

**DaVita Inc.**  
**Nominating and Governance Committee Charter**

I. Nominating and Governance Committee Purposes

The primary purposes of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of DaVita Inc. (the “Company”) are to:

- Identify and recommend candidates to the Board to fill any Board vacancies and for selection as director nominees for the next annual meeting of shareholders;
- Develop and recommend to the Board corporate governance principles and policies applicable to the Company;
- Monitor the Company’s adherence to applicable corporate governance principles and policies; and
- Oversee the evaluation of the Board and management.

The Committee shall have the authority to conduct any investigation it deems necessary or appropriate in fulfilling its responsibilities, and in connection therewith, shall have direct access to all Company employees. The Committee shall have the ability to retain, at the Company's expense, independent candidate-search firms, legal counsel, and other experts as it deems necessary in the performance of its duties. The Committee shall have the sole authority to approve any such advisor's fees and to approve and agree to any other necessary retention terms, and all such advisors shall report directly to the Committee. The Committee shall have the authority, at its discretion, to delegate any of its duties and responsibilities to a subcommittee comprised of two or more members of the Committee.

II. Nominating and Governance Committee Composition and Meetings

The Committee shall be comprised of three or more directors appointed by the Board. The committee members shall serve for such period as the Board may determine and any Committee member may be removed at any time upon the vote of a majority of the Board. Each member of the Committee shall be an independent (as defined in the New York Stock Exchange listing standards), non-executive director, free from any relationship that would interfere with the exercise of his or her independent judgment. The CEO and the other officers of the Company shall participate in meetings of the Committee to the extent the Committee requests.

The director whom the Board has designated its lead independent director shall serve on the Committee and act as its Chair, unless the Board determines otherwise.

The Committee shall hold meetings as and when it deems appropriate but shall meet not less than once a year. The Committee Chair will prepare or approve an agenda in advance of each meeting, and shall meet with the CEO and other Company executives as necessary to prepare materials for the Committee.

### III. Nominating and Governance Committee Responsibilities and Duties

1. Identify qualified potential candidates for Board membership, consistent with criteria approved by the Board.
2. Gather information on such candidates or direct the CEO to do so and conduct interviews and meetings with such candidates or their references.
3. Make recommendations to the Board regarding candidates for membership on the Board, giving consideration to the nominee's experiences, unique perspectives, skills, and contribution to the overall mix of director characteristics that is most appropriate for the Company. In making such recommendations, the Committee also shall consider continuing director tenure and take steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to re-examine the status quo.
4. Select, or recommend that the Board select, the director nominees for the next annual meeting of shareholders.
5. Evaluate from time to time and make recommendations to the Board regarding overall Board size, composition, and makeup giving consideration to changes in the Company's business.
6. Periodically review Board member performance against Board established performance criteria, which include attendance, preparedness, participation, and candor at Board and committee meetings and guidelines for competing time commitments when a Board member serves on multiple boards or committees.
7. With advice from the Company's General Counsel and outside legal counsel, periodically review and, if necessary, recommend to the Board changes to the Company's Articles of Incorporation and Bylaws, as they relate to corporate governance matters, and modifications and enhancements to the Company's takeover planning and structural defenses.
8. Periodically review and, if necessary, recommend to the Board changes to the Company's corporate governance principles and policies.
9. Monitor the Company's adherence to its corporate governance policies and procedures and to the corporate governance-related provisions of applicable laws and regulations, including Securities and Exchange Commission and New York Stock Exchange requirements.
10. Review any violations of the Company's codes of conduct and ethics by the Company's officers or other senior management and recommend corrective action as it determines necessary or appropriate.
11. Report to the Board at least annually and as may be requested by the Board from time to time.

12. Perform any other activities consistent with this charter, the Company's by-laws, and applicable laws as the Committee or the Board shall deem necessary or appropriate.
13. Conduct a self-evaluation of the Committee's performance at least annually and periodically assess the adequacy of the Committee's Charter and recommend changes to the Board as needed.

**Adopted on November 14, 2002.**

**Amended on March 24, 2004.**

**Amended on December 13, 2007.**