

**DaVita Inc.**  
**Corporate Governance**  
**Guidelines**

**I. Board Composition**

The size of the Board of Directors (the “Board”) of DaVita Inc. (the “Company”) is determined from time to time by resolution of the Board. At least two-thirds of the members of the Board (the “Directors”) shall be independent, which, for purposes of this Section I, shall mean a Director (i) is independent in accordance with the listing standards of the New York Stock Exchange (the “NYSE”) and (ii) satisfies each of the additional independence standards set forth on Annex I to these Corporate Governance Guidelines. All Directors shall be elected annually by the Company’s stockholders. The Nominating and Governance Committee shall recommend to the Board for nomination the candidates to stand for election at each annual meeting of stockholders. Any newly created Director position or Director vacancy occurring for any reason shall be filled by a majority of the remaining members of the Board. In implementing the responsibilities of the Board as described in this Section I, the Board shall adhere to the Board refreshment procedures set forth in Annex II to these Corporate Governance Guidelines.

**II. Board Leadership**

The Board will determine its leadership structure in a manner that it determines to be in the best interests of the Company and its stockholders, including the selection of the Chair of the Board (the “Chair”). As of June 1, 2020, the position of Chair shall be held by an independent Director of the Board (an “independent Director”) and shall not be held by an executive officer, including the Chief Executive Officer of the Company (the “CEO”).

The Chair shall:

- preside at all meetings of the Board;
- serve as a liaison between management and the independent Directors and as a liaison among the independent Directors;
- lead executive sessions of the independent Directors;
- have authority to call meetings of the Board and meetings of the independent Directors;
- facilitate discussions among the independent Directors outside of scheduled Board meetings on key issues, as needed, including whether to engage independent advisors for the Board or a Board committee;
- review matters such as meeting agendas and schedules to assure that there is sufficient time for discussion of all agenda items; and
- perform such other duties and responsibilities as requested by the Board.

### **III. Board Committees**

The Board may form committees that consist of one or more Directors in accordance with the Bylaws of the Company. The Board shall at all times have an Audit Committee, a Compensation Committee and a Nominating and Governance Committee (each, a “Standing Committee”). Each Standing Committee shall be comprised solely of Directors who are independent in accordance with the listing standards of the NYSE. In addition, at least one member of the Audit Committee shall qualify as an “audit committee financial expert” within the meaning of the rules and regulations of the Securities and Exchange Commission. Each Standing Committee shall adopt a written charter that outlines the purposes, goals, membership requirements, and responsibilities of such committee in accordance with the listing standards of the NYSE, as applicable. The charter shall also provide that such committee will conduct an annual self-evaluation of its performance.

The current Board committees are the Audit Committee, Compensation Committee, Nominating and Governance Committee and Compliance and Quality Committee.

### **IV. Board Meetings; Executive Sessions**

The Board shall hold at least four regularly scheduled meetings during each fiscal year, and may hold special meetings at any time or place as necessary. An executive session of the independent Directors without the presence of management shall be held regularly.

Directors are expected to attend Board meetings and meetings of committees on which they serve. Directors are expected to review in advance of the meeting any and all meeting materials provided reasonably in advance of such meeting.

### **V. Director Criteria**

In coordination with the Board, the Nominating and Governance Committee shall assist in identifying, recruiting and recommending candidates for Board membership, proposing a slate of nominees for election at the annual meeting of stockholders, and making recommendations to the Board regarding the membership and chairs of the committees of the Board. The Nominating and Governance Committee shall also consider individuals for Board membership who are recommended by stockholders upon submission in writing to the secretary of the Company of the names and qualifications of such nominees.

In conjunction with the selection and nomination process, the Nominating and Governance Committee shall consider the overall mix of qualifications, individual characteristics, experience levels, types of experience, including both industry and subject matter expertise, and diversity of gender, race and ethnicity, nationality, country of origin or cultural background, and perspectives and skills that it believes would be most beneficial to the Company. The Nominating and Governance Committee shall also consider the mix of different tenures represented on the Board, taking into account the benefits of longer and shorter tenures and the requirements described under Section VI below, and take steps as may be appropriate to ensure that the Board maintains openness to new ideas and a willingness to re-examine the status quo. It is the general policy of the Board that a Director who has reached the age of 75 will not be nominated for reelection to the

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**

All Directors shall have access to senior management and other employees as necessary to fulfill their duties. The Board and the CEO shall encourage senior management's participation at Board meetings to provide valuable insight and expertise on relevant matters being discussed.

