



AMENDED AND RESTATED
CHARTER OF THE COMPENSATION COMMITTEE

1. **Members.** The Board of Directors of Enzon Pharmaceuticals, Inc. (the “Company”) appoints a Compensation Committee of at least three members, consisting entirely of independent directors, and designates one member as chairperson. For purposes hereof, an “independent” director is a director who meets the NASDAQ definition of “independence,” as determined by the Board. 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, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. The Board will designate a Chair of the Compensation Committee.

2. **Purposes, Duties, and Responsibilities.** The purpose of the Compensation Committee is to discharge the responsibilities of the Board relating to compensation of the Company’s executive officers and directors and produce the annual report on executive compensation for inclusion in the Company’s proxy statement. The duties and responsibilities of the Compensation Committee are to:
 - (a) 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.
 - (b) Administer and make recommendations to the Board with respect to the Company’s incentive-compensation and equity-based compensation plans.
 - (c) Review and approve corporate goals and objectives relevant to the compensation of the PEO, evaluate the PEO’s performance in light of those goals and objectives, and set the PEO’s compensation level based on this evaluation.
 - (d) Set the compensation of other executive officers, after the consideration of the recommendations of the PEO.
 - (e) Approve stock option and other stock incentive awards for senior officers and all employees.
 - (f) Review and approve the design of other benefit plans pertaining to senior officers.
 - (g) Review and recommend employment agreements and severance arrangements for senior officers, including change-in-control provisions, plans or agreements.
 - (h) Approve, amend or modify the terms of any compensation or benefit plan that does not require shareholder approval.
 - (i) Monitor compliance by executive officers and directors with the Company’s stock ownership guidelines.

- (j) Review periodically succession plans relating to positions held by senior officers, and make recommendations to the Board regarding the selection of individuals to fill these positions.
 - (k) Annually evaluate the performance of the Compensation Committee and the adequacy of the committee's charter.
 - (l) Perform such other duties and responsibilities as are consistent with the purpose of the Compensation Committee and as the Board or the committee deems appropriate.
 - (m) Review and discuss annually with management the Company's "Compensation and Discussion Analysis" required by Item 402(b) of Reg S-K.
3. **Subcommittees.** The Compensation Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Compensation Committee consisting of not less than two members of the committee.
4. **Outside Advisors.** The Compensation Committee will have the authority to retain, at the expense of the Company, such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including sole authority to retain and terminate any compensation consultant used to assist the committee in the evaluation of director, CEO or senior executive compensation, and to approve the consultant's fees and other retention terms.
5. **Meetings.** The Compensation Committee will meet as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Compensation Committee determines. The majority of the members of the Compensation Committee constitute a quorum. The Compensation Committee will report regularly to the full Board with respect to its activities. In lieu of a meeting, the Compensation Committee may act by unanimous written consent.