

DAVITA INC.
COMPENSATION COMMITTEE CHARTER

I. Compensation Committee Purpose

The Compensation Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of DaVita Inc. (the “Company”), appointed to assist the Board in fulfilling its responsibilities related to compensation of the Chief Executive Officer (“CEO”) and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”). The Committee’s primary duties and responsibilities are to:

- evaluate and approve all compensation plans, programs and policies of the Company as they relate to Executive Officers;
- establish an executive compensation philosophy that is aligned with the long-term interests of the Company and its stockholders;
- review the performance of the Executive Officers and make compensation recommendations to the Board that are aligned with the performance of each Executive Officer; and
- ensure that the Board is compensated in a competitive and fair manner.

II. Compensation Committee Composition and Meetings

The Committee shall be comprised of three or more directors appointed by the Board upon the recommendation of its Nominating and Governance Committee. Committee members shall meet the independence requirements of the New York Stock Exchange (“NYSE”) listing standards, as they may be amended from time to time and such other independence or other requirements as may be applicable from time to time. Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

The Board shall designate one of the members of the Committee as its Chair. The Chair shall preside at meetings of the Committee. In the event the Chair is not present at a meeting, the Committee members who are present shall designate one member of the Committee to serve as Chair of that meeting. A majority of the members of the Committee shall constitute a quorum. The Committee shall act only by (1) the affirmative vote of the majority of members present at a meeting, provided that any such action shall require the affirmative vote of at least two committee members, or (2) unanimous written consent in lieu of a meeting. If a quorum is not present at any meeting of the Committee, the Committee members present may adjourn the meeting from time to time, until a quorum is present.

- The Committee shall meet at least four (4) times each year and at such other times as it deems necessary or appropriate to fulfill its responsibilities. The Chair shall set the frequency of meetings and, in consultation with members of management, develop the agenda items to be addressed at each meeting. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee in advance of each meeting. At a Board meeting following each Committee meeting, the Committee Chair (or his or her designee) shall report to the Board with respect to the Committee’s actions and make recommendations to the Board as appropriate.

Members of the Compensation Committee shall serve on the Compensation Committee for such period as the Board may determine, and may be removed from the Compensation Committee at any time upon the vote of a majority of the Board. Except as otherwise prohibited, the Committee may form and delegate any of its responsibilities to subcommittees consisting of one or more members as it deems appropriate.

III. Compensation Committee Responsibilities and Duties

The responsibilities and duties of the Committee shall include the following:

1. Review and approve equity-based awards granted under the Company's equity or incentive award benefit plans to persons other than the CEO, except to the extent the Board or the Committee has delegated authority to the Chair of the Compensation Committee or other persons to grant equity-based awards under certain circumstances.
2. Annually review and approve the annual and long-term corporate goals and objectives applicable to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and determine and approve, subject to ratification by the independent directors of the Board, all elements of the CEO's total compensation, including the CEO's compensation level, based on this evaluation.
3. In determining the long-term incentive component of the CEO's compensation, the Compensation Committee shall consider such criteria as the Compensation Committee deems appropriate, including the Company's performance and relative stockholder return, the value of similar incentive awards granted to CEOs at peer group companies, the long-term incentive awards granted to the CEO in past years.
4. Review the goals and objectives and summary performance assessments applicable to the compensation of executive officers other than the CEO, and review and approve all elements of the total compensation of all executive officers other than the CEO.
5. Review and approve periodically and as and when appropriate, the following as they affect the Executive Officers: (a) employment contracts and severance arrangements; (b) any change in control agreements and change in control provisions affecting any elements of Executive Officer compensation and benefits; (c) all other incentive awards and opportunities, both cash-based and equity-based; (d) any special or supplemental compensation and benefits of Executive Officers, including supplemental retirement benefits and the perquisites provided to the Executive Officers during and after their employment.
6. Recommend for Board approval the compensation of the Company's non-employee directors.
7. Review and approve any plan, program or arrangement, or any amendment thereto, or termination thereof, providing any compensation or perquisite to Executive Officers as a group or individually, other than benefits and related plans available to employees generally. In the case of incentive compensation or equity-based plans, programs or arrangements requiring Board or stockholder approval under applicable state or federal laws, regulations or rules, or stock exchange listing standards, submit the Committee's recommendations for consideration and action to approve, amend, or terminate such plans, programs or arrangements, to the Board, and subsequently to stockholders as required.

8. Oversee the administration by the Board of the Company's equity or other incentive award plans, including, without limitation, the employee stock purchase plan and receive periodic reports on the Company's compensation programs as they affect all employees.
9. Review and approve, and oversee compliance with, the stock ownership requirements applicable to the CEO, senior executives, and directors.
10. Review and discuss with management the Company's annual Compensation Discussion and Analysis disclosure to be included in the Company's annual stockholder meeting proxy statement, and determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the proxy statement, and provide the Compensation Committee Report for inclusion in the Company's proxy statement that complies with the rules and regulations of the Securities and Exchange Commission ("SEC").
11. Review and approve at least annually the companies included in the Company's compensation comparator peer group based on criteria the Committee deems appropriate.
12. Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, stockholders approve equity compensation plans.
13. Review the results of any advisory stockholder votes on executive compensation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes.
14. With the assistance of such external resources as the Committee deems appropriate, (a) oversee the Company's assessment of, including reviewing reports from management or outside advisors with respect to, whether the Company's compensation plans, programs and policies are reasonably likely to have a material adverse effect on the Company, and (b) review and discuss any contemplated disclosure in the Company's filings with the SEC, including any proxy, registration or information statements, regarding risks related to the Company's compensation plans, programs and policies and (c) determine whether any adjustments to the Company's compensation plans, programs or policies may be appropriate to address risk management objectives and changes in the Company's risk profile.
15. Conduct any investigation deemed appropriate by the Committee to fulfill its responsibilities. Retain or obtain the advice of compensation consultants, independent legal counsel and other advisors as the Committee deems necessary to assist with the performance of its duties. The Committee shall be directly responsible for appointing, overseeing the work of, and compensating such advisors and shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to such advisors. In retaining advisors, the Committee shall consider all factors relevant to the advisor's independence from management, including factors specified in Section 303A.05(c) of the NYSE Listed Company Manual. The Committee shall evaluate whether any compensation consultant retained or to be retained by the Committee has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K under the Securities Act of 1933. The Committee has the sole authority to approve the fees and other retention terms for such independent compensation consultants, legal counsel and other advisors retained by the Committee.

16. Monitor and administer the Company's policy with respect to the recovery or "clawback" of any compensation (including stock options) paid to any of the Company's Executive Officers and members of the Board that is deemed to be excessive in accordance with the criteria set forth in the Company's policy.
17. Review and reassess the adequacy of this Charter at least annually. Submit amendments to the Charter to the Board for approval and make the Charter available on the Company's website.
18. Assess at least annually, the performance of the Committee with respect to the responsibilities and duties specified in the Charter.
19. Perform any other activities consistent with this Charter, the Company's Bylaws and applicable laws as the Committee or the Board deems necessary or appropriate.
20. Participate in on-going education and report to the Board on compensation trends and analysis, as appropriate.

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