

Compensation Committee Charter

The Board of Directors (the "Board") of Universal Health Services, Inc. (the "Company") has established the Compensation Committee (the "Committee") for the purpose of carrying out the duties and responsibilities listed herein.

Composition and Meetings

The Committee shall consist of at least three members of the Board, each of whom shall satisfy the applicable independence requirements under the listing standards of the New York Stock Exchange and any other regulatory requirements. At least two members of the Committee must qualify as "nonemployee directors" for purpose of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Committee members shall be designated by resolution adopted by a majority of the whole Board and may be removed by the Board in its discretion. The Board may appoint additional or replacement members of the Committee from time to time. The Board may appoint one member of the Committee to act as Chairperson of the Committee.

If a Chairperson of the Committee is appointed by the Board, such Chairperson will preside at each meeting of the Committee. The Chairperson of the Committee, in consultation with the other members of the Committee, (or, in the event that no Chairperson is appointed by the Board, the members of the Committee acting together) shall set the frequency of each meeting and the agenda of items to be addressed at each meeting. Minutes shall be prepared for each meeting of the Committee, which minutes shall be submitted to the Committee for approval at a later meeting. The minutes of all meetings of the Committee, as so approved, shall be sent to the Secretary of the Company for filing in the official minute books of the Company.

The Committee may request any officer or employee of the Company or any subsidiary thereof, or any representative of outside legal, accounting or other advisors, to attend a meeting of the Committee.

Duties and Responsibilities

The Committee shall have the direct responsibility and authority of the Board to perform the following duties:

1. Review and approve the Company's goals and objectives relevant to the compensation of the Chief Executive Officer and the Company's other executive officers;
2. Evaluate the performance of the CEO and of the Company's other executive officers in accordance with policies and principles established by the Committee from time to time,

including the Company's goals and objectives relevant to the compensation of the CEO and the other executive officers;

3. Determine and approve, either as a Committee or (as directed by the Board) together with other Board members that satisfy the applicable independence requirements under the listing standards of the New York Stock Exchange, the compensation level and other terms of employment of the Chief Executive Officer of the Company ("CEO") and of the Company's other executive officers based on the Committee's evaluation of the performance of the CEO and of the other executive officers, using those criteria deemed appropriate by the Committee from time to time, including, with respect to the long-term incentive component of the CEO's and other executive officers' compensation, the Company's performance and relative shareholder return, the value of incentive awards granted to principal executive officers of comparable companies and awards granted to the CEO and other executive officers of the Company in past years, and taking in consideration the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act;
4. Review and determine the form and amount of compensation of the non-management members of the Board, including cash, equity-based awards and other compensation, including benefits, in accordance with guidelines and general principles established by the Committee from time to time;
5. Administer, and make recommendations to the Board with respect to, incentive-compensation plans and equity-based plans, including the Executive Incentive Plan, establish and verify annual performance targets and criteria for the granting of options to the Company's officers and other employees, review and approve the granting of options in accordance with such criteria and determine potential bonus amounts;
6. Approve compensation awards (with or without ratification of the Board) as may be required to comply with applicable tax laws;
7. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), recommend that the CD&A be included in the Company's annual report on Form 10-K or annual proxy statement filed with the Securities and Exchange Commission (the "SEC"), and produce the compensation committee report on executive officer compensation, as required by the SEC for inclusion in the Company's annual proxy statement filed with the SEC;
8. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's annual proxy statement;
9. Develop and recommend to the Board for approval one or more policies for the recovery or clawback of erroneously awarded compensation, including any revisions to such policies, and administer and monitor compliance with such policies, including determining the extent, if any,

to which incentive-based compensation of any executive officers should be recouped or forfeited;

10. Report periodically to the Board on the actions and deliberations of the Committee;
11. Review and reassess the adequacy of this Charter as appropriate, and recommend appropriate changes to the Governance Committee of the Board for its approval and recommendation to the Board as and where appropriate;
12. Conduct an annual performance evaluation of the Committee's performance and report the results of such evaluation to the Board or the Governance Committee thereof; and
13. Perform such other responsibilities as the Board may from time to time direct.

Subcommittees

The Committee shall have the authority to establish one or more additional subcommittees which shall have the responsibilities and consist of those members of the Committee (but not less than two) as the Committee may determine from time to time.

Committee Resources

The Committee shall have the authority, in its sole discretion, to select, retain (or obtain the advice of) and terminate compensation consultants, outside legal counsel and such other advisors as the Committee determines necessary or appropriate to assist it in carrying out its duties and responsibilities under this Charter. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by it. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultants, outside legal counsel and any other advisors retained by the Committee.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Committee shall take into consideration all factors relevant to that person's independence from management, including the following factors:

- the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

- any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the compensation Committee;
- any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

After considering the independence factors outlined above, the Committee may retain, or receive advice from, any compensation consultant, outside legal counsel or other advisor it prefers, including ones that are not independent. The Committee will evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest that shall be required to be disclosed in the Company's proxy statement in accordance with Item 407(e)(3)(iv) of Regulation S-K adopted by the SEC.

Amendment

This Charter may be amended from time to time by the Board or an appropriate Committee thereof, and any amendment must be reported and disclosed as required by and in accordance with applicable laws, rules and regulations.

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