

December 20, 2024

VIA ONLINE SHAREHOLDER PROPOSAL PORTAL

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, NE Washington, DC 20549

Re: HCA Healthcare, Inc. – Exclusion of Shareholder Proposal Submitted by Dr. Allen W. Lalor

Dear Sir or Madam:

On behalf of our client, HCA Healthcare, Inc. (the “Company”), we respectfully submit this letter pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to notify the Securities and Exchange Commission (the “Commission”) of the Company’s intention to exclude from the Company’s proxy materials for its 2025 annual meeting of shareholders (the “2025 Proxy Materials”) a shareholder proposal and statements in support thereof submitted to the Company by Dr. Allen W. Lalor (the “Proponent”) in a letter dated November 12, 2024 and received by the Company on November 13, 2024 (the “Shareholder Proposal”). All references to “Company,” “HCA” and “HCA Healthcare” as used throughout this document refer to HCA Healthcare, Inc. and its affiliates. The Company’s 2025 annual meeting of shareholders will be held on or about April 24, 2025. In order to timely commence mailing, the Company intends to begin printing the 2025 Proxy Materials no later than March 10, 2025 and intends to file its preliminary 2025 Proxy Materials with the Commission on or about March 4, 2025 and its definitive 2025 Proxy Materials on or about March 14, 2025.

The Company requests confirmation that the Commission’s staff (the “Staff”) will not recommend to the Commission that enforcement action be taken against the Company if the Company excludes the Shareholder Proposal from its 2025 Proxy Materials pursuant to Exchange Act Rule 14a-8(i)(4), on the basis that the Shareholder Proposal relates to the redress of a personal grievance and is designed to benefit the Proponent in a manner that is not in the common interest of the Company’s shareholders.

Pursuant to Exchange Act Rule 14a-8(j) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), the Company is submitting electronically to the Commission this letter and the exhibit attached hereto, and is concurrently sending a copy of this correspondence to the Proponent, no later than eighty (80) calendar days before the Company intends to file its definitive 2025 Proxy Materials with the Commission.

Exchange Act Rule 14a-8(k) and SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Shareholder Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

The Shareholder Proposal

On November 13, 2024, the Company received the Shareholder Proposal from the Proponent for inclusion in the 2025 Proxy Materials:

Shareholder Proposal

Resolved: HCA Healthcare, Inc. (“HCA”) shareholders request the Board of Directors to amend the charter of the Board’s Patient Safety and Quality of Care Committee (the “Committee”) to require the Committee to review staffing levels and their impact on patient safety, quality of patient care, and patient satisfaction ratings.

Supporting Statement

The Committee is responsible for “review[ing] matters concerning or relating to the quality of medical care delivered to patients, efforts to advance the quality of healthcare provided and patient safety.”¹ Adequate staffing levels are critical to patient safety and high-quality care. Studies show nurse-to-patient ratios significantly impact infections, morbidity, mortality, errors, and patient safety events, such as falls.²

The number of staff per patient also impacts patient satisfaction ratings.³ This is evident at HCA’s Mission Hospital in Asheville, North Carolina, where staffing levels were reduced from 6 full time equivalents per bed prior to HCA’s purchase in 2019, to 3.7 post-sale.⁴ Over the same period, Mission’s patient satisfaction ratings dropped two points.⁵

Inadequate staffing levels can be caused by healthcare worker burnout, which contributes to high turnover and “harmful consequences for patient care and safety.”⁶ The Surgeon General recommends healthcare organizations, “updat[e] policies for staffing standards that ensure patient safety and health worker well-being.”⁷

COVID-19 exacerbated healthcare worker burnout, and the resulting impacts on turnover and patient care have been widely reported.⁸ National and state policymakers responded. In January 2022, the Biden Administration awarded \$103 million “to improve the retention of healthcare workers and help respond to the nation’s critical staffing needs by reducing burnout.”⁹ Bipartisan federal legislation providing funds

