and its long-term strategy, pipeline, operations and employees, making these directors critical to the future success of the Company.

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**7** out of **8**  
members are  
**NON-EMPLOYEES**

### Scott Tarriff

INDEPENDENT CHAIRMAN



Mr. Tarriff is the chair of Ziopharm's Board. He has served as a member of the Board since September 2015 and served as the Board's non-executive Lead Director from August 2018 until April 2019 when he was appointed chair. Mr. Tarriff has served as the Chief Executive Officer and as a member of the board of directors of Eagle Pharmaceuticals, Inc. since its inception in January 2007. Prior to joining Eagle, Mr. Tarriff held various executive positions at Par Pharmaceutical Companies, Inc., a publicly-traded developer, manufacturer and marketer of specialty pharmaceuticals, including as President and Chief Executive Officer from September 2003 to September 2006, after joining Par in 1998. Prior to that, Mr. Tarriff held various positions with Bristol-Myers Squibb, a publicly-traded biopharmaceutical company, including senior director of marketing. Mr. Tarriff has served as a member of the board of directors of Synthetic Biologics, Inc., a publicly-traded biotechnology company, since February 2012 and previously served on the board of directors of Clinical Data, Inc., a publicly-traded pharmaceutical company, from September 2009 until its acquisition by Forest Laboratories, Inc. in April 2011. Mr. Tarriff holds a B.S. in marketing from Pennsylvania State University.

## **Laurence James Neil Cooper, M.D., Ph.D.**

CHIEF EXECUTIVE OFFICER AND DIRECTOR



Dr. Cooper has served as Ziopharm's Chief Executive Officer since May 2015 and as a director since October 2018. Prior to joining us, Dr. Cooper led the Pediatric Cell Therapy service (formally named the bone marrow transplantation ("BMT") program) as a tenured professor at the University of Texas M.D. Anderson Cancer Center ("MD Anderson"), where he had worked since 2006. In addition to caring for children, adolescents and young adults undergoing autologous and allogeneic BMT at MD Anderson, he led a laboratory translating immunology into clinical practice. This program had multiple investigator-initiated trials that infused T cells and NK cells to target malignancies. Dr. Cooper also holds an appointment as a Visiting Scientist at MD Anderson. Dr. Cooper obtained his B.A. at Kenyon College in Gambier, Ohio and M.D. and Ph.D. degrees at Case Western Reserve University in Cleveland before training in Pediatric Oncology and BMT at the Fred Hutchinson Cancer Research Center in Seattle.

## **Christopher Bowden, M.D.**

DIRECTOR



Dr. Bowden, an oncology drug development executive with more than 20 years leadership experience including the approval of several cancer medicines, has served as a member of Ziopharm's Board since October 2019. He has been the chief medical officer of Agios Pharmaceuticals since May 2014. Previously, Dr. Bowden was vice president product development oncology, at Genentech for eight years. From 2003 to 2006, he was the executive director for EMEA regions for Bristol-Myers Squibb. Earlier, Dr. Bowden held positions of increasing responsibility in oncology clinical development, at Pharmacia Corporation and Janssen Pharmaceutical. Dr. Bowden was previously on the oncology faculty at the University of Virginia Health Science Center. Since 2017, Dr. Bowden has served as a member of the board of directors of miRagen Therapeutics, Inc., a publicly-traded biopharmaceutical company discovering and developing proprietary RNA-targeted therapies with a specific focus on microRNAs. Dr. Bowden received his M.D. from Hahnemann University School of Medicine followed by internal medicine training at Roger Williams Medical Center and the Providence VA Medical Center, Rhode Island. He completed his medical oncology fellowship at the National Cancer Institute Medicine Branch. Dr. Bowden is board certified in internal medicine and medical oncology.

