

**DAVITA INC.**  
**SHARE OWNERSHIP POLICY**  
**FOR MANAGEMENT**

**(Amended and Restated as of March 5, 2015)**

**Purpose**

The Board of Directors 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 senior executives (the “Executives”) with those of its stockholders. Accordingly, in 2002 the Board established the DaVita Inc. Management Share Ownership Policy, as amended from time-to-time and as renamed herein the DaVita Inc. Share Ownership Policy for Management (this “Policy”).

The Policy is designed to encourage the Company’s Executives to acquire and maintain a meaningful level of common stock ownership in the Company over time. The Policy applies to the full time Executives of the Company who have been in the positions listed below for at least nine months.

**Ownership Requirement/Definition of Ownership**

The common stock ownership requirement for Executives of the Company is based on a multiple of the Executive’s annual base salary (the “Base Salary”), not including short-term and long-term incentive compensation awards to the Executive. The common stock ownership requirement will be deemed to have been met when the total net realizable share value held by an Executive exceeds the lesser of:

- 25% of the total equity award value realized by the Executive to date in excess of \$100,000; or
- a specified multiple of the Executive’s Base Salary, as set forth below (the “Ownership Threshold”):
  - 5.0 for the Chief Executive Officer
  - 3.0 for the:
    - Chief Executive Officer, DaVita Kidney Care
    - Chief Executive Officer, DaVita Medical Group
    - President, DaVita Medical Group
    - Chief Operating Officer, DaVita Kidney Care
    - Chief Financial Officer
    - Chief Operating Officer, DaVita Medical Group

The total net realizable share value held by an Executive 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 Executive's spouse);
2. Market Value of shares held by members of an Executive's immediate family (as defined in Rule 16a-1(e) under the Securities Exchange Act);
3. Market Value of shares held in trusts, family limited partnerships or similar vehicles for the benefit of the Executive or his or her immediate family;
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 Executive;
5. Market Value of shares owned through savings plans, such as the Company's 401(k) plan and any deferred compensation plan for Executives, and shares acquired through an employee stock purchase plan; and
6. Market Value of shares held in the Executive's account under any deferred stock ownership instrument or arrangement offered by the Company to its Executives.

### **Calculation Method/Timeframe for Compliance**

Compliance with this Policy will be initially calculated using the Base Salary in effect on the day the Board adopts this restatement and amendment to 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") at the time of the initial calculation and at the time of any calculation thereafter. 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 last trading day of each of the 12 months immediately preceding the calculation date (the "Market Value"). The Ownership Threshold calculation for new Executives who become subject to this Policy due to promotion will be based on the new Executive's starting Base Salary as adjusted upon the promotion that caused the Executive to become subject to this Policy and the Market Value of the Company's common stock based on the 12 months immediately preceding the Executive's hire date or the date of the Executive's promotion.

### **Continuing Compliance**

Salary increase: In the event that an Executive's Base Salary is increased, the Ownership Threshold for that Executive will be adjusted accordingly based on the adjusted Base Salary amount and the Closing Price of the Company's common stock on the Exchange during the 12 months immediately preceding the date the adjustment to the Base Salary occurs. Any such adjustment to the Ownership Threshold will not cause an Executive who was in compliance with this Policy prior to the adjustment in Base Salary to be non-compliant; however, the Executive will not be permitted to sell any common stock then owned or in which the Executive subsequently acquires an interest until such time as the Executive is in compliance with the adjusted Ownership Threshold.

Stock price decline: Share prices of all publicly traded companies are subject to market volatility. The Board believes that it would be unfair to require an Executive to buy more shares simply because the Company's stock price drops temporarily. Accordingly, if there is a decline in the stock price that causes the total net realizable share value of an Executive's equity position to fall below his or her Ownership Threshold, the Executive will be deemed to remain in compliance with this Policy provided that the Executive does not sell or transfer any shares of the Company's common stock then owned or accessible via vested stock awards by the Executive until the Ownership Threshold is again actually achieved under the calculation described above.

Sales to cover taxes: Notwithstanding the foregoing, if an Executive is out of compliance with this Policy solely due to an increase in salary or a decline in stock price (each as described above), sale or transfer of the Company's common stock then owned or accessible via vested stock awards solely to meet tax withholding requirements shall not itself be deemed a cause of non-compliance with this Policy.

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

### **Non-Compliance**

The Company anticipates that any failure to timely comply with this Policy will be noted in the annual proxy statement to the extent required under applicable SEC rules, and the Compensation Committee reserves the right to, among other things, consider an Executive's non-compliance with this Policy in making compensation decisions.

Originally adopted: November 14, 2002

Last revised: March 5, 2015