RESOLUTION
OF THE BOARD OF DIRECTORS
OF
MISSION HEALTH SYSTEM, INC.

Pursuant to Section 55A-8-20 of the
North Carolina Nonprofit Corporation Act

At a special meeting of the board of directors (the "Board") of Mission Health System, Inc., a North Carolina nonprofit corporation ("Mission"), held on January 8, 2019, the following resolutions were adopted by the vote of the Board required under Mission's governing documents.

RATIFICATION OF APPROVAL OF TRANSACTION

WHEREAS, at a duly held meeting of the Board on March 8, 2018, the Board unanimously approved the execution of a letter of intent (the "Letter of Intent") to pursue the sale of assets of Mission to HCA Healthcare or its affiliate ("HCA") subject to negotiation of definitive documentation and additional due diligence;

WHEREAS, among the principal factors upon which the Board relied in making its determination were the following:

- HCA operates health care systems that provide high quality care at a significantly lower cost than Mission could ever do on its own,
- HCA offers extraordinary scale and expertise,
- HCA made contractual commitments to maintain services and facilities throughout western North Carolina that were far beyond what the Mission Board believed that Mission could make to its patients and staff were it to remain independent,
- HCA has access to capital far beyond that of Mission, which allowed the commitment by HCA to construct a new, expanded inpatient behavioral health facility in western North Carolina and a replacement hospital for Angel Medical Center in Franklin, N.C., and
- HCA offered a very attractive purchase price that would result in the funding of approximately $1.5 billion to a new foundation benefitting the people of western North Carolina;

WHEREAS, at a duly held meeting of the Board on August 29, 2018, Cain Brothers, a division of KeyBanc Capital Markets, provided the Board its Fairness Opinion that the purchase price to be provided by HCA for the Mission assets is well within the valuation range determined by Cain Brothers;

WHEREAS, at such Board meeting, the Board determined that (a) the Asset Purchase Agreement (the "Purchase Agreement") by and among Mission, MH Master Holdings, LLLP, a Delaware limited liability limited partnership affiliated with HCA ("Buyer"), and the other parties

thereto, substantially in the form provided to the Board prior to such meeting, which had been drafted and negotiated pursuant to the Letter of Intent, was consistent with and in several material respects superior to the Letter of Intent, and (b) it is in the best interest of Mission and the communities and people served by Mission to enter into that Purchase Agreement;

WHEREAS, at such Board meeting, the Board unanimously approved the execution and delivery of the Purchase Agreement and to effect the transactions contemplated therein (collectively, the "Transaction");

WHEREAS, prior to and after the execution of the Purchase Agreement, Mission has cooperated fully with the Office of the Attorney General of the State of North Carolina (the "OAG"), provided hundreds of pages of documents requested by the OAG, and participated in numerous meetings with the OAG, all pursuant to the review process provided under North Carolina law with respect to transactions by North Carolina non-profit corporations;

WHEREAS, at duly held meetings of the Board on December 13, 2018, December 20, 2018, and today, January 8, 2019, the Mission Board has reviewed, evaluated and discussed additional information and material pertaining to the Transaction with HCA, including information provided to the OAG by Mission or associated with the OAG's review of the Transaction, as well as extensive written materials prepared by outside legal counsel, and at each of these meetings, the Board has conducted executive sessions (excluding all management and non-legal advisors) and conducted extensive deliberations regarding specific factual circumstances of interest to both the Board and the OAG;

WHEREAS, the Board has examined the report from Stout Risius Ross, LLC, an independent, national valuation and investment banking firm commissioned by the OAG, and such report concludes, after a thorough review of Mission and the Transaction, that the consideration to be paid by HCA for Mission's assets (as set forth in the Purchase Agreement) is fair, consistent with Cain Brothers' Fairness Opinion;

WHEREAS, as a significant product of the OAG's review of the Transaction, HCA has agreed to substantial, additional commitments relating to the provision and affordability of, and access to, health care services throughout western North Carolina, beyond what was agreed to in the Purchase Agreement (without diminishing any other commitments), and to certain monitoring and enforcement mechanisms that assure those benefits;

WHEREAS, based on all of the foregoing additional information, deliberations, fairness opinions, and HCA's contractual commitments, and following consideration by the Board in executive session, the Board desires to ratify each and all of the decisions the Board has heretofore undertaken and to wholeheartedly endorse the Transaction;

NOW, BE IT RESOLVED, that the primary factors for approving the Letter of Intent remain true today and that the Transaction is in the best interest of Mission and the communities and people of western North Carolina served by Mission and its affiliates;

RESOLVED FURTHER, that, as a result of the Board's thorough review and evaluation, the Mission Board is fully informed with respect to all aspects of the Transaction, including the process undertaken at the direction of the Board and concluding in the Purchase Agreement approved by the Board on August 29, 2018;

RESOLVED FURTHER, that, after due consideration and discussion of all information provided or otherwise known to it, the Board hereby determines (a) Mission's management team

and outside advisors fully protected Mission's interests throughout the negotiations of the Transaction and brought to the Board all material information relevant to deciding whether to enter into the Transaction, (b) no fact or circumstance suggests that any member of Mission's management team or its outside advisors took any action or failed to take any action that was detrimental to Mission's interests, (c) Mission's management team, working with its outside advisors, were committed at all times to securing for Mission the best possible transaction with potential merger partners, ultimately leading to the Transaction with HCA; and (d) no other issues that heretofore been raised and presented to the Board, including at its meetings held on December 13 and 20, 2018, and today, January 8, 2019, and in the materials provided to the Board, are material to, or have any effect on, the Board's decisions to proceed with the Transaction and to ratify all of its prior acts relating to the Transaction;

FINALLY, THEREFORE, BE IT RESOLVED, that the Board hereby ratifies, confirms and approves each and every action and decision heretofore made by the Board relating to the Transaction, and that the officers of Mission shall be and hereby are authorized to finalize amendments to the Purchase Agreement in the form of an Amended and Restated Purchase Agreement (the "Amended Agreement") and any other documentation relating to the Transaction and present the Amended Agreement to the Board for its consideration and vote and to take all such other actions as may be reasonably necessary to effect a closing of the Transaction on January 31, 2019.

John R. Ball

John R. Ball, MD, JD
Chair, Board of Directors
Mission Health System