

HCA HOLDINGS, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The primary purpose of the Compensation Committee of the Board of Directors (the “Committee”) of HCA Holdings, Inc. (the “Company”) is to discharge the responsibilities of the Board relating to compensation of the Company’s executive officers and to review and approve such officers’ compensation. As required by applicable rules and regulations, the Committee also shall produce an annual report on executive compensation for inclusion in the Company’s annual report on Form 10-K or proxy or information statement, review and discuss with management the related “Compensation Discussion and Analysis” (the “CD&A”) to be included in such annual report or proxy or information statement, and determine whether or not to recommend to the Board of Directors the CD&A’s inclusion in the Company’s proxy or information statement and annual report on Form 10-K. The Committee shall make regular reports to the Board of Directors.

Powers and Duties

The powers and duties of the Committee are as follows:

1. Review the alignment of executive compensation and benefit programs, policies and practices with Company values and strategy, and the creation of value for stockholders.
2. Oversee, review and approve executive compensation programs, benefits, philosophies, policies and practices with a view to attract, motivate and retain qualified executive officers and other key employees of the Company.
3. Review and approve corporate goals and objectives relevant to compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and determine the compensation of the Chief Executive Officer based on this evaluation. In connection with the foregoing, the Committee shall meet with the Chief Executive Officer of the Company to discuss the annual evaluation of the Chief Executive Officer’s performance.
4. Review and approve the evaluation process and compensation structure for the Company’s other executive officers. The Committee shall oversee the performance evaluation process for the Company’s executive officers and approve the compensation for such executive officers.
5. Review and determine individual compensation and incentive arrangements (including any equity-based awards and employment or severance agreements or change in control agreements) for the executive officers of the Company, including

with respect to “performance-based compensation” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (“Section 162(m)”).

6. Act as the administering committee and review and approve all awards made under the Company’s equity incentive plans (subject to the ability of the Committee pursuant to the terms of the plans, if applicable, to delegate to the Chief Executive Officer of the Company the authority to grant certain equity-based awards). The Committee shall also recommend any amendments or changes to the Company’s existing equity incentive plans, and any new equity incentive plans, to the full Board when required or appropriate.
7. Review new executive compensation and benefit programs; review on a periodic basis the operation of the Company’s executive compensation and benefit programs to determine whether they are appropriately coordinated; and establish and periodically review policies for the administration of executive compensation and benefit programs.
8. Review policies and practices in the area of executive perquisites.
9. Have the sole authority to retain and terminate (or obtain the advice of) any adviser to assist it in the performance of the Committee’s duties, but only after taking into consideration all factors relevant to the adviser’s independence from management, including those specified in Section 303A.05(c) of the New York Stock Exchange (“NYSE”) Listed Company Manual. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser’s fees and the other terms and conditions of the adviser’s retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.
10. Periodically review the Company’s compensation programs as they affect all employees.
11. Periodically review the Company’s risk management policies and procedures, including internal controls, as they relate to compensation practices and policies for all employees.
12. Periodically review the compensation practices and policies for all employees from a risk standpoint.
13. Periodically review, and recommend to the Board of Directors, the form and amount of compensation for independent or non-management directors (and any changes thereto).

14. Prepare annually a report on executive officer compensation as required by Securities and Exchange Commission rules and regulations to be included in the Company's annual proxy or information statement and Form 10-K.
15. Review and discuss with management, prior to the filing of the proxy or information statement or Form 10-K, the disclosure relating to executive compensation, including the CD&A.
16. Evaluate, in consultation with the Nominating and Corporate Governance Committee, stockholder proposals that relate to executive compensation or other matters over which the Committee has expertise.
17. Review periodically the management succession plan of the Company.
18. Take such actions and make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors.
19. Annually perform an evaluation of the performance of the Committee, including a review of the Committee's compliance with this Charter; and periodically review and reassess this Charter and submit any material recommended changes to the Board for its consideration.

Meetings

The Committee shall meet at least two times 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 Chair of the Committee.

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 of the Committee, 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.

The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

Composition of the Committee

The Committee shall be comprised of not less than three Board members. The Committee shall be comprised solely of directors who are determined by the Board to be "independent" in accordance with the rules of the NYSE, including the additional independence requirements specific to compensation committee membership set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual. In addition, the Committee

shall be comprised solely of directors who qualify as “non-employee” directors as defined in Rule 16b-3 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, and “outside” directors as defined under Section 162(m), to the extent each is applicable.

Each member of the Committee shall be appointed by and serve at the pleasure of the Board of Directors. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

The Committee shall have the authority to delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate.