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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

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 Rule 14a-12

TENAX THERAPEUTICS, INC.

(Name of Registrant as Specified In Its Charter)

Not Applicable

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

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Your **Vote** Counts!

TENAX THERAPEUTICS, INC.

2025 Annual Meeting

Vote by June 10, 2025

11:59 PM ET

TENAX THERAPEUTICS, INC.
101 GLEN LENNOX DRIVE, SUITE 300
CHAPEL HILL, NC, 27517



You invested in TENAX THERAPEUTICS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 11, 2025.**

Get informed before you vote

View the Notice & Proxy Statement, Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 28, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxymaterial.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote in Person at the Meeting*

June 11, 2025
9:00 AM EDT

Tenax Therapeutics, Inc.
101 Glen Lennox Drive, Suite 300
Chapel Hill, NC 27517

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees: 01) June Almenoff, MD, PhD 04) Christopher T. Giordano 07) Stuart Rich, MD 02) Michael Davidson, MD 05) Robyn M. Hunter 03) Declan Doogan, MD 06) Gerald T. Proehl	<input checked="" type="radio"/> For
2. Approval of the Certificate of Amendment to the Tenax Therapeutics, Inc. Certificate of Incorporation to reflect recently amended Delaware General Corporate Law provisions regarding officer exculpation.	<input checked="" type="radio"/> For
3. Approval of the Certificate of Amendment to the Tenax Therapeutics, Inc. Certificate of Incorporation to require all stockholder action be taken at an annual or special meeting of stockholders.	<input checked="" type="radio"/> For
4. Approval, on an advisory basis, of Tenax Therapeutics, Inc.'s 2024 named executive officer compensation.	<input checked="" type="radio"/> For
5. Approval, on an advisory basis, on the frequency of future advisory votes on named executive officer compensation.	<input checked="" type="radio"/> Years
6. Ratification of the appointment of Cherry Bekaert LLP as the independent registered public accounting firm of Tenax Therapeutics, Inc. for the fiscal year ending December 31, 2025.	<input checked="" type="radio"/> For
NOTE: In its discretion, the proxy is authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.	

