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**Joint Replacements**

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**Trauma, Extremities & Deformities**

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**Craniomaxillofacial**

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**Spine**

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**Biologics**

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**Surgical Products**

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**Neuro & ENT**

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**Interventional Spine**

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**Navigation**

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**Endoscopy**

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**Communications**

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**Imaging**

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**Patient Care & Handling Equipment**

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**EMS Equipment**

# Improper Payments

## Corporate Policy Number Twelve

**Copies of all Corporate Policies  
may be found on  
[www.stryker.com/corporatepolicies](http://www.stryker.com/corporatepolicies)**

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Kalamazoo, MI 49002  
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Policy Date: 07/01/09

[www.stryker.com](http://www.stryker.com)



## Purpose:

To provide further direction and guidance concerning the Company's prohibition on improper payments.

## Scope:

This policy applies to all employees, directors, and agents of Stryker Corporation and its domestic and foreign subsidiaries.

## Details:

1. **Background.** Stryker's Code of Conduct, Corporate Policy Number One, provides that "the Company and its employees and directors will not make any improper payments to government or non-government officials, employees, customers, persons, or entities, nor will the Company or its employees and directors request or accept any improper payment from suppliers, customers, or anyone seeking to do business with the Company." The purpose of this Improper Payments Policy, Corporate Policy Number Twelve, is to provide further guidance and direction on the Company's prohibition on making, offering, accepting, or requesting improper payments.
2. **Definitions. For purposes of this policy:**
  - a. The term "health care professional" ("HCP") means those individuals and entities that purchase, lease, recommend, use, arrange for the purchase or lease of, or prescribe products sold, leased, or distributed by Stryker.
  - b. The term "official" means any officer or employee of a government or any department, agency, or instrumentality thereof, or of a public international organization, or any person acting in an official capacity for or on behalf of any government or department, agency or instrumentality, or for or on behalf of any public international organization.
  - c. The term "payment" means giving or offering to give anything of value, including, but not limited to, money, entertainment, transportation, meals, food, cash-equivalents, donations, or other services or gifts.
3. **Payments to Government Officials or Related Persons.** A Stryker employee may not offer, authorize, or make a payment to an official or a related person or to any political party or official or candidate with the intent to improperly influence the business decision of that person or secure any improper advantage for Stryker. This prohibition applies to payments and offers to make or the authorization of payments that are made either directly by a Stryker employee or indirectly through an agent, distributor, consultant, partner, broker, representative, or other party.
4. **Payments to Health Care Professionals.** A Stryker employee may not make a payment to a health care professional with the intent to improperly influence the decision to purchase, lease, recommend, use, arrange for the purchase or lease, or prescribe a medical device sold or distributed by Stryker. Any payment to a HCP must be in accordance with all applicable laws, regulations, codes of ethics and guidelines, and Stryker policies and procedures. This prohibition applies to payments that are made either directly by a Stryker employee or indirectly through an agent, distributor, consultant, partner, broker, representative, or other party.
5. **Payments or Gifts from Suppliers and Others.**
  - a. **Improper Payments or Gifts.** Stryker employees may never accept a payment or gift, including but not limited to, meals, food, clothing, transportation, or other items of greater than \$75.00 from a supplier or anyone seeking to do business with Stryker, or any payment or gift that is intended or likely to improperly influence the business decision of the recipient. Additionally, Stryker employees may never accept a payment or gift of tickets (i.e., sporting events, theatrical shows) or entertainment of any amount.
  - b. **Permissible Gifts.** Stryker employees may accept modest gifts from a supplier or anyone seeking to do business with Stryker associated with a significant life event (e.g., baby, wedding, death) or a seasonal gift basket if the items in the gift basket are shared with the employee's department or work group and/or donated to a charitable organization (e.g., food pantry or shelter). Stryker employees may also attend work related educational courses provided by and paid for by current suppliers or vendors with division head and/or appropriate functional vice president prior approval.

- c. **Solicitations by Stryker Employee.** Under no circumstances may a Stryker employee solicit or request any payment from a supplier, customer, or anyone seeking to do business with Stryker.
6. **Compliance.** All employees and directors of Stryker Corporation are responsible for complying with this Improper Payments policy, and the President or executive in charge of each Stryker Division is responsible for ensuring that his or her employees know and comply with this policy. Violations of this policy will result in Company-imposed sanctions, up to and including dismissal. If you have questions about this policy or about specific payments or gifts, please contact Stryker's Vice President of Internal Audit and Compliance, General Counsel, or Deputy General Counsel.