

**Stryker Corporation
Tuition Reimbursement Plan
January 1, 2019**

Table of Contents

	<u>Page</u>
1. Purpose.....	1
2. Effective Date	1
3. Eligibility.....	1
4. Participation.....	2
5. Benefits.....	3
6. Approval and Reimbursement Procedures.....	6
7. Appeal Procedures.....	7
8. Tax Treatment of Benefits.....	8
9. Cost and Funding of Plan.....	8
10. Termination and Amendment of Plan	8
11. Administration of the Plan.....	8
12. Forms	9

Stryker Corporation
Tuition Reimbursement Plan
Effective January 1, 2019

1. Purpose

Stryker Corporation established the Stryker Corporation Tuition Reimbursement Plan (the "Plan") for the purpose of providing educational assistance benefits to certain employees of the Company. Specifically, the Plan will furnish cash reimbursements for certain educational expenses that maintain or improve an employee's skills in his or her current job or in future work within their current department, team or other profession within the Company.

Each reference to the "Company" in this document means Stryker Corporation and the other participating employers listed in Section 3 below.

By this document, the Company is amending and restating the Plan effective January 1, 2019. The amended and restated Plan is called the Stryker Corporation 2018 Tuition Reimbursement Plan.

The Plan is intended to be a qualified educational assistance plan under Section 127 of the Internal Revenue Code. As a result, the Plan shall be interpreted in a manner consistent with the requirements of Section 127 so that the benefits will be excluded from an eligible employee's income to the extent permitted under Section 127.

Questions about the Plan should be directed to an employee's local Benefits Shared Services Department.

2. Effective Date

This document applies to all reimbursement requests under the Plan for educational expenses related to a course for which approval was requested on or after January 1, 2019.

3. Eligibility

Each employee of a participating employer (listed below) will be eligible to participate in the Plan if he or she:

- a) is classified by the Company as a regular, full-time employee and is regularly scheduled to work at least 40 hours per week in the United States;
- b) is not subject to an active Performance Improvement Plan;
- c) received an overall rating of "Consistently Effective" or better in his or her most recent Stryker performance review; and
- d) Satisfies the requirements set forth in Section 4 of this document.

Notwithstanding these eligibility criteria, an employee who is classified by the Company as a union employee is ineligible to participate in the Plan unless otherwise provided in an applicable collective bargaining agreement. Further, no individual who works for and is paid by a foreign branch of the Company or who is classified by the Company as an irregular, part-time, temporary, seasonal, or leased employee or as an independent contractor is eligible to participate in the Plan.

The participating employers are as follows:

- Stryker Employment Company, LLC
- Stryker Customs Brokers, LLC
- Stryker Corporation
- Stryker Sales Corporation
- Howmedica Osteonics Corporation
- Stryker Communications, Inc.
- Stryker Sustainability Solutions, Inc.
- Stryker Performance Solutions, LLC

An employee will cease to be eligible to participate in the Plan on the earliest of:

- (1) the date the employee no longer satisfies the eligibility requirements for participation, or
- (2) the date the Plan is terminated.

No educational expenses are eligible for reimbursement under the Plan after the date of an employee's termination of employment with the Company unless the class was completed prior to the date of the employee's termination of employment and the employee submits a completed request for reimbursement prior to his or her date of termination.

If an employee becomes ineligible under the Plan as a result of a transfer to an ineligible job classification (e.g., a transfer to part-time status, a transfer to union status or a transfer to a position outside of the United States), the employee will be eligible for reimbursement of educational expenses related to an approved program/course that began while he or she was an eligible employee.

An otherwise eligible employee will continue to be eligible for the Plan while off work on a Company-approved leave pursuant to the Family and Medical Leave Act of 1993, as amended ("FMLA"). An otherwise eligible employee will also continue to be eligible for the Plan while off work on any Company-approved paid leave during the FMLA period.

4. **Participation**

The general rules are that eligible employees who were participants in the Plan before September 1, 2015 will continue to participate in the Plan, and eligible employees

hired on or after September 1, 2015 may become participants in the Plan after completing 12 consecutive months of employment with the Company. Employees that were hired as a result from merger and acquisition activity shall have their service with the acquired company count for purposes of this section. Similarly, employees who were providing services to a participating employer through a temporary staffing agency and who are hired by the participating employer will have their service with the temporary staffing agency for benefit of the participating employer count for purposes of this section. Notwithstanding the above general rules, an eligible employee hired on or after September 1, 2015 who is enrolled in a Relevant Degree Program on the eligible employee's hire date may become a participant in the Plan on the eligible employee's hire date. For purposes of this section, "enrolled" means:

1. The employee has been credited for a class that was in session during the 12 months preceding the employee's date of hire, or
2. The employee is currently taking a class that started on or before the employee's hire date.

