



## **West Pharmaceutical Services, Inc. Compensation Committee Charter**

*As Amended and Approved October 16, 2018*

### **Purpose**

The Compensation Committee (the “Committee”) is established by the Board to have overall responsibility for evaluating and approving compensation plans, policies and programs of the Company applicable primarily to the Company’s Senior Executive Group, which includes all officers of the Company subject to Section 16 of the Securities Exchange Act of 1934, as amended, and such other members as the Committee may designate from time to time.

The Committee shall review with management the draft compensation discussion and analysis (“CD&A”) section of the Company’s annual proxy statement and make a recommendation whether or not to include the CD&A in the Company’s proxy statement and annual report on Form 10-K. The Committee shall also prepare the report required by the Securities and Exchange Commission to be included in the Company’s annual proxy statement.

### **Membership and Organization**

The Committee shall consist of no fewer than three members of the Board, as the Board shall from time to time determine. The members of the Committee shall be designated and approved by a majority of the whole Board and shall serve for one-year terms or until their resignation, retirement, or removal by the Board or until their successors shall be appointed. Each member of the Committee, at all times, shall meet the independence requirements of the New York Stock Exchange, qualify as “non-employee directors” within the meaning of Securities and Exchange Commission Rule 16b-3 and as “outside directors” within the meaning of Internal Revenue Code Section 162(m). No member of the Committee shall be removed by the Board except by majority vote of the Independent Directors (as defined in the Company’s bylaws) then in office. The Committee shall elect a Chairman among its members by a majority vote.

The Committee shall have the authority to delegate any of its responsibilities to a subcommittee consisting of one or more members of the Committee as the Committee may, in its sole discretion, deem appropriate.

### **Meeting and Procedures**

- a. The Committee shall meet as often as it may deem necessary and appropriate in its judgment, and in no event less than three times per year. A majority of the members of

the Committee constitutes a quorum, and, if a quorum is present, any action approved by at least a majority of the members present (in person or by telephone) represents the valid action of the Committee. The Committee may also take action by unanimous written consent without a meeting.

- b. The Chairman of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- c. The Committee shall report to the Board of Directors on the matters discussed at each meeting, including describing all actions taken by the Committee at the meeting. The Committee shall conduct and present to the Board an annual evaluation of the Committee's own performance. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval.
- d. The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting to provide such information as the Committee requests.

### **Authority, Duties and Responsibilities**

The Committee has authority, to the extent it deems necessary or appropriate, to conduct investigations and to retain compensation consultants, independent legal counsel or other advisers to assist the Committee in discharging its responsibilities. Any such advisers shall report directly to the Committee. The Committee may authorize and direct payment of compensation of any advisers engaged by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

#### *Compensation Oversight*

1. The Committee shall review the compensation strategy of the Company and its effect on the achievement of Company goals and compensation philosophy.
2. The Compensation Committee will annually review and approve corporate goals and objectives relevant to Chief Executive Officer ("CEO") compensation and measure the CEO's performance against each of these goals and objectives pursuant to the Company's plans and, after considering the full Board's evaluation of his or her performance with the full Board, determine the compensation of the CEO. The full Board will review the Compensation Committee's actions. In determining compensation, the Committee will consider the Company's performance and relative shareowner return, the compensation of the chief executive officers at comparable companies, previous awards given to the CEO, adherence to the Company's guiding principles and core values, and such other factors as the Committee deems relevant.
3. The Committee shall administer, or where appropriate oversee the administration of, executive and equity compensation plans and such other compensation and benefit plans as it deems appropriate. It also approves, by direct action or through delegation, participation in and all awards, grants, and related actions under the Company's various equity plans, and reviews changes in the Company's retirement and pension plans primarily affecting the Senior Executive Group. In administering the plans, the Committee may determine eligible

participants, make awards, modify plans, impose limitations and conditions and take such other actions as it deems appropriate.

4. The Committee shall establish and periodically review stock-ownership guidelines for officers of the Company.
5. The Committee shall review significant modifications to compensation and benefit plans that are required by law and adopted by management. The Committee shall review and make recommendations to the Board for approval of the adoption or termination of significant compensation and benefit plans or significant modifications to such plans.
6. The Committee shall review and approve compensation of all Senior Executive Group members at appropriate time periods, but not less frequently than annually. The Committee shall take into account the CEO's recommendation and evaluation of each individual's performance, the Company's overall performance, comparable compensation paid to similarly-situated executives in comparable companies and adherence to the Company's guiding principles and other factors deemed relevant.
7. The Committee shall approve employment agreements, severance arrangements, retirement arrangements, change in control agreements/provisions, and any special or supplemental benefits or perquisites for Senior Executive Group members.
8. The Committee shall establish such short or long-term incentives or other awards the Committee deems appropriate and determine the attainment of goals and related payouts for incentive awards for the Senior Executive Group.
9. Periodically, the Committee shall review and modify, or make recommendations to the Board regarding, the perquisites and benefits for the CEO and other employees, as appropriate.
10. Periodically, the Committee shall review other cash-only (non-equity) incentive plans that are not subject to approval by shareholders and in which executive officers are not eligible to participate.
11. The Committee shall annually review the potential risk to the Company from its compensation programs and policies, including any incentive plans, and determine whether such programs and policies incentivize unnecessary or excessive risk taking.

#### *Consultants*

12. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. The Committee may select a compensation consultant, legal counsel or other adviser only after taking into consideration all factors relevant to that person's independence from management, including the following:
  - a. The provision of other services to the Company by the adviser's employer;
  - b. The fees received from the Company by the adviser's employer, as a percentage of the total revenue of the employer;

- c. The policies and procedures of the adviser's employer that are designed to prevent conflicts of interest;
- d. Any business or personal relationship of the adviser with a member of the Committee;
- e. Any stock of the Company owned by the adviser; and
- f. Any business or personal relationship of the adviser or the adviser's employer with an executive officer of the Company.

*Other*

13. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's bylaws.

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