¹ [https://s23.q4cdn.com/949900249/files/doc_downloads/governance_documents/2021/HCA_Healthcare - Patient Safety and Quality of Care Charter October 2021.pdf](https://s23.q4cdn.com/949900249/files/doc_downloads/governance_documents/2021/HCA_Healthcare_-_Patient_Safety_and_Quality_of_Care_Charter_October_2021.pdf)

² <https://psnet.ahrq.gov/primer/nursing-and-patient-safety>; <https://www.healthcarousel.com/resources/anurse-staffing-ratios-and-patient-outcomes#:~:text=Studies%20show%20that%20hospitals%20with,better%20care%20to%20fewer%20patients>

³ <https://pubmed.ncbi.nlm.nih.gov/30171648/>

⁴ <https://hlp.law.wfu.edu/wp-content/uploads/sites/11/2024/04/HCA-Mission-Financial-Performance-working-draft-WFU.pdf>; <https://reclaimhealthcarewnc.org/in-the-news>, pp 9-11.

⁵ <https://docs.google.com/spreadsheets/d/11PtNMq4-IBkA9e7eipAktOqC7WJh6cIm/edit?gid=290786386#gid=290786386>

⁶ <https://www.hhs.gov/sites/default/files/health-worker-wellbeing-advisory.pdf>, at 7

⁷ <https://www.hhs.gov/sites/default/files/health-worker-wellbeing-advisory.pdf>, at 22.

⁸ <https://www.ama-assn.org/practice-management/physician-health/half-health-workers-report-burnout-amid-covid-19>

⁹ <https://www.hhs.gov/about/news/2022/01/20/biden-harris-administration-awards-103-million-american-rescue-plan-funds-reduce-burnout-promote-mental-health-wellness-among-health-care-workforce.html>

for healthcare providers' mental health was adopted in 2022,¹⁰ and 2024 legislation to reauthorize that law passed out of committee.¹¹ Legislation imposing staffing standards or mandating a process to set standards passed in several states, and was introduced recently at the federal level¹² and in Maine¹³ and Illinois.¹⁴

HCA's staffing levels are reportedly 30% below industry averages in recent years.¹⁵ Eighty-nine percent of respondents to a January 2022 survey of over 1500 healthcare workers at HCA hospitals agreed with the statement, "I feel short staffing at my hospital is compromising patient care."¹⁶ Nursing shortages at Mission Hospital coincided with an Immediate Jeopardy citation based on nine cases, including four deaths, and an Emergency Medical Treatment and Labor Act violation in February 2024.¹⁷

Despite staff levels' importance, the Committee's charter does not specifically identify them as a factor the Committee should review in connection with its oversight of patient safety and quality of care. Robust board oversight of this area is crucial for effective risk management and protection of long-term shareholder value. For these reasons, I urge you to vote FOR this proposal.

A copy of the Shareholder Proposal is attached hereto as Exhibit A.

Basis for Exclusion

We respectfully request that the Staff concur in our view that the Shareholder Proposal may be excluded from the 2025 Proxy Materials pursuant to Exchange Act Rule 14a-8(i)(4), on the basis that the Shareholder Proposal relates to the redress of a personal grievance and is designed to benefit the Proponent in a manner that is not in the common interest of the Company's shareholders.

Analysis

I. The Shareholder Proposal May Be Excluded Pursuant To Rule 14a-8(I)(4) Because The Shareholder Proposal Relates To The Redress Of A Personal Grievance And Is Designed To Benefit The Proponent In A Manner That Is Not In The Common Interest Of The Company's Shareholders.

