

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

As revised on November 11, 2010

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 identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and recommending to the Board the director nominees for the next annual meeting of stockholders; developing and recommending to the Board the corporate governance guidelines and policies applicable to the Company; leading the Board in its annual review of the Board's and its Committees' performance; and recommending to the Board director nominees for each committee.

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.

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, 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 the size of the Board and criteria for qualification as a candidate for Board membership.
2. Review the qualifications of candidates for membership to the Board.
3. Actively seek 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 to the Board 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. Recommend to the Board the establishment of, and responsibilities of, various committees of the Board and make recommendations concerning the rotation of committee chairs.
7. Recommend to the Board nominees for each of the Board's committees.
8. Establish, review and administer the retirement policy for membership on the Board.
9. Regularly report to the Board on the Committee's activities.
10. 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.
11. Monitor and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.
12. Review and make recommendations to the Board regarding proposals of stockholders that relate to corporate governance.
13. Receive comments from all directors and report annually to the Board with an assessment of the Board and its Committees' performance, to be discussed with the full Board.
14. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
15. The Committee shall annually review its own performance.
16. Perform such other functions as may be requested by the Board from time to time.