

**COMMUNITY HEALTH SYSTEMS, INC.
GOVERNANCE GUIDELINES**

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COMMUNITY HEALTH SYSTEMS, INC. GOVERNANCE GUIDELINES

The Governance and Nominating Committee of Community Health Systems, Inc. ("CHS," the "Company," "our" or "we") has developed, and our Board of Directors (the "Board") has approved, the following guidelines. Our Governance and Nominating Committee reviews and modifies these guidelines at least annually.

1. Role of the Board and Management. Our officers and employees, under the direction of our Chief Executive Officer ("CEO") and the oversight of our Board, work to enhance the long-term value of the Company for our stockholders. In addition to its general oversight of management, the Board also performs a number of specific functions, through the full Board and/or committees of the Board, as applicable, including: (i) selecting, evaluating and compensating the CEO and overseeing CEO succession planning; (ii) providing counsel and oversight on the selection, evaluation, development and compensation of senior management; (iii) reviewing, approving and monitoring fundamental financial and business strategies and major corporate actions; (iv) as further described in Section 2 below, overseeing major risks facing the Company and reviewing options for their mitigation; and (v) ensuring processes are in place for maintaining the integrity of the Company.

2. Risk Management. Risk management is primarily the responsibility of the Company's management team, which will be administered through a broad-based committee that includes executives from our operations, internal audit, clinical services, compliance, quality, revenue management, accounting, risk management, finance, facilities management, human resources, information technology and legal departments. The Board is responsible for the overall supervision of the Company's risk management activities and will at least annually perform a review of those activities, including in conjunction with BT1 0 o 1 28-4(i9.41 h(r)-3(m)s)5(es,)-7(i3()-4(ov)13(era

committee meetings in which all Board members participate. At least annually, in conjunction with a review of the Company's enterprise risk assessment, the Audit and Compliance Committee will consider the allocation of

will meet in executive session presided over by the Lead Director. The Lead Director also has the authority to call meetings of the independent directors and prepare agendas for such meetings. The Lead Director may serve as a liaison between the independent directors and management as needed. As set forth in Section 4 below, the Lead Director also may advise on the quality, sufficiency and currency of the materials sent to the Board in connection with its meetings and offer input on regular meeting agendas. As requested, the Lead Director is also available for consultation and direct communication with major shareholders.

4. Setting Board Agenda. The Board will be responsible for its agenda. Management, in consultation with the Board, will propose major discussion items for Board and committee meetings, including key issues of strategy, risk and compliance. The Board and committees are encouraged to offer feedback throughout the year regarding additional topics to be included as agenda items for upcoming Board or committee meetings. The CEO or the applicable committee chair, as appropriate, will determine the nature and extent of information that will be provided regularly to the directors before each scheduled Board or committee meeting. The Governance and Nominating Committee will consult with the Board on the quality, sufficiency and timeliness of information furnished by management to the directors in connection with Board and committee meetings and other activities of the directors (which evaluation will be done in consultation with the Board Chair and the Lead Director). The Board believes it is each director's responsibility to ensure that meeting agendas are appropriate and that sufficient time and information are available to address the issues requiri(r)-3(0520003d39005u/F2 6.96 Tf45.47 8.71 Tm[g C

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during any twelve-month period within the last three years; provided, however, that compensation received by an immediate family member for service as an employee of the Company (other than as an executive officer) need not be considered in determining independence under this test.

- c. Not (i) be a current partner or employee of or have an immediate family member who is a current partner of a firm that is the Company's current internal or external auditor; (ii) have an immediate family member who is a current employee of a firm that is the Company's internal or external auditor and who personally works on the Company's audit; or (iii) have been or have an immediate family member who was, within the last three years, a partner or employee of the firm that is the Company's internal or external auditor and personally worked on the Company's audit within that time.
- d. Not have been employed or have an immediate family member who is or was employed within the last three years as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee.
- e. Not be a current employee, or have an immediate family member who is a current executive officer, of another company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of (i) \$1 million or (ii) 2% of the other company's consolidated gross revenues.