A. Background of the Personal Grievance Exclusion.

Rule 14a-8(i)(4) permits the exclusion of shareholder proposals that are either (i) related to the redress of a personal claim or grievance against a company or any other person or (ii) designed to result in a benefit to a proponent or to further a personal interest of a proponent, which other shareholders at large do not share. The Commission has stated that Rule 14a-8(i)(4) is designed to "insure that the security holder

¹⁰ <https://www.congress.gov/bill/117th-congress/house-bill/1667>

¹¹ <https://www.asahq.org/advocacy-and-asapac/fda-and-washington-alerts/washington-alerts/2024/05/senate-help-committee-advances-dr-lorna-breen-health-care-provider-protection-reauthorization-act>

¹² <https://www.congress.gov/bill/118th-congress/senate-bill/1113>

¹³ <https://themainemonitor.org/nurse-patient-ratios-1639/>

¹⁴ <https://capitolnewsillinois.com/news/nurses-unions-push-for-mandatory-staff-to-patient-ratios/>

¹⁵ <https://bit.ly/3UtYJ6B>

¹⁶ Id.

¹⁷ <https://www.asheville.com/news/2024/05/asheville-watchdog-deadly-failures-in-care-at-hca-mission-coincided-with-hundreds-of-vacant-nurse-positions/>

proposal process [is] not abused by proponents attempting to achieve personal ends that are not necessarily in the common interest of the issuer's shareholders generally." Exchange Act Release No. 20091 (Aug. 16, 1983). In addition, the Commission has stated, in discussing the predecessor of Rule 14a-8(i)(4) (Rule 14a-8(c)(4)), that Rule 14a-8 "is not intended to provide a means for a person to air or remedy some personal claim or grievance or to further some personal interest. Such use of the security holder proposal procedures is an abuse of the security holder proposal process. . . ." Exchange Act Release No. 19135 (Oct. 14, 1982) (the "1982 Release"). Moreover, the Commission has noted that "[t]he cost and time involved in dealing with" a shareholder proposal involving a personal grievance or furthering a personal interest not shared by other shareholders is "a disservice to the interests of the issuer and its security holders at large." 1982 Release. Thus, Rule 14a-8(i)(4) provides a means to exclude a shareholder proposal the purpose of which is to "air or remedy" a personal grievance or advance some personal interest. This interpretation is consistent with the Commission's statement at the time the rule was adopted that "the Commission does not believe that an issuer's proxy materials are a proper forum for airing personal claims or grievances." Exchange Act Release No. 12999 (Nov. 22, 1976).

The Commission also has confirmed that this basis for exclusion applies even to proposals phrased in terms that "might relate to matters which may be of general interest to all security holders," and thus that Rule 14a-8(i)(4) justifies the omission of neutrally worded proposals "if it is clear from the facts presented by the issuer that the proponent is using the proposal as a tactic designed to redress a personal grievance or further a personal interest." 1982 Release. Consistent with this interpretation of Rule 14a-8(i)(4), the Staff on numerous occasions has concurred with the exclusion of a proposal that included a facially neutral resolution, but the facts demonstrated that the proposal's true intent was to further a personal interest or redress a personal claim or grievance. *See General Electric Co.* (Mar. 4, 2024) (concurring with the exclusion of a proposal requesting that senior executives of the company hold any shares they receive in connection with exercises of stock options for the life of the executive, where the facts surrounding the submission of the proposal indicated that the proponent was using the proposal to redress a personal claim or grievance against the company and its former officers); *Sempra Energy* (Mar. 15, 2022) (concurring with the exclusion of a proposal to create a committee to oversee the company's response to developments in human rights, where both the proposal's supporting statement and facts surrounding the submission of the proposal indicated that the proponent was using the shareholder proposal process to assert his personal grievances against both the company and an affiliate of the company's public accounting firm, based on the company's affiliation with its public accounting firm); *General Electric Co.* (Feb. 14, 2020) (concurring with the exclusion of a proposal requesting that the company hire an investment bank to explore the sale of the company when the supporting statement included references to the proponent's history of employment-related grievances with the company, noting that "[t]he Staff's determination was heavily influenced by the inclusion of a link in the supporting statement to prior correspondence that discussed in detail the [p]roponent's personal grievance against the [c]ompany" and stating "[t]he Commission has explained that it 'does not believe an issuer's proxy materials are a proper forum for airing personal claims or grievances'"); *American Express Co. (Lindner)* (Jan. 13, 2011) (concurring with the exclusion of a proposal to amend an employee code of conduct to include mandatory penalties for non-compliance when brought by a former employee who previously sued the company on several occasions for discrimination, defamation and breach of contract); *State Street Corp.* (Jan. 5, 2007) (concurring with the exclusion of a proposal requesting that the company separate the positions of chairman and CEO and provide for an independent chairman, brought by a former employee after that employee was ejected from the company's previous annual meeting for disruptive conduct and engaged in a lengthy campaign of public harassment against the company and its CEO); *International Business Machines Corp.* (Jan. 31, 1995) (concurring with the exclusion of a proposal to institute an arbitration mechanism to settle customer complaints, brought by a customer who had an ongoing complaint against the company in connection with the purchase of a software product).

