

UNIVERSAL HEALTH SERVICES, INC. CORPORATE GOVERNANCE GUIDELINES

Preface

The Board of Directors (the "Board") of Universal Health Services, Inc. (the "Company"), acting on the recommendation of its Nominating & Corporate Governance Committee, has developed and adopted these Corporate Governance Guidelines ("Guidelines"), which shall be applicable to the Board and its committees in the governance of the Company. These Guidelines reflect the Board's commitment to a system of governance that enhances corporate responsibility and accountability.

Director 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").

The Board shall, with respect to those Board members who are elected by the holders of Class B and Class D Common Stock of the Company in accordance with the Company's Certificate of Incorporation, approve criteria, from time to time, for individuals qualified to become Board members.

Director Responsibilities

The Company's business is conducted by its employees, managers and officers under the oversight of the Board. The Board is elected by the Company's stockholders in accordance with the Company's Certificate of Incorporation, to oversee management and to assure that the long-term interests of the stockholders are served. Both the Board and management recognize that the long-term interests of stockholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties including patients, employees, physicians who practice at the hospitals directly or indirectly owned by the Company, and the communities in which the Company does business.

Directors should regularly attend Board meetings and meetings of Committees on which they serve. Directors 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. Directors should exercise their business judgment and act in what they reasonably believe to be the best interests of the Company and its stockholders, as well as adhere to the policies outlined in the Company's Code of Business Conduct and Corporate Standards.

The Board shall hold, in accordance with a schedule determined by the Nominating & Governance Committee of the Board, executive sessions where non-management directors (i.e., directors who are not Company 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 directors). The non-management directors shall establish a procedure by which the presiding director for each executive session shall be selected. The Company shall disclose such procedure or the identity of such person in the Company's annual proxy statement. The Board shall establish and disclose a method by which interested parties may communicate directly and confidentially with the presiding director or with the non-management directors 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 Company 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.

Director Access to Management and Independent Advisors

Each director should have access to any member of management of the Company. It is the policy of the Board to encourage its members to contact the CEO and other members of management of the Company at any time to discuss any aspect of the Company's business. Members of the Board are also encouraged to visit at least one of the Company's hospitals each year.

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

Director Compensation

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

Director Orientation and Continuing Education

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

Management Evaluation and Succession

The Nominating & Governance Committee should evaluate, on an annual basis, the performance of the Company'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 Company's management succession planning, including its policies and principles regarding the selection of and succession to the Chief Executive Officer of the Company 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

These Guidelines 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.