The Board will also evaluate, on a case-by-case basis, any other relationship, direct or indirect, between a director and the Company and its officers, which might have the appearance of potentially impairing the director's independent judgment. Special attention will be paid to service on a non-profit or charitable Board by the director or a close personal relationship between the director and any executive officer.

Additional Standards for Independence for Audit and Compliance Committee Members

Audit and Compliance Committee members will:

Not receive any compensation from the Company other than fees for service as a director or committee member.

Not be an "affiliate" of the Company, as defined by SEC regulations, which may include a 10% or greater shareholder.

Additional Standards for Independence for Compensation Committee Members (to allow the members of the committee to qualify as "non-employee directors" as defined in Exchange Act Rule 16b-3(b)(3) for Section 16(b) short-swing purposes and to otherwise comply with NYSE Listing Standards)

Compensation Committee members will:

Not receive any compensation from the Company other than compensation for service as a director or committee member.

Not possess an interest in any transaction that is required to be disclosed under Item 404(a) of Regulation S-K.

Not have any relationship with the Company that is material to his or her ability to be independent from the Company's management in connection with his or her duties as a member of the Compensation Committee.

9. Selection Process. Our stockholders elect our entire Board each year at the Annual Meeting of Stockholders. All director nominees are nominated for election to one-year terms.

communicate expectations and the factors by which effective directorship can be measured. In conjunction with this director self-evaluation, each director is able to self-identify his or her individual needs or desires for additional training or orientation related to discharging his or her duties as a director. Directors are encouraged to attend, at the Company's expense, third-party director education conferences.

17. Code of Conduct.

contributions and expenditures during the period ending 12/31/2014 (G.104 v1 0 ernancTBT)-3(i)5(n)1N

required in a company of the Company's size and scope; compensation should align non-management directors' interests with the long-term interests of stockholders, as evidenced in part by paying at least one-half of the non-management directors' annual compensation (exclusive of the additional annual stipends paid to the Board Chair, the Lead Director and the chairs of the Board's standing committees) in the form of equity of the Company; and the structure of the compensation should be simple, transparent and straightforward for stockholders to understand. Non-management directors should not receive perquisites, such as life insurance, health insurance, financial planning or automobile allowances nor are they eligible to receive any change-in-control payments or severance arrangements.

26. Succession Plan. The Board will be responsible for establishing a succession plan for the CEO and other senior executives.

27. Annual Compensation Review of Senior Management. The Compensation Committee will annually (i) approve the corporate goals and objectives relevant to the compensation of the CEO and other executive officers; (ii) evaluate the CEO's performance in light of those corporate goals before setting the CEO's salary, bonus and other incentive and equity compensation; and (iii) meet with the CEO to discuss such evaluation. The Compensation Committee will

including but not limited to restricted stock and restricted stock units, in each case net of those shares required to pay the exercise price and any taxes due upon exercise or vesting.

Equity that counts towards satisfaction of the Company's Equity Ownership Guidelines includes: (i) shares of common stock and stock units held outright by the participant or his or her immediate family members living in the same household; (ii) time-based restricted stock and restricted stock units (i.e., awards which are not also subject to the attainment of performance objectives) issued and held as part of an executive's or director's long-term compensation, whether or not vested; and (iii) shares of common stock underlying vested "in-the-money" stock options (but only to the extent the current market value of the Company's common stock exceeds the exercise price of the stock option).

The Governance and Nominating Committee of the Board will have the authority to review a participant's progress and good faith effort to comply with the applicable guideline and grant any hardship waivers or exceptions as such committee deems necessary and appropriate (e.g., in the event of a divorce).

The Governance and Nominating Committee of the Board will periodically review the elected officers' base salaries and the non-management directors' annual cash stipend and the relative value of their equity ownership pursuant to the guidelines to evaluate whether the intent of the guidelines is being achieved and may revise them from time to time.