## **Scott Braunstein, M.D.**

DIRECTOR





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Dr. Braunstein has served as a member of Ziopharm's Board since September 2018. Dr. Braunstein has served as the chief executive officer of Marinus Pharmaceuticals, Inc., a publicly-traded pharmaceuticals company, since August 2019, and as a member of its board of directors since September 2018. Dr. Braunstein is also an operating partner at Aisling Capital, a private investment firm, a position he has held since August 2015. From 2015 to 2018, he held positions of increasing responsibility at Pacira Pharmaceuticals, Inc., a publicly traded specialty pharmaceutical company, including most recently serving as its Chief Operating Officer. His prior roles at Pacira including serving as its Senior Vice President of Strategy and Chief Strategy Officer. Prior to then, Dr. Braunstein served as a healthcare portfolio manager at Everpoint Asset Management from 2014 through 2015. From 2002 to 2014, he worked in various positions at JP Morgan Asset Management, a division of JPMorgan Chase & Co., most recently as a managing director, senior portfolio manager for the JPM Global Healthcare Fund and the JPM asset global equity analyst for the U.S. pharmaceutical and biotechnology industry. Dr. Braunstein has served as a member of the board of directors of Trevena, Inc., a traded pharmaceutical company, since September 2018, and on the board of directors of Constellation Pharmaceuticals, a publicly traded biopharmaceutical company, since February 2019. Dr. Braunstein previously served as a member of the board of directors of Esperion Therapeutics, Inc. from 2015 until 2020 and Protara Therapeutics, Inc. (formerly known as Artara Therapeutics, Inc.) from 2018 to 2020. Dr. Braunstein is board certified in internal medicine, having completed his residency at the New York Hospital/Cornell Medical Center, and achieved the title of assistant clinical professor of medicine at Albert Einstein College of Medicine and for Columbia University Medical Center. He earned his B.S. from Cornell University and his M.D. from the Albert Einstein College of Medicine at Yeshiva University.

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## J. Kevin Buchi

DIRECTOR



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Mr. Buchi has served as a member of Ziopharm's Board since September 2020. Mr. Buchi served as Chief Executive Officer and a director of Biospecifics Technologies Corp. from October 2019 until April 2020. Mr. Buchi served as Impax Laboratories, LLC's Interim President and Chief Executive Officer from December 2016 until March 2017 and as a member of the Impax Board of Directors from November 2016 until the completion of the combination of Impax and Amneal Pharmaceuticals. Mr. Buchi served as President and Chief Executive Officer of TetraLogic Pharmaceuticals from August 2013 to December 2016. Before TetraLogic, he served as Corporate Vice President of Global Branded Products at Teva Pharmaceutical Industries Limited from 2011 to May 2012. Mr. Buchi was Chief Executive Officer of Cephalon, Inc., which was acquired by Teva Pharmaceutical Industries Limited in October 2011. Mr. Buchi has served as a member of the Board of Directors of Dicerna Pharmaceuticals, Inc. since August 2018 and was appointed Chairman of its Board of Directors in January 2019. In addition, Mr. Buchi currently serves as a director of Amneal Pharmaceuticals Inc. and Benitec Biopharma Ltd. Mr. Buchi previously served on the Board of Directors of EPIRUS Biopharmaceuticals, Inc. from June 2013 to July 2016, Alexza Pharmaceuticals, Inc. from January 2013 to June 2016, Forward Pharma A/S from December 2012 to May 2016, and Stemline Therapeutics, Inc. from March 2012 to May 2016. Mr. Buchi received his B.A. degree in Chemistry from Cornell University and a Masters of Management degree from the J.L. Kellogg Graduate School of Management, Northwestern University.

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## Elan Z. Ezickson

DIRECTOR



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Mr. Ezickson has served as a member of Ziopharm's Board since September 2018. Mr. Ezickson served as Chief Operating Officer & Head of Corporate Development for Scholar Rock Holding Corporation from August 2014 until his retirement in December 2018. Prior to Scholar Rock, Mr. Ezickson served as Executive Vice President and Chief Operating Officer of Aveo Pharmaceuticals, Inc., where he worked from 2003 to July 2013. Previously, Mr. Ezickson worked at Biogen Inc. in roles of increasing responsibility, including serving as the President of Biogen Canada, Program Executive and Associate General Counsel. Since December 2019, Mr. Ezickson has served on the board of directors of Marinus Pharmaceuticals, Inc., a publicly-held company focused on developing and commercializing innovative therapeutics to treat patients suffering from rare seizure disorders. Mr. Ezickson holds a B.A. in Political Science from Yale University and a J.D. from the Columbia University School of Law.

