

ENZO BIOCHEM INC.

COMPENSATION COMMITTEE CHARTER

1. Purpose

The purpose of the Compensation Committee is to assist the Board of Directors in fulfilling its responsibilities with respect to administering the Company's stock option plans and Incentive Stock Plan, to review and approve contracts and other arrangements for executives of the Company, to evaluate the performance of and set the compensation for the Chief Executive Officer, to prepare an annual report on executive compensation for inclusion in the proxy statement and to oversee the Company's diversity and community relations programs.

2. Organization

- **Composition and Qualifications**

The Compensation Committee shall be appointed by the Board of Directors from time to time and shall consist of three or more directors, each of whom shall meet the independence requirements of the New York Stock Exchange. Additionally, members of the Compensation Committee must qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, and as "outside directors" for purposes of Section 162(m) of the Internal Revenue Code. The Board of Directors shall appoint one member of the Committee as the Chair.

- **Meetings / Minutes / Reports**

- The Compensation Committee shall meet at least once annually in person, or more frequently if circumstances dictate. Additional meetings may be conducted telephonically.
- The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Compensation Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board of Directors.
- The Compensation Committee shall have complete access to management. The Compensation Committee may invite members of management or others to attend the Committee's meetings and provide pertinent information as appropriate.
- Minutes of each Compensation Committee shall be prepared and sent to all Compensation Committee members.
- The Compensation Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of this Compensation Committee Charter on an annual basis and recommend any proposed changes to the Board of Directors.

- **Authority**

The Compensation Committee shall have the authority to retain and approve the fees and retention terms of external legal, accounting or other advisors as it deems appropriate.

3. Responsibilities and Duties

- The Compensation Committee shall oversee the Company's overall compensation structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees.
- The Compensation Committee shall administer the Company's stock option plans, the Incentive Stock Program and all other employee equity-based compensation plans, with full authority to construe the same, prescribe and amend the rules and regulations related thereto and make all other determinations in the administration thereof, subject however, to the limitations prescribed by law and in such plans and programs.
- The Compensation Committee shall review and approve corporate goals and objectives relevant to Chief Executive Officer's compensation, evaluate the CEO's performance in light of those goals

and objectives, and determine and approve the CEO's compensation level based on such evaluation.

- The Compensation Committee shall review the compensation and oversee the evaluation of executives of the Company other than the CEO, particularly the executive officers whose total salary and target bonus exceed \$200,000 in any fiscal year and the four most highly compensated executive officers, whether or not their total compensation exceeds \$200,000.
- The Compensation Committee shall produce an annual report on executive compensation for inclusion in the Company's proxy statement.
- The Compensation Committee shall oversee and review periodic reports with respect to the Company's diversity program.
- The Compensation Committee shall oversee and review periodic reports with respect to the Company's community relations program, including charitable contributions and activities.