In this situation the employee will be eligible to be reimbursed for classes in the Relevant Degree Program that begin on or after the employee's hire date.

5. **Benefits**

The Plan will reimburse eligible employees for qualifying educational expenses in accordance with this Section, provided the employee complies with the application and reimbursement procedures described in Section 6. Qualifying educational expenses include charges for tuition, textbooks and related educational fees incurred in connection with an approved course. For this purpose, "tuition" means the fee or charge for instruction.

An eligible employee's manager and the myHR Operations, Americas Benefits Team, in their discretion, must approve a course in order for expenses related to the course to be eligible for reimbursement. In addition, the course must meet the following criteria:

(a) **Course Approval Criteria**

For purposes of the following Course Approval Criteria, "Relevant Degree Program" shall mean the pursuit of an accredited undergraduate degree, graduate degree, license or professional certification that is (1) academic, professional, technical or vocational in nature; and (2) relevant and applicable to the employee's (a) current job with Stryker or (b) future work with Stryker, as determined by the employee's manager and/or Human Resources Department. Medical degrees, Ph.D. degrees, undergraduate nursing degrees and law degrees shall **never** constitute "Relevant Degree Programs."

- Relevant Degree Programs are eligible for reimbursement under the Plan. No more than two degree programs shall be approved per employee, and only one may be an advanced (graduate) degree.
- Professional review courses and GMAT, SAT, CLEP examination fees are eligible for reimbursement under the Plan, provided that the examination in question is necessary for admission to a Relevant Degree Program.
- Professional certification programs that are deemed necessary to achieve or maintain professional certification related to the conduct of the Company's business, such as APICS, Six Sigma, SPHR, PE, etc., are eligible for reimbursement under the Plan. While an employee is participating in a degree program that has been approved under the Plan, he or she is ineligible for reimbursement of expenses related to a simultaneous certification program under the Plan.
- Courses involving sports, games or hobbies will not be approved unless the program/course is a required element of a Relevant Degree Program.
- Courses and course work must be completed during the employee's personal time and outside the normal workday, unless approved in advance by the employee's manager.
- Courses taken on a pass/fail basis will only be approved if they are compulsory courses required for graduation or certification.

(b) Reimbursement Guidelines

- An employee must successfully complete an approved course in order for qualifying educational expenses related to the course to be eligible for reimbursement under the Plan. Successful completion generally means a passing grade of a "C" or better. Reimbursement for tuition will be paid according to the following schedule based upon grade achievement:

Grade Achieved	Reimbursement %
A (A-/A+)	100%
B (B-/B+), BA	
C (C-/C+), CB	80%
D or below (D-/D+/F/I), DC	0%
Pass (required course)	100%
Pass (not required course)/Fail	0%

- Reimbursement of qualifying educational expenses related to an approved licensing or professional certification program will be reimbursed at 100%, when the applicable examination is passed or license or certificate is awarded.
- Reimbursement is limited to **a maximum of \$15,000 per employee per calendar year, based on the timing of the reimbursement payment made.** For example, reimbursement that appears on a January 2019 paycheck for classes completed in December 2018 will count toward the 2019 annual limit. As provided in Section 8, reimbursements that exceed \$5,250 per calendar year will be taxed and reported on the employee's IRS Form W-2. It is the participant's responsibility to understand payroll timing and deadlines to ensure reimbursement falls in the desired tax year.
- Approved professional review courses and GMAT, SAT, CLEP examination fees will be reimbursed at 100%. CLEP exams and CLEP study guides will be reimbursed at 100% when an eligible employee passes the CLEP exam. GMAT/SAT exams and prep classes will be reimbursed at 100% upon completion of the class and exam. Any review courses and/or exam will be eligible for reimbursement only once.
- If an eligible employee received financial assistance, a fellowship, scholarship or grant in connection with an approved program/course, reimbursement under the Plan will only be provided to the extent that the employee's qualifying educational expenses are not paid by the financial assistance, fellowship, scholarship or grant. An eligible employee must notify the Company of his or her eligibility for any financial assistance, fellowship, scholarship and/or grant.

- Courses will generally be reimbursed based on the actual charge per credit hour/actual hourly course rate. However, if the institution's published tuition rate at the time the course is charged to the student is less than the actual charge, the Plan will only reimburse up to the average amount.
- Generally, fees that are controllable and avoidable by the participant (commencement fees, late fees, withdrawal fees, university-provided medical fees, etc.) are not reimbursable. Fees that are not controllable and avoidable by the participant (IT fees, broad-based student activity fees, graduation fees, administration fees, etc.) are reimbursable.
- Unspecified fees will not be reimbursed. It is the responsibility of the employee to provide a specific description of all fees to receive reimbursement under the Plan.
- The Plan will reimburse additional costs, such as required textbooks and applicable sales tax, but *will not* reimburse shipping fees, travel costs, internet service providers, software or other school supplies such as drafting equipment, calculators, computers and notebooks.
- The Plan will not reimburse for any transportation costs, lodging or meal costs associated with classes taken away from campus (e.g., "semester abroad"). To the extent that such classes are optional, the Plan will reimburse the tuition at the rates applicable if taken on campus.

