

**TENAX THERAPEUTICS, INC.**  
**(the “Company”)**

**Compensation Committee Charter**

**Purpose**

The Compensation Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) appointed to assist the Board in discharging its overall responsibility relating to executive compensation and compensation of directors and to oversee and report to the Board as appropriate on the Company’s compensation and benefit policies, programs and plans, including its stock-based compensation programs. The Committee is specifically charged with determining the compensation of the Company’s chief executive officer (the “CEO”) and its other executive officers and recommending the compensation for non-employee directors. “Executive officer” as used in this Charter refers to officers within the scope of Rule 16a-1(f) of the rules of the U.S. Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934, as amended.

**Composition**

*Number and Appointment*

The Committee shall be comprised of, at a minimum, the greater of three directors or the number of directors required by the applicable laws and regulations. The Corporate Governance and Nominating Committee will recommend nominees to the Board for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members will be appointed by the Board and may be removed by the Board at any time.

*Qualifications*

All members of the Committee must be members of the Board and meet the independence requirements of the applicable laws and regulations. All members shall also be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934 and “outside directors” as defined by Section 162(m) of the Internal Revenue Code and meet any other requirements under listing standards and legal requirements applicable to the Company.

The Board (or such other committee of the Board as the Board may authorize) shall have sole authority and responsibility for determining whether a member or proposed member of the Committee is qualified for Committee membership, based upon appropriate representations of the individual and such other inquiries as the circumstances may warrant.

### *Committee Chair*

The Board will designate the chair of the Committee (the “Chair”). The Chair will be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments, and reporting the Committee’s actions to the Board.

## **Meetings and Procedural Matters**

### *Meetings*

The Committee shall hold regular or special meetings as the Committee determines necessary or appropriate, but no less than annually. When necessary, the Committee will hold meetings in executive session at which only Committee members are present. Attendance of non-members shall be at the invitation of the Chair or of two or more members of the Committee. Board members that are not members of the Committee may attend Committee meetings unless the Committee is meeting in executive session at the direction of the Committee Chair or the Committee. The CEO may not be present at voting or deliberations on his or her compensation. The majority of the members of the Committee will constitute a quorum. The Committee may act at an in person or telephonic meeting only by majority vote. The Committee may also act by unanimous written consent.

### *Minutes*

The Committee shall cause to be prepared minutes of each meeting of the Committee that reflect the date of the meeting, the members in attendance and all actions taken by the Committee at the meeting. Such minutes, together with any actions taken by unanimous written consent, shall be submitted to and maintained by the Secretary as part of the Company’s permanent records and shall be disseminated to the Board.

### *Procedural Rules*

The Committee may establish rules of procedure not inconsistent with this Charter, the Bylaws of the Company or applicable laws and regulations.

## **Responsibilities and Authority**

### *Generally*

The Committee shall have such responsibilities and authority as are expressly set forth in this Charter or are necessary or incidental to carrying out the purpose of the Committee as stated above, together with such other responsibilities and authority as may be prescribed from time to time by the Board, by the applicable laws and regulations.

### *Authority to Engage Advisers*

The Committee shall have the authority, in its sole discretion, to engage any compensation consultants, independent counsel and other advisers to be used to assist it in the evaluation of director or executive compensation, the review and development of equity compensation plans and other matters within the responsibility of the Committee. The Committee shall have

sole authority over the retention and termination of any advisers engaged by the Committee, including authority to approve the fees payable to such advisers and any other terms of engagement.

#### *Consideration of Independence of Advisers to the Committee*

The Committee may select, or receive advice from, compensation consultants, independent counsel and other advisers to the Committee, other than in-house legal counsel, only after taking into consideration the following factors, as well as any other factors required by the applicable laws and regulations, or by rules or regulations of the SEC or other law relating to such adviser's independence: (i) the provision of other services to the Company by the person that employs the adviser; (ii) the amount of fees received from the Company by the person that employs the adviser, as a percentage of the total revenue of the person that employs the adviser; (iii) the policies and procedures of the person that employs the adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the adviser with a Committee member; (v) any stock of the Company owned by the adviser; and (vi) any business or personal relationship of the adviser or the person employing the adviser with an executive officer of the Company. So long as the Committee has considered the foregoing six factors, the Committee may select, or receive advice from, any adviser, regardless of whether the adviser is independent.