As addressed below, although the Shareholder Proposal is phrased in terms that “might relate to matters which may be of general interest to all security holders,” it is clear from the supporting statement accompanying the Shareholder Proposal (the “Supporting Statement”) and the facts surrounding the submission of the Shareholder Proposal, including the Proponent formerly practicing medicine at Mission Health, his involvement with a coalition formed against the Company relating to Mission Health, his lawsuit against the Company relating to Mission Health, and other actions, that the Proponent is attempting to use the shareholder proposal process as a tactic to assert his personal grievance against the Company’s acquisition of one particular hospital system. Thus, the Shareholder Proposal is designed to further a personal interest of the Proponent, which is not shared by other shareholders at large. Accordingly, the Shareholder Proposal is properly excludable under Rule 14a-8(i)(4).

B. Background on the Proponent’s Personal Grievance Against the Company

The Proponent’s personal grievance relates to the Company’s 2019 acquisition of Mission Health in North Carolina, which the Proponent contends has led to negative healthcare consequences in the communities where Mission Health is located.

The Proponent is a former Emergency Medicine Physician at Mission Health and has a longstanding personal grievance regarding the Company’s acquisition of Mission Health. The Proponent is a member of a volunteer-led coalition known as Reclaim Healthcare WNC (the “Coalition”) formed in response to HCA’s acquisition of Mission Health. The Proponent practiced medicine at Mission Health prior to its acquisition by the Company, and he ceased practicing there several years after the Company’s acquisition. Following his departure, the Proponent filed suit against the Company and became a member of the Coalition. The Coalition is “engaging in a campaign to: replace [the Company] with a with a non-profit owner committed to meeting the healthcare needs of the people of [Western North Carolina], hold HCA accountable for their harmful culture and practices, and restore best-in-class care throughout Mission Health.”¹⁸ The Proponent is listed in the “Who We Are” section of the Coalition’s website, where his biographical information criticizes the staff’s working conditions at Mission Health, clearly emphasizing the personal nature of the Proponent’s focus on Mission Health and the Company.¹⁹ As noted in the Supporting Statement, the Proponent asserts that “inadequate staffing levels” contribute to “harmful consequences for patient care and safety” generally and tries to take these generalized allegations and apply them to the Company’s Mission Health acquisition. The Supporting Statement also includes a link to the Coalition’s website, which is a website dedicated to its campaign against the Company and argues that the Company’s “corporate culture and decision-making have negatively affected patient safety and the quality of care at Mission Hospital.”²⁰

As part of this Coalition, the Proponent, in addition to other members of the Coalition, has spoken negatively about the Company to news media outlets. Multiple articles detail the Proponent’s personal grievance relating to the Company and Mission Health. For instance, an article identifies the Proponent as a signatory of a letter that is critical of the Company alleging it has “gutted the heart and soul of our community healthcare system.”²¹ The Proponent is noted as someone who helped compose this letter and gather signatories. Notably, a group of Mission Health-affiliated doctors and health care workers spoke out against this letter noting that it “does not tell the whole story.”²² In response, the Proponent, while

¹⁸ See <https://reclaimhealthcarewnc.org/>.

