

---

The Board of Directors of Health Management Associates, Inc. (“Health Management”) has adopted the following Corporate Governance Guidelines to promote the effective functioning of the Board of Directors in its governance of Health Management's business and corporate operations.

**I. BASIC RESPONSIBILITIES OF DIRECTORS**

- A. Responsibilities and Obligations. The fundamental responsibility of each Director is to promote the best interests of Health Management and its stockholders by overseeing the management of Health Management's business and corporate operations. In doing so, each Director shall act in accordance with Health Management's Code of Business Conduct and Ethics as applicable to Directors.
- B. Applicable Law. The Board of Directors shall conduct its operations in accordance with all restrictions and obligations contained in applicable laws, rules and regulations, including but not limited to, the Delaware General Corporation Law, Health Management's Certificate of Incorporation and Bylaws, the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the rules and regulations of the New York Stock exchange (the “NYSE Rules”). In accordance with Health Management's Bylaws, the Board of Directors may exercise its authority through committees.

**II. BOARD COMPOSITION**

- A. Size of Board. Subject to Health Management's Bylaws, the optimal number of Directors shall be determined by the Board of Directors from time to time.
- B. Selection of New Directors. The Board of Directors is responsible for recommending Director candidates for election by Health Management's stockholders and for electing Directors to fill vacancies or newly created Director positions. The Board has delegated the screening and evaluation process for Director candidates to its Corporate Governance and Nominating Committee, which among other things, is charged with identifying individuals qualified to become Directors. Women and minority candidates will be sought as part of potential Director identification and recruitment efforts undertaken by the Corporate Governance and Nominating Committee.
- C. Board Membership Criteria. Candidates nominated for election or reelection to the Board of Directors should possess the following qualifications:
- The highest level of personal and professional ethics, integrity and values;
  - Practical wisdom and mature judgment;
  - Broad training and experience at the policy-making level in business or finance;
  - Expertise useful to Health Management and complementary to the background and experience of Health Management's other Directors;
  - A willingness to devote the required time to carrying out the duties and responsibilities of membership on Health Management's Board of Directors;
  - A commitment to serve on Health Management's Board of Directors for several years in order to develop an in-depth knowledge about Health Management's business and operations;
  - An ability to objectively appraise the performance of Health Management's management; and
  - Involvement only in activities or interests that do not conflict with the Director's responsibilities to Health Management and its stockholders.

- D. Independence. The majority of Directors on the Board of Directors shall meet the applicable independence requirements of the Exchange Act and NYSE Rules. The Board of Directors shall affirmatively evaluate the independence of each Director on an annual basis. No Director shall qualify as independent unless such Director has no material relationship with Health Management (either directly or as a partner, shareholder or officer of an organization that has a relationship with Health Management). The basis for any Board of Directors determination that a relationship is not material shall be disclosed in Health Management's annual proxy statement.
- E. Term Limits. There are no term limits for service on Health Management's Board of Directors. The absence of term limits allows Health Management to retain Directors who have been able to develop, over a period of time, increasing insight regarding Health Management and its operations.
- F. Limit on Number of Other Directorships and Other Commitments. Service as a Health Management Director is a significant commitment in terms of both time and responsibility. Accordingly, each Director is encouraged to reasonably limit the number of other public company boards on which he or she serves so that such other directorships do not interfere with his or her service as an effective and active member of Health Management's Board of Directors.
- G. Changes in Employment and Directorships. When a Director's principal occupation, business associations or other directorships change, he or she is required to notify the Corporate Governance and Nominating Committee. The Committee will review whether the Director's new standing is appropriate for continued participation on Health Management's Board of Directors.
- H. Voting for Directors. Any Director who receives a greater number of votes "withheld" from his or her reelection than votes "for" such reelection shall tender his or her resignation for consideration by the Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee shall recommend to the Board of Directors the action to be taken with respect to such resignation.
- I. Lead Director. From time to time the Board of Directors may select from among its members a Lead Director. The Lead Director must meet the independence requirements set forth in section II.D. of these Corporate Governance Guidelines and shall have such responsibilities as may be determined from time to time by the Board of Directors, including (1) working with the Chairman to oversee the performance review of Health Management's Chief Executive Officer; (2) leading meetings of the Board of Directors when the Chairman is not present; (3) providing input to the Chairman for the purpose of establishing the agenda for each meeting of the Board of Directors; and (4) preparing agendas for executive sessions of the independent Directors and presiding over such sessions.