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## Heidi Hagen

DIRECTOR



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Ms. Hagen has served as a member of Ziopharm's Board since June 2019. Ms. Hagen has held the position of a biotechnology and pharmaceutical operations and technology consultant with HH Consulting LLC since October 2012. Since October 2015, Ms. Hagen has served as Co-founder and Advisor for Vineti, Inc., a privately-held company that develops and sells cloud-based software platforms for ordering, manufacturing and delivering personalized medicines. Previously, Ms. Hagen served as interim Chief Commercial Officer at ZappRx, Inc. from January 2015 to June 2015. Prior to that, Ms. Hagen served as Global Chief Operating Officer at Sotio LLC, a biotechnology company developing new therapies for the treatment of cancer and autoimmune diseases using its immunotherapy platform and proprietary cell-based technologies, from March 2013 to April 2014. Prior to joining Sotio, Ms. Hagen was Senior Vice President of Operations at Dendreon Corporation from 2002 to 2012, where she was responsible for, among other duties, manufacturing and supply chain operations. Prior to joining Dendreon, Ms. Hagen spent nearly ten years at Immunex Corporation, where she held several positions in drug development and supply chain and operations management. Ms. Hagen has served on the board of directors of Vericel Inc., a publicly-held company developing advanced cell therapies and specialty biologics for the sports medicine and severe burn care markets, since August 2013, and on the board of directors of Lykan Biosciences LLC, a privately held contract manufacturing company, since June 2019. Ms. Hagen earned her B.S. in cell and molecular biology, M.S. in bioengineering, and MBA at the University of Washington.

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## James Huang

DIRECTOR



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Mr. Huang has served as a member of Ziopharm's Board since July 2020. Mr. Huang joined Kleiner Perkins Caufield & Byers China, or KPCB China, as a managing partner in 2011 and focuses on the firm's life sciences practice. Prior to joining KPCB China, Mr. Huang was a managing partner at Vivo Ventures, a venture capital firm specializing in life sciences investments. Before joining Vivo in 2007, Mr. Huang was president of Anesiva, a biopharmaceutical company focused on pain-management treatments. He also held senior roles in business development, sales, marketing and R&D with Tularik Inc. (acquired by Amgen), GlaxoSmithKline LLC, Bristol-Myers Squibb and ALZA Corp. (acquired by Johnson & Johnson). Mr. Huang is also founding and managing partner of Panacea Venture, a global venture fund focusing on investments in innovative and transformative early and growth stage healthcare and life sciences companies. Mr. Huang is Chairman of the

transformative early and growth stage healthcare and life science companies. Mr. Huang is Chairman of the Board at Kindstar Global (Beijing) Technology, Inc., Windtree Therapeutics, Inc., JHL Biotech, Inc., Tactiva Therapeutics, LLC, and Chime Biologics Limited and Director at CASI Pharmaceuticals Inc. and XW Laboratories Inc. Mr. Huang received an M.B.A. from the Stanford Graduate School of Business and a B.S. degree in chemical engineering from the University of California, Berkeley.

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## Press Releases

November 02, 2020

[Ziopharm Files Definitive Consent Revocation Statement and Sends Letter to Shareholders](#)

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October 16, 2020

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July 22, 2020

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## Letters to Shareholders

November 02, 2020

[Letter to Shareholders](#)

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## SEC Filings

[Relevant Filings](#)

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## For Investors

Chris Taylor  
Ziopharm Oncology  
[ctaylor@ziopharm.com](mailto:ctaylor@ziopharm.com)  
617.502.1881

## For Media

Andrew Cole / Chris Kittredge /  
Zachary Tramonti  
Sard Verbinnen & Co  
[ziopharm-SVC@sardverb.com](mailto:ziopharm-SVC@sardverb.com)

## For Voting

Michael A. Verrechia  
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212.300.2476

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## How To Respond

Ziopharm stockholders are urged to read the Company's consent revocation statement dated November 2, 2020 carefully, including the section entitled "Reasons to Reject the WaterMill Proposals," which contains important information about the Company's views on WaterMill's Proposals.

We ask shareholders to carefully consider the impact that WaterMill's consent solicitation could have on the Company and the long-term value of your shares.