¹⁹ *Id.*

²⁰ *Id.*

²¹ See <https://www.northcarolinahealthnews.org/2023/10/22/50-doctors-including-a-former-board-member-publicly-decry-hcas-management-of-mission-hospital-system/>.

²² See <https://avlwatdog.org/mission-affiliated-doctors-rebut-physicians-public-condemnation/>.

acknowledging he respects those speaking out against his letter, stated, “But everyone I talked to has negative things to say about the hospital, and I believe that’s related to HCA prioritization of money over patient care.”²³ Further, an article describing the Coalition’s “push for HCA to relinquish Mission” describes the Proponent as one of the group’s “leading members.”²⁴ The Proponent has expressed his criticism of the Company openly on multiple occasions.²⁵

Additionally, based on publicly available information, the Proponent is in a personal relationship and shares a residential address with a state senator who has “made it [her] mission to stand . . . against . . . greedy hospitals.”²⁶ Notably, this state senator has also filed a shareholder proposal for inclusion in the Company’s 2025 Proxy Materials relating to the Mission Health acquisition.

Moreover, the Proponent filed litigation against the Company regarding Mission Health. The lawsuit accused the Company of violating the False Claims Act. Ultimately, the Proponent dismissed the suit after both the state of North Carolina and the federal government investigated the allegations made and declined to intervene.

The Shareholder Proposal is the latest effort to further the Proponent’s personal grievances against the Company relating to Mission Health.

C. The Shareholder Proposal Is Designed to Redress the Proponent’s Personal Grievance Against the Company

As noted above, Rule 14a-8(i)(4) permits the exclusion of shareholder proposals that are (i) related to the redress of a personal claim or grievance against a company or any other person, or (ii) designed to result in a benefit to a proponent or to further a personal interest of a proponent, which other shareholders at large do not share. While a shareholder proposal may be excluded if either prong (i) or prong (ii) is satisfied, here, both prongs of Rule 14a-8(i)(4) are satisfied in this case. In particular:

- (i) the Proponent has a personal grievance with the Company stemming from its 2019 acquisition of one hospital system, as evidenced by the Proponent formerly practicing medicine at Mission Health and his departure following the Company’s acquisition, and his subsequent lawsuit against the Company and his membership with the Coalition, which is actively engaging in a campaign against the Company with respect to Mission Health, and by his other actions referred to herein;
- (ii) the Proponent has a personal history and interest in Mission Health and is in a personal relationship and shares a residential address with a state senator who is using her public

²³ *Id.*

²⁴ See <https://www.northcarolinahealthnews.org/2024/07/27/coalition-mission-hospital-hca-healthcare/>.

²⁵ See below for a sample of related quotations by the Proponent:

- In regard to the letter he helped draft against HCA, its intended purpose was “to try and get HCA to behave differently, not as a corporate entity that seems primarily interested in making money, but to run as a hospital system that takes into account the health care of the people in the region.” See <https://avlwatcdog.org/50-doctors-including-a-former-board-member-publicly-decry-hcas-management-of-mission-hospital-system/>.
- “We take a Hippocratic oath to protect the patient,” he said. “We do not take a Hippocratic oath to protect HCA.” See <https://www.citizen-times.com/story/news/local/2023/11/15/mission-hospital-pending-governing-documents-may-silence-doctors/71359721007/>.

²⁶ See <https://mayfieldforncsenate.com/issues/>.

- opposition of the Company and her Mission Health activism in an attempt to bolster her political career, which are interests not shared by other shareholders at large; and
- (iii) while the Shareholder Proposal's request is facially neutral, portions of the Supporting Statement make unequivocal reference to the Proponent's personal grievance, including the Coalition's website.