### III. BOARD OPERATION

- A. Meetings. Meetings of the Board of Directors shall be held in accordance with Health Management's Bylaws. Meetings of the Board of Directors shall be led by the Chairman. When the Chairman is not present or in the event of a conflict, the Lead Director shall be responsible for leading meetings of the Board of Directors.
- B. Meeting Agenda. The Chairman, with input from the Lead Director and the Chief Executive Officer, will establish the agenda for each meeting of the Board of Directors. Each Director is free to suggest the inclusion of additional items on the agenda.
- C. Meeting Attendance and Preparation. Directors are expected to attend all meetings of the Board of Directors and committees on which they serve, to spend the time needed to review all appropriate materials in advance of such meetings, to participate in such meetings, and to meet as frequently as necessary to properly discharge their responsibilities.

- D. Access to Management. Each Director has complete and open access to any member of Health Management's management. In addition, members of Health Management's management routinely attend meetings of the Board of Directors and its committees and brief the Board of Directors and its committees on particular topics.
- E. Access to Independent Advisors. The Board of Directors and each committee, as may be set forth in greater detail in each committee's respective charter, has the authority to engage independent advisors and to approve the compensation and other retention terms regarding the engagement of such advisors.
- F. Executive Sessions of Independent Directors. Independent Directors shall meet without management present at regularly scheduled executive sessions and at such other times as they may deem necessary or appropriate.

#### IV. BOARD COMMITTEES

- A. Types and Responsibilities of Committees. The Board of Directors will at all times have an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee. The Board of Directors may, from time to time, establish or maintain additional committees as it deems necessary or appropriate. Each committee shall have a charter that sets forth the purpose and responsibilities of the committee, which charters shall define the roles, duties and responsibilities of each Committee in compliance with all applicable obligations and requirements contained in the Exchange Act and the NYSE Rules.
- B. Assignment of Committee Members. The Board of Directors shall appoint committee members. In making its appointments, the Board of Directors will consider several factors, including:
- Each Director's desires, tenure and subject-matter expertise;
  - The need for continuity; and
  - Applicable restrictions and obligations which may be contained in Health Management's Certificate of Incorporation or Bylaws, the Exchange Act, the NYSE Rules and other applicable laws, rules and regulations.
- C. Independence and Qualification. Each member of the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee will meet the applicable independence and qualification requirements contained in the Exchange Act and the NYSE Rules.

#### V. DIRECTOR COMPENSATION

The Board of Directors, upon the review and recommendation of the Compensation Committee, will from time to time review and establish the form and amount of compensation paid to non-management Directors, including compensation paid to: (1) such Directors for serving on committees; (2) the Chairman; and (3) the Lead Director.

The Board of Directors shall also from time to time review and set principles considered when setting Director compensation. Among the items the Board of Directors shall consider when setting Director compensation are:

- The amount of time required by Directors to fulfill their duties;
- The number of meetings that Directors are required to attend;
- The compensation required to retain and recruit Directors of the highest caliber;

- The Board of Directors' performance; and
- Compensation received by directors at comparable companies.

Directors who are also employees of Health Management shall receive no additional compensation for serving on the Board of Directors. The Board of Directors recognizes that Directors' independence may be jeopardized if Directors' fees and other payments exceed what is customary, if Health Management makes substantial charitable contributions to organizations with which a Director is affiliated, or if Health Management enters into a material consulting arrangement with (or provides other indirect forms of compensation to) a Director or an organization with which a Director is affiliated. The Board of Directors shall critically evaluate each of these matters when determining both the form and amount of Director compensation as well as Director independence.