To reject WaterMill's Proposals, including the removal of four members of Ziopharm's Board, refer to the following instructions and the Company's consent revocation statement:

- **Shareholders of Record:** If your shares are registered in your own name, please mark the "REVOKE MY CONSENT" box next to each proposal on **GREEN** consent revocation card. Then, sign, date and promptly mail the **GREEN** consent revocation card.
- **Beneficial Shareholders:** If your shares are held through an intermediary, please follow the instructions provided by your intermediary to instruct them to execute the **GREEN** consent revocation card on your behalf.
- If you have already signed WaterMill's white consent card, we urge you to revoke that consent by signing, dating and promptly mailing the **GREEN** consent revocation card. Marking "REVOKE MY CONSENT" on the **GREEN** consent revocation card will have the effect of revoking any prior consent delivered with respect to a WaterMill Proposal.

A shareholder delivered the first written consent to the Company on October 29, 2020, so the WaterMill Proposals will become effective if the requisite number of consents are received by December 28, 2020. BECAUSE THE WATERMILL PROPOSALS COULD BECOME EFFECTIVE BEFORE THE EXPIRATION OF THE 60-DAY PERIOD, WE URGE YOU TO ACT PROMPTLY AND RETURN THE **GREEN** CONSENT REVOCATION CARD TODAY.

If you have questions about how to return your **GREEN** consent revocation card, please contact the firm assisting us with the solicitation:

**MORROW SODALI, LLC**  
509 Madison Avenue  
Suite 1206  
New York, NY 10022

Shareholders may call toll-free: (800) 662-5200

[ZIOP@investor.morrowsodali.com](mailto:ZIOP@investor.morrowsodali.com)

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## Terms and Conditions

Please read these Terms and Conditions (the "Terms") carefully before using the ZiopharmForward.com website operated by ZIOPHARM Oncology, Inc. (the "Company," "us," "we," or "our"). Your access to and use of the Site is conditioned upon your acceptance of and compliance with the Terms. By accessing or using the Site, you agree to be bound by the Terms. If you disagree with any part of the Terms, then you do not have permission to access the Site.

### Intellectual Property

This website and its original content, features and functionality are and will remain the exclusive property of the Company. This website is protected by copyright, trademark and other laws.

### Privacy Policy

Our Privacy Policy (the "Policy") describes the current policies and practices regarding the collection, use and sharing of personal information relating to the use of the Site. By using the Site, you agree to our practices concerning such information, including the transfer of information pertaining to you from the country where you reside to the United States and our use tracking technologies, as described in our Policy, which forms part of these Terms. If you do not agree to our Policy, please do not use the Site.

### Links to Other Web Sites

This website may contain links to third-party websites that are not owned or controlled by the Company. The Company has no control over, and assumes no responsibility for the content, privacy policies, or practices of any third-party websites or services. You acknowledge and agree that the Company shall not be responsible or liable, directly or indirectly, for any damage or loss caused or alleged to be caused by or in connection with use of or reliance on any such content, goods or services available on or through any such third-party web sites or services.

### Indemnification

YOU AGREE TO INDEMNIFY, DEFEND AND HOLD HARMLESS THE COMPANY FROM AND AGAINST ANY AND ALL THIRD-PARTY CLAIMS, DEMANDS, LIABILITIES, COSTS AND EXPENSES, INCLUDING ATTORNEYS' FEES, ARISING FROM OR RELATED TO ANY BREACH BY YOU OF ANY OF THE TERMS OR APPLICABLE LAW.

### Limitation of Liability

In no event shall the Company be liable for any indirect, incidental, special, consequential or punitive damages resulting from your use of or inability to access or use this website.

### As Is Basis

Your use of this website is at your sole risk. This website is provided on an "AS IS" and "AS AVAILABLE" basis. The Company does not make any representations or warranties, whether express or implied, regarding or relating to the website or any associated hardware or software, including the content or operations of either.

### Exclusions

Some jurisdictions do not allow the exclusion of certain warranties or the exclusion or limitation of liability for consequential or incidental damages, so certain limitations stated on this website may not apply to you.

### Changes to the Terms

The Company reserves the right, at our sole discretion, to modify or replace the Terms at any time. By continuing to access or use this website after any revisions become effective, you

time. By continuing to access or use this website after any revisions become effective, you agree to be bound by the revised Terms. If you do not agree to the revised Terms, you are no longer authorized to use the website.