Here, the Shareholder Proposal's express language demonstrates the Proponent's personal grievance. The Supporting Statement alleges that "adequate staffing levels are critical to patient safety and high-quality care." The Supporting Statement then alleges several statistics regarding staffing levels and patient satisfaction following the Company's acquisition of Mission Health to bolster its argument that an amendment is needed to the charter of the Patient Safety and Quality of Care Committee. Notably, even though the Company has many facilities, the Shareholder Proposal only focuses on one specific hospital system and its acquisition – the one he formerly practiced medicine at and is now working in opposition to through the Coalition. The Supporting Statement then cites to the Company's staffing levels "reportedly" being below industry averages and discusses potential legislation related to staffing standards. As evidenced above, the Proponent has a personal grievance with the Company with respect to Mission Health and is using the shareholder proposal process to further a personal interest. It is clear that the Shareholder Proposal is just another chapter in a series of attempts to advance the Proponent's personal grievance and create a public forum for his claims concerning the Company's Mission Health acquisition.

The Staff has consistently concurred that proposals may be excluded pursuant to Rule 14a-8(i)(4) where the proposals are neutrally worded, but reference to the proponent's personal grievance is made either in the supporting statement or in prior correspondence, or where the proponent simply has a history of confrontation with the company. For example, in *MGM Mirage* (Mar. 19, 2001), the Staff concurred with the exclusion of a proposal that would require the company to adopt a written policy regarding political contributions and furnish a list of any of its political contributions submitted on behalf of a proponent who had filed a number of lawsuits against the company based on the company's decisions to deny the proponent credit at the company's casino and, subsequently, to bar the proponent from the company's casinos, amongst other things. The company argued that the proponent was using the proposal to further his personal agenda, none of which was referenced in the proposal or supporting statement. *See also General Electric Co.* (Feb. 2, 2005) (concurring with the exclusion of a proposal requesting that the CEO "reconcile the dichotomy between the diametrically opposed positions represented by his acquiescence in allegations of criminal conduct, and the personal certification requirements of Sarbanes Oxley," submitted by a former employee, where the proposal was neutrally worded but included links to websites containing details of the personal grievance); *Pfizer, Inc.* (Jan. 31, 1995) (concurring with the exclusion of a proposal related to CEO compensation saying, "the [S]taff has particularly noted that the proposal, while drafted to address other considerations, appears to involve one in a series of steps relating to the longstanding grievance against the [c]ompany by the proponent," where the proposal was submitted by a former employee who contested the circumstances of his retirement, claiming that he had been forced to retire as a result of illegal age discrimination); *International Business Machines Corp. (Ludington)* (Jan. 31, 1994) (concurring with the exclusion of a proposal requesting a list of all groups and parties that receive corporate donations in excess of a specified amount, including "details and names pertinent to the gift," where the company pointed to the proponent's prior communications with the company over the past year trying to stop corporate donations to charities that the proponent believed supported illegal immigration, including a request that the company provide the names of individuals at the charities that the company had communicated with, and argued that the proposal was thus an attempt to gain information on the charities, harass them, and stop donations to them).

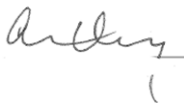
As in the letters cited above, here the Proponent is employing the shareholder proposal process to advance his personal agenda and pursue a personal grievance against the Company, which is not shared by the other shareholders generally. The Supporting Statement contains references to the Proponent's personal grievance with the Company by specifically citing to the Coalition's website. Rule 14a-8(i)(4) contemplates looking beyond the four corners of a proposal for purposes of identifying the personal grievance to which the submission of the proposal relates. Here, as evidenced by the Proponent's membership in and involvement with a Coalition specifically formed against the Company, and other actions, this Shareholder Proposal is intended to assert the Proponent's personal grievance with the Company. This Shareholder Proposal, while ostensibly about amending the charter of the Patient Safety and Quality of Care Committee, is just a veiled attempt to air the Proponent's personal grievance with respect to Mission Health by giving the Proponent a public forum for his allegations. As such, the Shareholder Proposal is part of the Proponent's attempt to abuse the shareholder proposal process to achieve personal ends "that are not necessarily in the common interest of the issuer's shareholders generally."

