

UNIVERSAL HEALTH REALTY INCOME TRUST
NOMINATING & GOVERNANCE COMMITTEE CHARTER

12-6-2017

Purpose

The Nominating & Governance Committee (the "Committee") is appointed by the Board of Trustees (the "Board") to (1) assist the Board by identifying individuals who are qualified, consistent with criteria approved by the Committee, to become Board members, and to recommend to the Board the trustee nominees for the next annual meeting of shareholders; (2) develop and recommend to the Board a set of governance principles in the form of corporate governance guidelines applicable to the Trust; (3) lead and oversee the Board in its annual review of the performance of the Board and the Trust's management; (4) ensure that a succession plan is in place for the position of Chief Executive Officer and other senior management positions; and (5) recommend to the Board trustee nominees for each committee of the Board.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of applicable laws and the listing standards of the New York Stock Exchange (the "NYSE").

The members of the Committee shall be appointed and replaced, with or without cause, by a majority vote of the Board. The Board may also appoint one member of the Committee to act as Chair of the Committee. Each member of the Committee shall serve until the earlier of (i) the date on which he or she is no longer a member of the Board or his or her resignation or removal by the Board. The Board may appoint additional or replacement members of the Committee from time to time.

Meetings

The Committee shall meet at least one time 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, 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. Any action required or permitted to be taken at any Committee meeting may be taken without a meeting if all members of the Committee consent thereto in writing. Members of the Committee may participate in a Committee meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting by these means shall constitute presence in person at the meeting.

Committee Authority and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify trustee candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Committee shall actively seek individuals that are qualified to become Board members, consistent with criteria approved by the Committee, for recommendation to the Board for selection as trustee nominees for the next annual meeting of shareholders.
3. The Committee shall establish criteria for membership on the Board and the committees of the Board. Such criteria shall include experience, business interests and other qualifications, as well as diversity of ethnicity, race, gender and other personal characteristics. The Committee will ensure that candidates with a diversity of ethnicity, race, gender and other personal characteristics are included in each pool of candidates from which nominees for the Board are chosen.
4. The Committee shall evaluate the qualifications and performance of incumbent trustees and determine whether to recommend them for re-election to the Board.
5. The Committee shall review any candidate to become a trustee recommended by any trustee or executive officer of the Trust, or by any shareholder if made in accordance with the Trust's declaration of trust, bylaws, applicable laws, and any guidelines developed by the Committee or the Board.
6. The Committee shall receive comments from all trustees and members of the Trust's management and report annually to the Board with an assessment of the performance of the Board and the Trust's management, to be discussed with the full Board following the end of each fiscal year.
7. The Committee shall review the Trust's succession plan at least annually and at such other times as it may deem necessary or appropriate in order to ensure that a succession plan is in place for the position of Chief Executive Officer and other senior management positions.
8. The Committee shall develop and recommend to the Board a set of governance guidelines applicable to the Trust, and shall review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate.
9. The Committee shall develop and recommend for Board approval general standards and processes for determining the independence of Board members that meet the requirements of the NYSE and applicable laws and regulations. In addition, in accordance with such processes and using such standards, the Committee shall conduct a preliminary review of the independence of each Board member and provide its findings and make recommendations to the full Board regarding the independence of each Board member.
10. The Committee shall determine a schedule for regular executive sessions in which non-management trustees meet without management participation, of which at least one

such session annually shall include only those non-management trustees that meet the independence requirements under the listing standards of the NYSE.

11. The Committee may form and delegate authority to subcommittees when appropriate.
12. The Committee shall make periodic reports to the Board.
13. The Committee shall 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.
14. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.