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## Privacy Policy

**Effective Date: November 2, 2020**

**This Privacy Policy describes the current policies and practices regarding the collection, use and sharing of personal information relating to your use of the [www.ZiopharmForward.com](http://www.ZiopharmForward.com) website (the "Site"). The Site has been provided for use by Sard Verbinen & Co., LLC ("SVC").**

This Privacy Policy describes: what information we collect; how information you provide may be used by SVC and third parties working on our behalf; your choices regarding the collection, use, and sharing of such information; and, the security measures that we have implemented to protect the information.

By using this Site, you agree to our practices concerning such information, including the transfer of information pertaining to you from the country where you reside to the United States, as described in this Privacy Policy, which forms part of our Terms and Conditions of Use. To read our Terms and Conditions of Use, [click here](#). If you do not agree to our Privacy Policy, please do not use this Site.

### Information collection

#### Personal information we collect

We will collect personal information about you through the Site that you provide, and information that may be provided by your web browser. We collect information about you when you use the Site or communicate with SVC online, such as to send us an email message.

The types of information that may be submitted to the Site is limited to:

- Your email address, if you elect to send us an email message
- Any other personal information that you may provide to us when using the Site

We may provide opportunities to contact us to ask questions or provide comments, ideas, and/or suggestions. When you communicate with us and request a response, we may ask you for additional information such as your name, email address and contact information. If we collect this type of information, we will notify you as to why we are asking for it and how this information will be used. Your provision of such information to us is entirely voluntary.

#### Uses of personal information

The primary purposes for collecting, using, and sharing personal information about you include: to provide you with information related to your request, and to administer and enable your use of the Site.

Purposes for using your personal information may also include, but are not limited to:

- To contact you via email, if you have specifically provided us with this information
- To respond to your comments and queries
- To carry out surveys, studies, and evaluations including statistical analysis
- To comply with applicable laws, regulations or codes of practice
- In connection with the establishment and defense of legal interests
- For our internal business purposes
- For all other purposes to which you have agreed

#### Sharing personal information

We use third-party service providers to collect, store, or process your personal information and other information we collect on our Site. We also may disclose information pursuant to a request from law enforcement or pursuant to other legal or regulatory process, or as otherwise required by law, or, in our sole discretion, to protect our rights, property or interests, including to enforce this Privacy Policy or our Terms and Conditions of Use.

We may disclose your identity to any third party who claims that any content posted or uploaded by you to this Site constitutes a violation of their intellectual property rights, or of their right to privacy. Information collected from this Site may also be transferred in connection with a merger or other business combination or restructuring, bankruptcy, transfer of assets, or to our successors in interest.

#### Accessing your personal information used for direct marketing

California law permits Users who are California residents to request certain information regarding our disclosure of personal information to third parties for their direct marketing purposes. SVC does not share your personal information with any third parties for their own marketing purposes. For more information, please contact us at the email below with "California Shine the Light Privacy Request" in the subject line and your full name, email address, postal address and specific services you have used in the body of your email.

#### How we protect your information

While we use security measures to protect sensitive and personal information transmitted online, please be aware that no security measures are perfect or impenetrable. Please use caution when submitting any personal or other sensitive information to us online.

#### Changes to this Privacy Policy

We have the discretion to update this Privacy Policy at any time. When we do, we revise the "Last Updated" date at the bottom of this page. We encourage you to frequently check this page for any changes to stay informed about how we are helping to protect the personal information we collect. Your continued use of this Site after the effective date of any modification to the Privacy Policy will be deemed to be your agreement to the changed terms.

#### Children's information

Our Site is not directed to children under the age of 13, and we do not knowingly collect any information from children under 13.

#### Jurisdictional limitation

Our Site is directed to residents of the United States. Residents of other countries should not use the Site or submit their information via the Site. All personal information collected through this Site will be processed in the United States consistent with United States law, and if you submit information to us on the Site, you consent to the transfer and processing of your personal information in the United States.

#### Data access and quality

We strive to make the data collected via our Site accurate, current, and complete. If you have any questions or concerns about how we manage personal information we collect about you, or if you wish to see what personal information we have about you or want us to delete your data from the program, please contact us using the details below.

#### Contact Us

We respect your privacy. If you have any questions about this Privacy Policy, please contact us at:

Sard Verbinnen & Co., LLC

ziopharm-SVC@sardverb.com

**Last updated: November 2, 2020**

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