

HCA HOLDINGS, INC.

FINANCE AND INVESTMENTS COMMITTEE CHARTER

Purpose

The primary purpose of the Finance and Investments Committee of the Board of Directors (the “Committee”) of HCA Holdings, Inc. (the “Company”) is to assist the Board of Directors (the “Board”) in fulfilling its responsibility to oversee and monitor the Company’s financial structure, investment policies and objectives and other matters of a financial and investment nature.

The Committee shall make regular reports and, as deemed appropriate, shall make recommendations to the Board for its action. In addition, except as restricted by statute or the Company’s Amended and Restated Certificate of Incorporation or Amended and Restated Bylaws, the Committee may act independently on matters to the extent the authority to do so is expressly delegated to the Committee in this Charter or by resolution of the Board.

In discharging its oversight role, the Committee is authorized to investigate any matter related to its responsibilities and duties with full access to all books, records, facilities and personnel of the Company. Additionally, the Committee may retain, at the Company’s expense, the services of such counsel or other advisors or consultants as the Committee deems necessary or appropriate in the performance of its oversight role.

Composition of Committee

The Committee shall be comprised of not less than three members of the Board. Each member of the Committee shall have expertise and experience in economic, financial, business and such other matters as the Board may deem appropriate. Each member of the Committee shall be appointed and may be removed, with or without cause, by the Board.

Meetings

a. ***Procedure; Frequency of Meetings.*** The Committee may fix its own rules for procedure; provided, however, that such rules shall at all times be subject to statutory requirements and the provisions of the Company’s Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws relating to committees. The Committee shall meet as provided by any such rules or as determined by the Committee; provided, however, that the Committee shall meet at least annually.

b. ***Quorum; Voting.*** A majority of the members of the Committee shall constitute a quorum. The Committee shall act only by the affirmative vote of a majority of the members present at the meeting.

- c. **Minutes.** The Committee shall keep minutes of its meetings.

Powers and Duties

The Committee's role is one of oversight, and it recognizes that the Company's management is responsible for preparing the plans, strategies, projections, forecasts, budgets, reports, proposals and other information presented to the Committee. Additionally, the Committee recognizes that members of the Company's management have more knowledge and detailed information regarding the Company and its financial and investment plans than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance or certification as to the Company's financial or investment plans.

The following functions shall be the common recurring functions of the Committee in carrying out its oversight role. These functions are set forth as a guide with the understanding that the Committee may diverge from this guide, as appropriate, given the circumstances.

- a. **Annual Finance Plan.** The Committee shall review and make such recommendations as it deems appropriate to the Board for action regarding the Company's annual finance plan and underlying financial policies, including the current and projected financial position, financing requirements and capital structure of the Company.

- b. **Dividend Policy and Securities Repurchases.** The Committee shall review and make such recommendations as it deems appropriate to the Board for action regarding the payment of dividends, the repurchase of Company equity securities and the redemption of Company debt securities.

- c. **Capital Expenditures.** The Committee shall review, at least annually, and make such recommendations as it deems appropriate to the Board for action regarding the Company's capital expenditures plan.

- d. **Securities.** The Committee shall review and make such recommendations as it deems appropriate to the Board for action regarding offerings, issuances and sales of debt and equity securities of the Company that require action by the entire Board.

- e. **Corporate Borrowings.** The Committee shall review and make such recommendations to the Board as it deems appropriate for action regarding corporate borrowings from time to time and as requested by the Board.

- f. **Credit Rating; Key Financial Ratios.** The Committee shall periodically review and monitor the Company's credit rating, activities with credit rating agencies and key financial ratios.

g. ***Acquisitions and Dispositions.*** The Committee shall review and make such recommendations as it deems appropriate to the Board for action regarding any material merger, acquisition, divestiture, joint venture, minority investment or other similar transaction involving the Company which is referred to it for consideration by management or the Board.

h. ***Investment of Funds.*** The Committee shall review, at least annually, and make such recommendations as it deems appropriate to the Board for action regarding the investment of the Company's domestic and international corporate and insurance funds and reserves.

i. ***Fluctuation in Rates.*** The Committee shall periodically review with management the Company's exposure to fluctuation in interest rates and foreign currency exchange rates.

j. ***Derivative Transactions.*** The Committee shall review and approve the Company's policies and strategies regarding the use of derivative transactions, including swaps, as defined in Section 1a(47) of the Commodity Exchange Act and applicable regulations and rules ("Swaps").

k. ***End-User Exception.*** The Committee shall review and approve the decision by the Company and its subsidiaries to enter into Swaps and other derivative transactions that are exempt from the requirements of Sections 2(h)(1) and 2(h)(8) of the Commodity Exchange Act ("Exempt Swaps"), pursuant to Sections 2(h)(7) and 2(j) of the Commodity Exchange Act and applicable regulations and rules (the "End-User Exception"). The Committee shall set appropriate policies governing use of Swaps, Exempt Swaps, the End-User Exception and other derivative transactions by the Company and its subsidiaries. The Committee shall review and approve the decision to use Exempt Swaps, and the policies governing the use of Exempt Swaps, at least annually or more often upon a triggering event, including but not limited to a change in the Company's hedging policy.

l. ***Non-Routine Finance and Investment Matters.*** The Committee shall review and make such recommendations as it deems appropriate to the Board for action regarding such non-routine finance and investment matters as may be referred to the Committee by management or the Board.

m. ***Review of Charter.*** The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

n. ***Other Responsibilities and Duties.*** The Committee shall have such other responsibilities and duties as may be designated from time to time by the Board.