### **IX. Board Access to Outside Advisors**

The Board shall have the power to hire independent legal, financial or other advisors as it may deem necessary, without first consulting or obtaining the approval of any officer of the Company.

### **X. Director Compensation**

All non-employee Directors shall receive reasonable compensation for their services, which shall include a retainer fee in the form of cash and/or equity awards. Directors who serve on the committees of the Board shall receive additional compensation for attending the meetings of these committees. Audit Committee members shall not receive any consulting, advisory or other compensatory fees from the Company other than the fees they receive in their capacity as Directors. Directors who are employees or officers of the Company shall not receive any additional compensation for serving as Directors during the time of their service as an employee or officer.

### **XI. Share Ownership Policy**

The Company's Share Ownership Policy for Non-Employee Directors requires all non-employee Directors to own a specified number of shares of the Company's common stock. The Company's Share Ownership Policy for Non-Employee Directors is available in the Corporate Governance section of the Company's website.

## **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 communicate directly with Directors on appropriate matters. Stockholders and other interested parties may communicate with the Chair by sending an email to [independentchair@davita.com](mailto:independentchair@davita.com). In addition, stockholders and other interested parties may communicate with the Board or any of its committees or Directors by writing to: Board of Directors, c/o Corporate Secretary, DaVita Inc., 2000 16th Street, Denver, Colorado 80202. Bona fide communications from stockholders addressed to one or more members of the Board will be forwarded to the intended recipient(s). Individual Directors will only speak with the media about the Company if authorized by the CEO or the full Board and in accordance with the policies of the Company.

## **XVII. Confidentiality**

In order to facilitate open discussions, the Board believes maintaining confidentiality of information and deliberations is imperative. Each Director has a fiduciary obligation to maintain the confidentiality of information received in connection with his or her service as a Director or committee member.

## **XVIII. Annual Review of Guidelines**

These Corporate Governance Guidelines will be reviewed no less than annually by the Nominating and Governance Committee and may be amended from time to time as the Board deems necessary or advisable.

*Effective as of December 15, 2022.*

## 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 establish an objective set of criteria to be utilized in conducting the board search process detailed herein (the “Board Search Criteria”). In developing the Board Search Criteria, the N&G Chair will consider feedback received from stockholders over the course of the Company’s stockholder outreach throughout the year and any other feedback received from any stockholder as appropriate.
2. The N&G Chair shall provide the corporate governance expert identified by the plaintiffs in the litigation captioned *In re DaVita Inc. Stock holder Derivative Litigation* (Civil Action No. 1:17-cv-00152-MPT) with the proposed Board Search Criteria in advance of starting the board director search to receive comments and feedback, which shall be incorporated as the Nominating and Governance Committee deems appropriate in its business judgment, into the Board Search Criteria. Disputes regarding the appropriateness of any Board Search Criteria shall be promptly resolved via binding mediation before the Honorable Layn R. Phillips.
3. A pool of prospective candidates will be developed by the Company with reference to the Board Search Criteria. An appropriate review, including background information and interviews of prospective candidates, shall be conducted with respect to all candidates identified through this process who express their consent to being considered and to serving as a director. No fewer than three qualified candidates shall be sent to the Nominating and Governance Committee for review. If the combined gender and ethnic/racial diversity of the Board falls below 50%, then at least two of these candidates shall be members of an underrepresented group, thereby ensuring that members of the populations underrepresented on the Board are considered for nomination to the Board.
4. After considering the candidates submitted for review, if the Nominating and Governance Committee identifies any candidates to move forward to the Board for further consideration, it shall identify at least two candidates from those submitted for review for consideration by the Board, based on the business judgment of the Nominating and Governance Committee’s members considering the information provided by the plaintiffs’ corporate governance expert in Item 2 above.
5. Once the candidates are identified by the Nominating and Governance Committee, the Board shall, subject to its business judgment and Item 6 below, decide which candidate(s) to nominate for election to the Board or, if no meeting of the



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.