

DaVita Inc.
Corporate Governance
Guidelines

I. Board Composition

The size of the Board of Director

Board; provided, however, the Nominating and Governance Committee may recommend and the Board may approve the nomination for reelection of a Director at or after the age of 75, if, in light of all the circumstances, they determine that it is in the best interests of the Company and its stockholders to do so.

No Director or nominee for Director may serve on more than four other public company boards of directors. Additionally, all Directors must comply with Section XIII.

To be eligible to be a nominee for election or reelection as a Director, a nominee must deliver to the secretary of the Company a completed written questionnaire with respect to the background and qualification of such person and any other person or entity that such person may represent (which questionnaire shall be provided by the secretary of the Company) and a written representation and agreement (in the form provided by the secretary of the Company) that such person shall (A) provide all information required by Article III, Section 12(a)(iii) and Article IV, Section 2 of the Company's Bylaws, (B) in such person's individual capacity and on behalf of any person or entity for whom such person may be a representative, have complied and will comply with all applicable corporate governance, conflicts, confidentiality and stock ownership and trading policies of the Company, including the Company's Share Ownership Policy as provided in Section XI herein, and (C) abide by the requirements of Article IV, Section 3 of the Company's Bylaws.

VI. Director Tenure

The average tenure of members of the Board who are independent in accordance with the listing standards of the NYSE, as calculated on July 1 of each year, shall be no longer than 12 years. The average shall be determined by *adding* the tenure of each independent Director and *dividing* the result by the number of independent Directors. The term of an independent Director serving less than one year shall be determined by *dividing* the number of months such Director has been on the Board by 12 months.

VII. Board Responsibilities

The Board, in coordination as appropriate with its committees, shall:

- Represent the collective interests of the Company's stockholders to enhance and optimize stockholder value.
- Provide expertise and advice to the CEO and senior management.
- Work with the CEO to provide strategic planning, operational performance goals, management development, succession planning and strategies to enhance stockholder value.
- Evaluate and select the CEO and establish the CEO's annual performance goals and objectives.
- Evaluate the overall effectiveness of the Board and its committees.

- Perform the duties of a Director with the highest degree of integrity, exercising independence and objectivity in the pursuit of maximizing the success of the Company.
- Hold regularly scheduled Board and executive sessions without the presence of management.
- Review operational plans and budgets and other strategic initiatives.
- Evaluate and approve major transactions, such as mergers, acquisitions and the disposition of major assets.
- Oversee the Company's management of risks.
- Oversee internal control over financial reporting.
- Review and approve the filing of external reports with regulatory agencies, as appropriate.

VIII. Director Access to Management

XII. Director Education and Orientation

New Directors shall participate in the Company's new director orientation program in order to become educated about the Company. The Company shall also encourage Directors to enhance their overall business management skills and to continue to educate themselves on certain matters such as accounting, finance, marketing and industry requirements and practices, and the Company shall reimburse Directors for reasonable expenses related thereto in accordance with Company policy.

XIII. Change in Status; Acceptance of Other Directorships

The Board believes that when a Director retires from their principal job, changes their principal job responsibility or experiences a significant event that could negatively affect their service to the Board (each a "change in status"), the Board should have an opportunity to evaluate the appropriateness of the Director's continued service on the Board in light of such change in status. Accordingly, in the event any Director has a change in status, such Director shall promptly submit an offer of resignation that cites such change in status to the Chair. The members of the Board, excluding the affected Director, shall determine whether the affected Director's continued service on the Board is in the best interests of the Company's stockholders and shall decide whether or not to accept the resignation of the Director. The determination of whether a change in status has occurred shall be in the sole discretion of the Board. Additionally, in its sole discretion, the Board may determine to request the resignation of the affected Director. In addition, prior to accepting an invitation to serve on the board of directors of another public company or other significant commitments involving affiliation with other for-profit businesses, non-profit entities or governmental units, a Director should advise the Corporate Secretary or the Chair so that the remaining members of the Board may evaluate any potential conflicts of interest. In all cases described in this paragraph, the affected Director shall act in accordance with the recommendation of the remaining members of the Board following such review.

XIV. Management Succession Planning; CEO Evaluation

The Board shall maintain a management continuity succession plan relating to the Company's executive officers, which shall include a CEO succession plan in case of an unexpected event. The Board shall work with the CEO to develop a list of potential candidates to act as successors for the CEO and all other executive officer positions. The Board shall review and evaluate the succession plan, and shall be prepared at all times to take action if and when needed regarding a successor to the CEO or any other executive officer position. The independent Directors shall perform an annual evaluation of the CEO based upon specific performance goals and objectives established for the fiscal year as well as long-term objectives of the Company.

XV. Annual Performance Evaluation of the Board

The Board evaluates its performance and the performance of its committees on an annual basis through an evaluation process administered by the Nominating and Governance Committee, to assess overall effectiveness and to monitor adherence to corporate governance principles and policies.

XVI. Communication with Directors

Stockholders shall have an opportunity to c/TT6 1 Tc14.8n3d2ry

ANNEX I

Additional Independence Standards

1. The Director is not, and has not been within the last four (4) calendar years, an employee of the Company or one of its wholly-owned subsidiaries and an “immediate family member” (as defined in Section 303A.02 of the NYSE Listed Company Manual) of the Director is not, and has not been within the last four (4) calendar years, an executive officer as defined in Rule 3b-7 of the Securities Exchange Act of 1934, as amended (any such officer, an “Exchange Act Executive Officer”), of the Company.
2. During the current calendar year or any of the three (3) immediately preceding calendar years, the Director has not been paid by the Company more than \$120,000 in compensation for services, other than for services rendered as a Director.
3. The Director is not employed as an Exchange Act Executive Officer of another public company on whose board of directors any of the Company’s current Exchange Act Executive Officers serve.

ANNEX II

Board Refreshment Procedures

The Nominating and Governance Committee and the Board continually evaluate the composition of the Board and, from time to time and in accordance with Section I of these Corporate Governance Guidelines, may determine to expand the size of the Board. Any newly created Director position or Director vacancy shall be identified, screened and appointed or nominated to the Board pursuant to the procedures set forth below:

1. The Chair of the Nominating and Governance Committee (the “N&G Chair”) shall

Company's stockholders is scheduled in the next 90 days, the Board shall elect the candidate(s) to fill any Board vacancies until such meeting is held and the candidate(s) can be nominated for election by the Company's stockholders.

- 6 In the event the Board decides that no candidate should be nominated via the process detailed in Items 1–5 above, the process shall be repeated for any Director position sought to be filled pursuant thereto.
7. If a Director appointed to the Board through the process detailed in Items 1–5 above is no longer able to serve on the Board, the process described in this Annex I shall be repeated for the selection of a replacement Director.