6. **Approval and Reimbursement Procedures**

(a) **Approval Procedure**

- An eligible employee must obtain and complete a Tuition Reimbursement Course Approval Form for each semester or session during which classes are taken (See Exhibit A). The completed Tuition Reimbursement Course Approval Form must also be submitted to the eligible employee's manager and myHR Operations, Americas Benefits Team for approval.
- The myHR Operations, Americas Benefits Team will provide a copy of the approved/denied Tuition Reimbursement Course Approval Form to the requesting employee. The employee should maintain a copy of this form to submit with a Tuition Reimbursement Request after the program/course is completed.

(b) Reimbursement Procedures

- An eligible employee who has completed an approved course and has received a grade or certificate must complete a Tuition Reimbursement Payment Form (Exhibit B) and submit it to the myHR Operations, Americas Benefits Team for reimbursement, along with the following supporting documentation:
 1. Tuition Reimbursement Course Approval Form (including Manager and myHR approvals);
 2. Official grade report, transcript or certificate;
 3. Itemized invoice showing a breakdown of all tuition and fees;
 4. Proof of tuition/fee payment (i.e.: stamped paid invoice or account statement from the school, cancelled check etc.). If the employee participates in school-sponsored tuition deferred payment program, proof of participation and application of program to course is required.
 5. Itemized textbook receipts (if applicable).
- **All requests for reimbursement must be submitted no later than 90 days after the end of the course/prep exam/certification exam to be eligible for reimbursement.**
- The individual claiming reimbursement must be employed by the Company on the date that a completed Tuition Reimbursement Payment Form (including supporting documentation) is submitted.

7. Appeal Procedures

If a Tuition Reimbursement Course Approval or Tuition Reimbursement Payment request is denied, in whole or in part, the employee will receive a written notice of denial from myHR Operations, Americas Benefits Team. The notice will explain the reasons for the denial.

If an employee disputes the reason for the denial, he/she may appeal the denial within 60 days of receiving notice of denial. The request must be in writing and contain the reasons for the appeal. The Plan Administrator will review the appeal and will render a final decision regarding the appeal within 60 days of receipt of the appeal. If more time is needed because of special circumstances, a final decision will be made within 120 days. The appeal decision of the Plan Administrator will be in writing and will include specific reasons supporting the decision.

8. **Tax Treatment of Benefits**

Reimbursements of educational expenses under the Plan are subject to the applicable provisions of the Internal Revenue Code and other federal and state laws. Reimbursements will be provided on a tax-free basis up to the statutory maximum amount of \$5,250 per calendar year, as permitted under Section 127 of the Internal Revenue Code. **Reimbursements exceeding \$5,250 paid in any calendar year will be reported as taxable income on an employee's IRS Form W-2 and will be subject to applicable income and payroll tax withholding.**

9. **Cost and Funding of Plan**

The cost of the Plan will be the responsibility of the Company. Employee contributions to the Plan are neither required nor permitted. Tuition reimbursement benefits are paid from the general assets of the Company.

10. **Termination and Amendment of Plan**

It is the Company's intention that the Plan will continue indefinitely, but the Company reserves the right to modify or terminate the Plan at any time and for any reason, including the expiration or modification of applicable sections of the Internal Revenue Code on which this Plan is based.

11. **Administration of the Plan**

The Plan Administrator is Stryker Corporation. The Plan Administrator shall be charged with the administration of the Plan and shall possess all the powers necessary to enable it to carry out its duties in that regard. The Plan Administrator shall have the power to interpret or construe the Plan; to determine all questions that may arise as to the eligibility, status, rights and obligations of the Participants and others; and to decide any dispute arising hereunder.

The Plan Administrator's address and phone number is 2825 Airview Blvd., Kalamazoo, MI, 49002; (269) 389-2600.

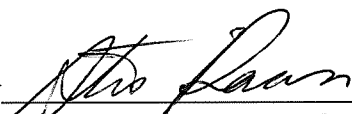
12. **Forms**

Exhibit A – Tuition Reimbursement Course Approval Form

Exhibit B – Tuition Reimbursement Payment Form

IN WITNESS WHEREOF, the Company has executed this Document as of December 21,
2018.

STRYKER CORPORATION

By 
Steven Rann, Vice President, Global Total Rewards