## VI. OTHER PRACTICES

- Management Succession. For business transition and continuity purposes, the Board of Directors shall from time to time review and develop policies and principles regarding Chief Executive Officer succession planning, which review shall include policies and principles for Chief Executive Officer selection and performance, as well as policies regarding Chief Executive Officer succession in the event of an emergency or the retirement of the Chief Executive Officer.
- Chief Executive Officer's Performance Review. At least annually, the independent Directors shall, in conjunction with the Compensation Committee, review the performance of Health Management's Chief Executive Officer. The Chairman, with the assistance of the Lead Director, shall oversee such performance reviews.
- Stock Ownership of Directors. The Board believes that Health Management stock ownership by Directors and senior executive officers further aligns their interests with the interests of Health Management's stockholders. Accordingly, Health Management has established minimum stock ownership objectives that are applicable to Directors and certain other personnel to encourage them to acquire and maintain certain levels of equity ownership in Health Management common stock within specified time frames. Directors are also required to abide by Health Management's insider trading policies as may be in effect from time to time.
- Orientation of New Directors and Continuing Education. Each new Director shall participate in an orientation program for new Directors. The orientation process will include a comprehensive review of Health Management's business and financial performance, as well as the policies, procedures and responsibilities of the Board of Directors and each committee. New Directors shall also meet with management and have the opportunity to visit Health Management facilities. All Directors are encouraged to attend, at Health Management's expense, board and director education programs.
- Annual Performance Evaluation. The Board of Directors shall review its performance at least annually, to determine whether it is functioning effectively and maintaining effective corporate governance policies and procedures. As part of such review, the Board of Directors as a whole, and the Corporate Governance and Nominating Committee specifically, shall review the adequacy of these Corporate Governance Guidelines (and make revisions where determined to be required) as well as the structure and operations of each committee in order to determine whether such committees are functioning effectively.
- Code of Business Conduct and Ethics. Health Management shall adopt and maintain a Code of Business Conduct and Ethics. Such Code of Business Conduct and Ethics shall be applicable, as set forth therein, to Directors and employees of Health Management. Health Management's Code of Business Conduct and Ethics shall be periodically reviewed and revised by the Board of Directors, based on

recommendations made by the Audit Committee and/or Corporate Governance and Nominating Committee, to ensure compliance with all applicable laws, rules and regulations, including the Exchange Act and NYSE Rules and to ensure that Health Management's Directors and employees are held to the highest standards of business conduct and ethics.

- G. Stockholder Communications. Stockholders and other securityholders may send correspondence by mail to the Board of Directors, to specific Board committees or to individual Directors (including correspondence recommending nominees to the Board of Directors). Such correspondence should be addressed to the Board of Directors, the relevant Board committee or a particular Director in care of: Health Management Associates, Inc., 5811 Pelican Bay Boulevard, Suite 500, Naples, Florida 34108-2710, Attention: Corporate Secretary.

The Corporate Secretary will promptly forward all stockholder correspondence as appropriate. The Corporate Secretary is also responsible for identifying correspondence that does not directly relate to matters for which the Board of Directors is responsible and forwarding such correspondence to the appropriate person(s) within Health Management, as well as identifying and, if appropriate, responding to inappropriate correspondence.

- H. Recoupment Policy for Incentive Compensation. The Board of Directors shall, in all appropriate circumstances, require reimbursement of any annual incentive payment and long-term incentive payment to a Health Management employee where: (1) the payment was based in whole or in part on achieving certain financial results that were subsequently the subject of a restatement of Health Management's consolidated financial statements, as filed with the Securities and Exchange Commission; and (2) no payment or a lower payment would have been made to the employee based on the restated financial results. In each instance, Health Management will, to the extent practicable, seek recovery from the employee of the amount by which incentive payments, including cash and common stock, for the relevant period exceeded the lower payment that would have been made based on the restated financial results.