As Approved as of March 9, 2011

HCA HOLDINGS, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee of the Board of Directors (the "Committee") of HCA Holdings, Inc. (the "Company") is to provide assistance to the Board of Directors by identifying candidates qualified to serve as directors of the Company and recommending to the Board the director nominees for each annual meeting of stockholders, to review the composition of the Board of Directors, to develop, review and recommend governance policies and principles for the Company and to oversee the evaluation of the Board of Directors.

Powers and Duties

The powers and duties of the Committee shall include the following; provided, however, that for as long as the Company avails itself of the "controlled company" exception under the rules of the New York Stock Exchange (the "NYSE"), and to the extent any stockholders agreement exists and sets forth procedures governing the nomination of directors to the Board and any committees thereof, the Committee shall act in accordance with the provisions of any such agreement:

1. Identify, recruit and recommend qualified candidates for new or vacant positions on the Company's Board of Directors, consistent with criteria approved by the Board of Directors.

2. Review the qualifications of incumbent directors to determine whether to recommend them as nominees for reelection.

3. Review and consider candidates who may be suggested by any director or executive officer of the Company, or by any stockholder if made in accordance with the Company's certificate of incorporation, bylaws, applicable laws, and any guidelines developed by the Committee or the Company's Board of Directors.

4. Recommend, after reviewing their qualifications, directors to serve as members of the various committees of the Board of Directors.

5. Review considerations relating to board composition, including size of the board and the criteria for membership on the Board of Directors. The considerations relating to director qualifications shall include diversity, independence, experience, expertise and skills.

6. Review and recommend corporate governance policies, principles and procedures applicable to the Company and otherwise required by the Securities and Exchange Commission or NYSE rules, including those relating to the structure and operations of the Board of Directors and its committees, together with any changes to the foregoing policies, principles and procedures deemed appropriate or necessary.

7. Review periodically the orientation process and the continuing education program for all directors.

8. Evaluate and make recommendations to the Board regarding shareholder proposals that relate to corporate governance or that relate to matters over which another Board committee does not have expertise.

9. 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, including the engagement of any outside advisor (including a director search firm), at the Company's expense, as it may deem necessary or appropriate.

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

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.

Composition of Committee

Unless otherwise determined by the Company's Board of Directors in accordance with any stockholders agreement in existence (as such may be amended from time to time) which governs the composition of the Company's Board of Directors and committees (including the Committee), the Committee shall be comprised of not less than three Board members. The members of the Committee may be removed, without or without cause, by a majority vote of the Board of Directors.

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; provided, however, that pursuant to the exemption made available to “controlled companies” by Section 303A of the listing standards of the NYSE, for such time that the Company qualifies as a “controlled company” and during the limited transitional period provided under NYSE rules following the Company ceasing to qualify as a “controlled company,” the Board may elect not to comply with this independence requirement.

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