

DAVITA INC.
SHARE OWNERSHIP POLICY
FOR NON-EMPLOYEE DIRECTORS
(Amended and Restated as of April 19, 2019)

Purpose

The Board of Directors (the “Board”) of DaVita Inc. (the “Company”) believes that it is in the best interests of the Company and its stockholders to align the financial interests of its non-management Board members (the “Non-Employee Directors”) with those of its stockholders. Accordingly, in 2003 the Board established the DaVita Inc. Board of Directors Share Ownership Policy, as amended from time-to-time and as renamed the Share Ownership Policy for Non-Employee Directors (the “Policy”). The Policy is designed to encourage the Non-Employee Directors to acquire and maintain a meaningful financial interest in the Company’s common stock over time.

Ownership Requirement/Definition of Ownership

The common stock ownership requirement for the Non-Employee Directors of the Company is based on a multiple of the annual base retainer paid in cash to the Non-Employee Directors for their service on the Board (the “Base Retainer”). For the avoidance of doubt, the Base Retainer does not include additional fees or compensation paid to the Non-Employee Directors such as, for example, for service in specific leadership roles or for attendance at meetings. The common stock ownership requirement will be deemed to have been met once the total net realizable share value held by a Non-Employee Director exceeds the lesser of (a) 25% of the total pretax equity award value realized by the Non-Employee Director from the time such Non-Employee Director becomes subject to this Policy to date in excess of \$100,000 and (b) five times the annual Base Retainer paid to the Non-Employee Director (the “Ownership Threshold”).

The total net realizable share value held by a Non-Employee Director shall be calculated as the sum of the following:

1. Market Value (as defined below) of shares owned directly (including shares owned jointly with the Non-Employee Director’s spouse); and
2. Market Value of shares held by members of a Director’s immediate family (as defined in Rule 16a-1(e) under the Securities Exchange Act); and
3. Market Value of shares held in trusts, family limited partnerships or similar vehicles for the benefit of the Non-Employee Director or his or her immediate family; and

4. In-the-money value of vested but unexercised stock options or stock appreciation rights (including both stock-settled and cash-settled stock appreciation rights) or the value of vested full value equity awards (such as restricted stock units or restricted stock) granted to the Non-Employee Director; and
5. Market Value of shares subject to deferred share units held in the Director's account under any Director deferred stock ownership instrument or arrangement offered by the Company to its Non-Employee Directors.

Calculation Method /Share Retention Requirement

Each Non-Employee Director's achievement of his/her Ownership Threshold under this Policy will be initially calculated using the Base Retainer in effect on the effective date of this amendment and restatement of the Policy and the closing price of the Company's common stock on the U.S. stock exchange that lists the Company's common stock (the "Exchange") on the date of the initial calculation. For periods after the initial measurement, compliance with this Policy will be calculated by measuring the market value of DaVita common stock as the average of the closing prices on the Exchange on the last trading day of each of the 12 months immediately preceding the calculation date (the "Market Value"). The Ownership Threshold calculation for new Non-Employee Directors will be based on the Base Retainer in effect at the time of the new Non-Employee Director's election to the Board and the Market Value as calculated on the date of such new Non-Employee Director's election.

Unless a Non-Employee Director has achieved his or her applicable Ownership Threshold, such Non-Employee Director may not sell or transfer beneficial ownership of any shares of the Company's common stock then owned or in which the Non-Employee Director subsequently acquires an interest other than as may be required to satisfy applicable tax obligations or exercise costs associated with the vesting or exercise of an award. For the avoidance of doubt, if a Non-Employee Director was in compliance with this Policy prior to its amendment, or was not previously a Non-Employee Director, then the Non-Employee Director shall be deemed to be in compliance with this Policy after its amendment or after becoming a Non-Employee Director notwithstanding the net realizable value held, but the Non-Employee Director may not sell or transfer beneficial ownership of any shares of the Company's common stock other than as may be required to satisfy applicable tax obligations or exercise costs until the Non-Employee Director meets the Ownership Threshold.

Continuing Compliance

In the event that the Base Retainer is increased or decreased, the Ownership Threshold for Non-Employee Directors will be adjusted accordingly based on the adjusted Base Retainer amount and the Market Value on the effective date of the adjustment to the Base Retainer. Any such adjustment to the Ownership Threshold will not cause a Non-Employee Director who was in compliance with this Policy prior to the adjustment in the Base Retainer to become non-compliant with this Policy; however, the Non-Employee Director will not be permitted to sell or transfer beneficial ownership of any shares of the Company's common stock then owned or in which the Non-Employee Director subsequently acquires an interest other than as may be required to satisfy applicable tax obligations

or exercise costs until such time as the Non-Employee Director has achieved the applicable adjusted Ownership Threshold.

Share prices of all publicly traded companies are subject to market volatility. The Board believes that it would be unfair to require a Non-Employee Director to buy more shares simply because the Company's stock price declines temporarily. Accordingly, if there is a decline in the stock price that causes the total net realizable share value of a Non-Employee Director's equity position to fall below his or her Ownership Threshold, the Non-Employee Director will be deemed to remain in compliance with this Policy provided that the Non-Employee Director does not sell or transfer beneficial ownership of any shares of the Company's common stock then owned or in which the Non-Employee Director subsequently acquires an interest other than as may be required to satisfy applicable tax obligations or exercise costs until the Ownership Threshold is again achieved using the above described calculation method.

Administration and Non-Compliance

Compliance with this Policy will be evaluated on an annual basis, as determined by the Compensation Committee.

The Company anticipates that any failure to timely comply with this Policy will be disclosed in the Company's annual proxy statement to the extent required under applicable SEC rules. The Compensation Committee, however, retains the authority to recommend to the Board exceptions to or waivers of the Policy as determined appropriate and reserves the right to, among other things, recommend to the Board that a Non-Employee Director who does not comply with this Policy not be re-nominated for re-election by the Company's stockholders.