

MEDICAL PROPERTIES TRUST, INC.
CHARTER OF THE ETHICS, NOMINATING
AND CORPORATE GOVERNANCE COMMITTEE

As revised on May 23, 2019

PURPOSE

The Ethics, Nominating and Corporate Governance Committee (the “Committee”) will assist the Board of Directors (the “Board”) of Medical Properties Trust, Inc. (the “Company”) by reviewing and identifying individuals qualified to become Board members, consistent with criteria approved by the Board; selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders; developing and recommending to the Board the corporate governance guidelines applicable to the Company; overseeing the evaluation of the Board and management; and conducting an annual self-evaluation.

MEMBERSHIP

The Committee shall be composed of at least three (3) directors all of whom shall meet the independence requirements of the New York Stock Exchange. Members of the Committee and the Committee Chair shall be appointed by the Board on the recommendation of Committee. Members may be replaced by the Board with or without cause.

Except as the Board may otherwise determine, the Committee is authorized to adopt its own rules for conduct of its business not inconsistent with (a) any law, (b) any provision of the Company's Articles of Incorporation, as amended from time to time, (c) any provision of the Bylaws of the Company, as amended from time to time, or (d) any provision of this Committee charter. The Committee may form and delegate authority to subcommittees when appropriate.

A majority of the members of the Committee shall constitute a quorum for purposes of holding meetings and the Committee may act by a vote of a majority of members present at such meeting. In lieu of a meeting, the Committee may act by unanimous written consent.

DUTIES AND RESPONSIBILITIES

1. Recommend to the Board criteria for qualification as a candidate for Board membership.
2. Review the qualifications of candidates for membership to the Board.
3. Review and identify individuals qualified to become board members, consistent with criteria approved by the Board, for recommendation to the Board.
4. Obtain advice and assistance, as needed, in its sole discretion, from any search firm to be used to identify director candidates, or from internal or external legal, accounting or other advisors, including the retention, termination and negotiation of terms and conditions of any such engagement, in connection with carrying out its duties and responsibilities hereunder.

5. Recommend that the Board select the slate of candidates for Board membership to be proposed for election by the stockholders at the Annual Meeting and candidates to fill vacancies that may occur between Annual Meetings.
6. Regularly report to the Board on the Committee's activities.
7. Develop and recommend to the Board corporate governance guidelines and policies applicable to the Company, review and reassess the adequacy of such corporate governance guidelines and policies, and recommend any proposed changes to the Board for approval.
8. Review and discuss with management disclosure of the Company's corporate governance practices to be included in the Company's proxy statement or annual report on Form 10-K, as applicable, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process.
9. Oversee the evaluation of the Board and its committees, the results of which will be discussed with the Board annually. The lead independent director of the Board (in his capacity as member of the Committee) will have primary responsibility for the process of soliciting feedback and reporting the results back to the Committee and full Board.
10. Oversee the evaluation of management.
11. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
12. The Committee shall annually review its own performance.
13. Perform such other functions as may be requested by the Board from time to time.