Rule 14a-8(i)(4) was promulgated "because the Commission does not believe that an issuer's proxy materials are a proper forum for airing personal claims or grievances." Thus, in keeping with the well-established precedent cited above, we believe that the Shareholder Proposal properly is excludable under Rule 14a-8(i)(4) because "it is clear from the facts presented by the issuer that the proponent is using the proposal as a tactic designed to redress a personal grievance or further a personal interest." Requiring the Company to include this Shareholder Proposal would allow the Proponent to subvert and abuse the Rule 14a-8 process to advance his personal campaign that is not in the common interest of the Company's shareholders.

Conclusion

For the foregoing reasons, we respectfully request that the Staff not recommend any enforcement action from the Commission if the Company excludes the Shareholder Proposal from its 2025 Proxy Materials. Should you have any questions, or if the Staff is unable to concur in our view without additional information or discussions, we respectfully request the opportunity to confer with members of the Staff prior to the issuance of any written response to this letter. If the Staff has any questions regarding this request or requires additional information, please contact the undersigned by phone at (615) 742-6211 or by email at aoverby@bassberry.com.

Sincerely,



J. Allen Overby

cc: John M. Franck II, HCA Healthcare, Inc.
Dr. Allen W. Lalor

Exhibit A

Shareholder Proposal

November 12, 2024

Corporate Secretary
HCA Healthcare, Inc.
One Park Plaza
Nashville, TN 37203

Re: Shareholder Proposal Submission

Dear Corporate Secretary,

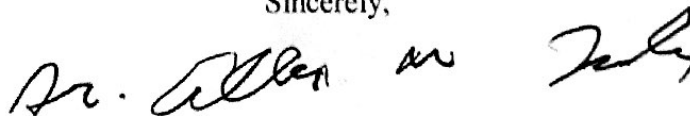
I write to give notice that pursuant to the 2024 proxy statement of HCA Healthcare, Inc. (the "Company"), I intend to present the proposal attached hereto as Exhibit A (the "Proposal") at the 2025 annual meeting of stockholders (the "Annual Meeting").

I formally request that the Company include the Proposal in the Company's proxy statement for the Annual Meeting in accordance with Rule 14a-8 of the Securities Exchange Act of 1934, as amended.

A letter from my custodian documenting my continuous ownership of the requisite amount of the Company's common stock is also included. I intend to continue my ownership of at least the minimum number of shares required under the rules and regulations promulgated by the Securities and Exchange Commission (the "SEC") through the date of the Annual Meeting. I represent that I (or one of my representatives) intend to appear at the Annual Meeting to present the attached Proposal.

In accordance with applicable SEC requirements, I am available to meet with the Company via teleconference on November 26, 2024 or December 5, 2024, or at other times that are mutually convenient. Please direct all future correspondence regarding this proposal to me via the information below.

Sincerely,



Dr. Allen W. Lalor

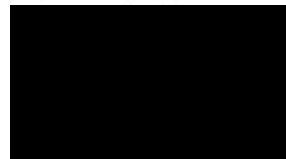


Exhibit A

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Inadequate staffing levels can be caused by healthcare worker burnout, which contributes to high turnover and “harmful consequences for patient care and safety.”⁶ The Surgeon General recommends healthcare organizations, “updat[e] policies for staffing standards that ensure patient safety and health worker well-being.”⁷

COVID-19 exacerbated healthcare worker burnout, and the resulting impacts on turnover and patient care have been widely reported.⁸ National and state policymakers responded. In January 2022, the Biden Administration awarded \$103 million “to improve the retention of healthcare workers and help respond to the nation’s critical staffing needs by reducing burnout.”⁹ Bipartisan

¹https://s23.q4cdn.com/949900249/files/doc_downloads/governance_documents/2021/HCA_Healthcare_-_Patient_Safety_and_Quality_of_Care_Charter_October_2021.pdf

² <https://psnet.ahrq.gov/primer/nursing-and-patient-safety>; <https://www.healthcarousel.com/resources/anurse-staffing-ratios-and-patient-outcomes#:~:text=Studies%20show%20that%20hospitals%20with,better%20care%20to%20fewer%20patients>

³ <https://pubmed.ncbi.nlm.nih.gov/30171648/>

⁴ <https://hlp.law.wfu.edu/wp-content/uploads/sites/11/2024/04/HCA-Mission-Financial-Performance-working-draft-WFU.pdf>; <https://reclaimhealthcarewnc.org/in-the-news>, pp 9-11.

