

Nominating and Governance Committee Charter

Purpose

The Nominating & Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") to (1) with respect to those Board members who are to be elected by the holders of Class B and Class D Common Stock of the Company in accordance with the Company's Certificate of Incorporation (the "Class B and D Directors"), assist the Board by identifying individuals who are qualified, consistent with criteria approved by the Board, to become Board members, and to recommend to the Board Class B and D Director nominees for the next annual meeting of stockholders at which a Class B and D Director is to be elected; (2) develop and recommend to the Board a set of corporate governance principles in the form of corporate governance guidelines applicable to the Company; (3) lead and oversee the Board in its annual review of the performance of the Board and the Company's management; and (4) ensure that a succession plan is in place for the position of Chief Executive Officer and other senior management positions; and (5) recommend to the Board director nominees for each committee of the Board.

The Board and the Committee each recognize that the process of identifying and seeking candidates for Board positions is a time consuming process which requires the allocation of significant resources. In light of this fact and the concentration of over 95% of the voting power of the Company's Class A and Class C Common Stock in a single individual and related entities, and in accordance with the "Controlled Companies" exemption set forth in Section 303A of the New York Stock Exchange Listed Company Manual, the Committee is not responsible for identifying and recommending qualified candidates for Board positions that, in accordance with the Company's Certificate of Incorporation, are to be elected by the holders of Class A and Class C Common Stock of the Company (the "Class A and C Directors"). The Committee shall, however, provide such assistance in identifying and recommending Class A and C Director nominees as may be requested by the entire Board.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of applicable laws and the listing standards of the New York Stock Exchange (the "NYSE").

The members of the Committee shall be appointed and replaced by the Board. The Board may also appoint one member of the Committee to act as Chair of the Committee. Each member of the Committee shall serve until the earlier of (i) the date on which he or she is no longer a member of the Board or (ii) his or her resignation or removal by the Board. The Board may appoint additional or replacement members of the Committee from time to time.

Meetings

The Committee shall meet at least one time annually and more frequently as necessary or appropriate. Special meetings of the Committee may be called on two hours notice by the Chairman of the Board or the Committee Chairman. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

At all duly called meetings of the Committee, a majority of the total number of Committee members shall constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting, the Committee members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Any action required or permitted to be taken at any Committee meeting may be taken without a meeting if all members of the Committee consent thereto in writing. Members of the Committee may participate in a Committee meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting by these means shall constitute presence in person at the meeting.

Committee Authority and Responsibilities

1. The Committee shall seek individuals that are qualified to become Directors, consistent with criteria approved by the Board, for recommendation to the Board as Class B and D Director nominees.
2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify Class B and D Director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
3. The Committee shall, when requested by the entire Board, assist the Board in searching for individuals that are qualified to become Directors, consistent with criteria approved by the Board, for recommendation to the Board as Class A and C Director nominees.
4. The Company is committed to a policy of inclusiveness, and as such, in performing its responsibilities to review Director candidates and recommend candidates to the Board for election, the Governance Committee is committed to including in each Director search qualified candidates who reflect diverse skills, experience, and backgrounds, including diversity of gender and race.
5. The Committee shall evaluate the qualifications and performance of incumbent Directors and determine whether to recommend them for re-election to the Board.
6. The Committee shall receive comments from all Directors and members of the Company's management and report annually to the Board with an assessment of the performance of the Board and the Company's management, to be discussed with the full Board following the end of each fiscal year.
7. The Committee shall review the Company's succession plan at least annually and at such other times as it may deem necessary or appropriate in order to ensure that a succession plan is in place for the position of Chief Executive Officer and other senior management positions.

8. The Committee shall develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, and shall review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate.
9. The Committee shall develop and recommend for Board approval general standards and processes for determining the independence of Board members that meet the requirements of the NYSE and applicable laws and regulations. In addition, in accordance with such processes and using such standards, the Committee shall conduct a preliminary review of the independence of each Board member and provide its findings and make recommendations to the full Board regarding the independence of each Board member.
10. The Committee shall determine a schedule for regular executive sessions in which non-management directors meet without management participation, of which at least one such session annually shall include only those non-management directors that meet the independence requirements under the listing standards of the NYSE.
11. The Committee may form and delegate authority to subcommittees when appropriate.
12. The Committee shall make periodic reports to the Board.
13. The Committee shall evaluate and make recommendations to the Board regarding shareholder proposals that relate to corporate governance or that relate to matters over which another Board committee does not have expertise.
14. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

UHS is a registered trademark of UHS of Delaware, Inc., a subsidiary of Universal Health Services, Inc. Universal Health Services, Inc. is a holding company that operates through its subsidiaries. All healthcare and management operations are conducted by subsidiaries of Universal Health Services, Inc. To the extent there is any reference to "UHS" or "UHS facilities" in this document or on any UHS-affiliated website, including any statements, articles or other publications contained therein which relates to healthcare or management operations, they are referring to Universal Health Services, Inc.'s subsidiaries. Further, the terms "we," "us," "our" or "the company" in such context similarly refer to the operations of the subsidiaries of Universal Health Services, Inc. Any reference to employment at UHS or employees of UHS refers to employment with one of the subsidiaries of Universal Health Services, Inc.