

UNIVERSAL HEALTH REALTY INCOME TRUST
GOVERNANCE GUIDELINES

Preface

The Board of Trustees (the “Board”) of Universal Health Realty Income Trust (the “Trust”), acting on the recommendation of its Nominating & Corporate Governance Committee, has developed and adopted these Governance Guidelines (“Guidelines”), which shall be applicable to the Board and its committees in the governance of the Trust. These Guidelines reflect the Board’s commitment to a system of governance that enhances governance responsibility and accountability.

Trustee Qualification Standards

At least 50% of the members of the Board shall meet the then-applicable independence rules of the New York Stock Exchange, Inc. (“NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the “Exchange Act”) and the rules and regulations of the Securities and Exchange Commission (“SEC”). Additionally, a majority of the members of the Board shall be Independent Trustees, as defined in the Trust’s Declaration of Trust.

The Board shall approve criteria, from time to time, for individuals qualified to become Board members.

Trustee Responsibilities

The Trust’s business is conducted by its employees, managers and officers under the oversight of the Board. The Board is elected by the Trust’s shareholders in accordance with the Trust’s Declaration of Trust, to oversee management and to assure that the long-term interests of the shareholders are served. Both the Board and management recognize that the long-term interests of shareholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties including and communities in which the Trust does business.

Trustees should regularly attend Board meetings and the meetings of Committees on which they serve. Trustees should review meeting materials provided to them prior to Board and Committee meetings and, when possible, communicate in advance of such meetings any questions or concerns that they wish to discuss at such meetings. Trustees should exercise their business judgment and act in what they reasonably believe to be the best interests of the Trust and its shareholders, as well as adhere to the policies outlined in the Trust’s Code of Business Conduct and Ethics.

The Board shall hold, in accordance with a schedule determined by the Nominating & Governance Committee of the Board, executive sessions where non-management trustees (i.e.,

trustees who are not Trust officers, but who do not otherwise have to qualify as “independent directors”) meet without management participation (except as otherwise specifically requested by the non-management Trustees). The non-management trustees shall establish a procedure by which the presiding Trustee for each executive session shall be selected. The Trust shall disclose such procedure or the identity of such person in the Trust’s annual proxy statement. The Board shall establish and disclose a method by which interested parties may communicate directly and confidentially with the presiding trustee or with the non-management trustees of the Board as a group.

The Board shall maintain at least those committees which are required by the rules of the NYSE, the Exchange Act and the rules and regulations of the SEC, each as applicable to the Trust at any time. Such committees shall have the authority and responsibilities set forth in their respective charters, as amended from time to time, and as provided under applicable laws, rules and regulations. The Board may also establish such other committees, as it deems appropriate and delegate to such committees such authority and responsibilities as the Board shall determine from time to time.

Trustee Access to Management and Independent Advisors

Each trustee should have access to any member of management of the Trust. It is the policy of the Board to encourage its members to contact the CEO and other members of management of the Trust at any time to discuss any aspect of the Trust’s business.

The Board and its committees should also have access, including the authority to retain and reasonable funding for, independent financial, legal or other advisors as necessary.

Trustee Compensation

The Compensation Committee, or such other Board committee as the Board may designate, should review and determine the form and amount of trustee compensation, including cash, equity-based awards and other trustee compensation, including benefits, in accordance with guidelines and general principles established by the Board or such committee from time to time.

Trustee Orientation and Continuing Education

The Trust should make members of its senior management available for an orientation program for each new trustee of the Trust either prior to or within a reasonable period of time after he or she becomes a trustee. Such orientation program should include background information and materials pertaining to the Trust, its business, strategic plans and goals, prospects and risks. The Board should encourage trustees periodically to attend educational programs and/or to obtain educational materials relating to the duties and responsibilities of trustees of publicly traded companies. The reasonable costs of all such orientation and educational programs and materials shall be borne by the Trust.

Management Evaluation and Succession

The Nominating & Governance Committee should evaluate, on an annual basis, the performance of the Trust's management and shall discuss such evaluation with the entire Board following the end of each fiscal year.

The Board, or a committee thereof, shall oversee the Trust's management succession planning, including its policies and principles regarding the selection of and succession to the Chief Executive Officer of the Trust in the event of emergency, retirement or other circumstance.

Annual Performance Evaluation of the Board

The Nominating & Governance Committee of the Board shall at least annually oversee a self-evaluation by the Board and by those committees thereof as the Board shall specify from time to time and report to the Board with respect to whether the Board and its committees are functioning effectively. The full Board should discuss each evaluation report to determine what, if any, actions should be taken to improve the effectiveness of the Board or any committee thereof.

Amendment

The Board or an appropriate committee thereof may amend these Guidelines from time to time, and any amendment must be reported and disclosed as required by and in accordance with applicable laws, rules and regulations.