29. No Personal Loans to Directors or Executive Officers. The Company will not make any personal loans or extensions of credit to directors or executive officers.

30. Rights Plan Policy. The Board will seek and obtain stockholder approval before adopting a stockholder rights plan; provided, however, that the Board may determine to act on its own to adopt a stockholder rights plan without prior stockholder approval, if, under the circumstances, a majority of the independent directors, in the exercise of their fiduciary responsibilities, deem it to be in the best interests of the Company's stockholders to adopt a stockholder rights plan without the delay in adoption that would come from the time reasonably anticipated to seek stockholder approval. If the Board adopts a stockholder rights plan without prior stockholder approval, the Board will submit the stockholder rights plan to the stockholders for ratification, or the stockholder rights plan must expire, without being renewed or replaced, within one year. If submitted by the Board for stockholder approval, the stockholder rights plan will immediately terminate if not approved by a majority of the votes cast.

The Governance and Nominating Committee will review this policy statement on an annual basis, and report to the Board any recommendations it may have concerning this policy.

31. Confidentiality. The proper functioning of the Board requires a candid and open exchange of information, ideas and opinions among directors in an atmosphere of trust, confidence, and mutual respect. Directors have an affirmative duty to protect and hold confidential all non-public information obtained in the role of a Board or committee member. Accordingly:

no director will use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company; and

no director will disclose Confidential Information to any person or entity outside the Company (which prohibits a director designated by any other person or entity from disclosing Confidential Information to such person or entity), either during or after his or her service as a director of the Company, except with express prior authorization of the CLO or as may be otherwise required by law (in which event a director will promptly advise the CLO of such anticipated disclosure and take all reasonable steps to minimize the disclosure of such Confidential Information). In considering whether to permit a director to share Confidential Information, the CLO may consider, among other things, whether sharing the information would give rise to a conflict and/or potential harm, including whether the information is protected by attorney-client privilege.

For purposes of these Guidelines, “Confidential Information” is all non-public information (whether or not material to the Company) entrusted to or obtained by a director by reason of his or her position as a director of the Company. In addition to information regarding Board and committee meetings, discussions, deliberations, and decisions, Confidential Information includes, but is not limited to, non-public information that might be of use to competitors or harmful to the Company, its customers, suppliers, or other stakeholders if disclosed, including but not limited to:

non-public information about the Company’s financial condition, forecasts, prospects or plans, its marketing and sa

APPROVAL AND ADOPTION

Reviewed and approved by the Governance and Nominating Committee on January 28, 2003 and adopted by the Board of Directors on February 25, 2003.

Revisions reviewed and approved by the Governance and Nominating Committee on February 24, 2004 and adopted by the Board of Directors on February 24, 2004.

Revisions adopted by the Board of Directors on April 8, 2004.

Revisions reviewed and approved by the Governance and Nominating Committee on February 22, 2005 and adopted by the Board of Directors on February 23, 2005.

Revisions adopted by the Board of Directors on May 25, 2005.

Revisions adopted by the Board of Directors on February 27, 2008.

Revisions adopted by the Board of Directors on September 10, 2008.

Revisions adopted by the Board of Directors on May 19, 2009.

Revisions adopted by the Board of Directors on May 18, 2010.

Revisions adopted by the Board of Directors on December 12, 2012.

Revisions adopted by the Board of Directors on February 26, 2014.

Revisions reviewed and approved by the Governance and Nominating Committee on December 9, 2014 and adopted by the Board of Directors on December 10, 2014.

Revisions reviewed and approved by the Governance and Nominating Committee and adopted by the Board of Directors on February 25, 2016.

Revisions reviewed and approved by the Governance and Nominating Committee and adopted by the Board of Directors on December 7, 2016.

Revisions reviewed and approved by the Governance and Nominating Committee and adopted by the Board of Directors on February 22, 2017.

Revisions reviewed and approved by the Governance and Nominating Committee and adopted by the Board of Directors on February 20, 2019.

Revisions reviewed and approved