⁵ <https://docs.google.com/spreadsheets/d/11PtNMq4-IBkA9e7eipAktOqC7WJh6c1m/edit?gid=290786386#gid=290786386>

⁶ <https://www.hhs.gov/sites/default/files/health-worker-wellbeing-advisory.pdf>, at 7

⁷ <https://www.hhs.gov/sites/default/files/health-worker-wellbeing-advisory.pdf>, at 22.

⁸ <https://www.ama-assn.org/practice-management/physician-health/half-health-workers-report-burnout-amid-covid-19>

⁹ <https://www.hhs.gov/about/news/2022/01/20/biden-harris-administration-awards-103-million-american-rescue-plan-funds-reduce-burnout-promote-mental-health-wellness-among-health-care-workforce.html>

federal legislation providing funds for healthcare providers' mental health was adopted in 2022,¹⁰ and 2024 legislation to reauthorize that law passed out of committee.¹¹ Legislation imposing staffing standards or mandating a process to set standards passed in several states, and was introduced recently at the federal level¹² and in Maine¹³ and Illinois.¹⁴

HCA's staffing levels are reportedly 30% below industry averages in recent years.¹⁵ Eighty-nine percent of respondents to a January 2022 survey of over 1500 healthcare workers at HCA hospitals agreed with the statement, "I feel short staffing at my hospital is compromising patient care."¹⁶ Nursing shortages at Mission Hospital coincided with an Immediate Jeopardy citation based on nine cases, including four deaths, and an Emergency Medical Treatment and Labor Act violation in February 2024.¹⁷

Despite staff levels' importance, the Committee's charter does not specifically identify them as a factor the Committee should review in connection with its oversight of patient safety and quality of care. Robust board oversight of this area is crucial for effective risk management and protection of long-term shareholder value. For these reasons, I urge you to vote FOR this proposal.

¹⁰ <https://www.congress.gov/bill/117th-congress/house-bill/1667>

¹¹ <https://www.asahq.org/advocacy-and-asapac/fda-and-washington-alerts/washington-alerts/2024/05/senate-help-committee-advances-dr-lorna-breen-health-care-provider-protection-reauthorization-act>

¹² <https://www.congress.gov/bill/118th-congress/senate-bill/1113>

¹³ <https://themainemonitor.org/nurse-patient-ratios-1639/>

¹⁴ <https://capitolnewsillinois.com/news/nurses-unions-push-for-mandatory-staff-to-patient-ratios/>

¹⁵ <https://bit.ly/3UtYJ6B>

¹⁶ Id.

¹⁷ <https://www.asheville.com/news/2024/05/asheville-watchdog-deadly-failures-in-care-at-hca-mission-coincided-with-hundreds-of-vacant-nurse-positions/>



November 12, 2024

Allen Weeks Lalor

Information regarding shares in your account.

Dear Allen Lalor,

I'm following up on your request for information regarding the account referenced above.

The account currently holds 111.00 shares of HCA Healthcare Inc (HCA).

Our records indicate that 105.00 of these shares were purchased on October 20, 2023 and have been continuously held in this account since the purchase date.

Please note: This information is based on our records at the time this letter was written and is subject to change depending upon market conditions and/or activity in your account(s).

This letter is for informational purposes only and is not an official record of the account. Please refer to your statements and trade confirmations, which are the official record of your transactions.

Thank you for investing with Schwab. We appreciate your business and look forward to serving you in the future. If you have any questions or if we can help in any other way, please call us at +1 800-435-4000, Monday through Friday, from 8:30 a.m. to 7:00 p.m. ET.

Sincerely,

William VanCleave

William VanCleave
Sr Specialist, Account Solutions
Charles Schwab & Co., Inc.