Notwithstanding the foregoing, the Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under SEC Regulation S-K Item 407(e)(3)(iii): (i) consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors of the Company, and that is available generally to all salaried employees, and/or (ii) providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

#### *Funding*

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to any compensation consultants, independent counsel and other advisers employed by the Committee under its authority to engage consultants, independent counsel and other advisers as it determines necessary to carry out its duties; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### *Stock-Based Compensation Plans and Non-Stock-Based Compensation Plans*

With respect to any stock-based compensation plan of the Company or any non-stock-based compensation plans in which directors or executive officers are eligible to participate, the Committee will have the authority expressly provided in this Charter. Approval of the Committee shall not be required with respect to any Company non-stock-based compensation plan in which directors and executive officers are not eligible to participate.

The Committee shall review the Company's stock-based and non-stock-based compensation plans and recommend changes in such plans to the Board and stockholders as necessary or appropriate. The Committee shall have the authority to adopt, amend, administer, and terminate the Company's compensation plans, other than increasing the number of shares available under such plans, which shall be subject to the approval of the Board and stockholders.

*Executive Officers and other Members of Senior Management*

The Committee has the following responsibilities and authority with respect to executive officers and other members of senior management of the Company and its subsidiaries:

- Review and evaluate potential candidates for executive officer positions, including the CEO;
- Periodically review the Company's succession and development plans for executive officers and other members of senior management of the Company and its subsidiaries;
- Review and approve offer letter terms for any executive officer, including any cash or stock-based compensation and the terms of any ancillary employment, severance, change in control or similar agreement. Provide recommendations to the Board concerning any hiring or termination actions with respect to an executive officer position;
- Review and approve on an annual basis the corporate goals and objectives that impact the compensation of the CEO. At least once a year, the Committee shall evaluate the CEO's performance in light of these established goals and objectives and based upon these evaluations shall determine the amount of any performance-based compensation for the period evaluated and set the CEO's annual compensation, including salary, bonus, incentive and equity compensation for any future period;
- Review and approve on an annual basis the performance evaluation process and compensation structure for the Company's other executive officers named in the proxy and solicit the recommendations of the CEO in that regard. Taking such recommendations into account, the Committee shall evaluate the performance of the Company's other executive officers and shall approve the annual compensation, including salary, bonus, incentive and equity compensation, for such executive officers. The Committee shall also provide oversight of management's decisions concerning the performance and compensation of other officers and members of senior management of the Company and its subsidiaries.
- If required by applicable laws and regulations, review the annual Compensation Discussion and Analysis and recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report on Form 10-K. As part of this review, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation as required by the SEC's rules and related authority; and

- If required by applicable laws and regulations, review and approve an annual executive compensation report for inclusion in the Company's proxy statement.

#### *Director Compensation*

Evaluate the compensation of independent directors and recommend to the Corporate Governance and Nominating Committee compensation arrangements, including without limitation the terms of any deferred compensation plan, for independent directors serving on the Board and on committees of the Board.

#### *Risk Management*

Periodically review with management the Company's compensation programs as they relate to risk management practices and risk-taking incentives, including but not limited to an assessment of whether the Company's compensation policies and practices encourage excessive or inappropriate risk-taking.

#### *Other Responsibilities and Authority*

As soon as reasonably practicable thereafter, report to the Board concerning the Committee's activities at Committee meetings and with respect to such other matters as are relevant to the Committee's discharge of its responsibilities. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

#### *Charter Review*

Review and reassess periodically the adequacy of this Charter as conditions dictate, , and recommend any proposed changes to the Board for approval.

### **Compensation**

Members of the Committee shall receive such compensation for service on the Committee as may be approved from time to time by the Corporate Governance and Nominating Committee, upon recommendation of such amounts by this Committee. Members may not receive other compensation from the Company of any kind except compensation for service as a member of the Board or for service on a Board committee.