



West Pharmaceutical Services, Inc.

Audit Committee Charter

As Restated and Amended December 13, 2016

Purpose

The purpose of the Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") in its oversight of (1) the quality and integrity of the Company's financial statements and the Company's accounting and financial reporting processes and financial statement audits, (2) the independent auditor's qualifications and independence, (3) the performance of the Company's internal audit function and independent auditor, (4) the Company's compliance with ethical policies contained in the Company's Code of Conduct and legal and regulatory requirements and (5) the Company's system of disclosure controls and procedures and internal controls over financial reporting.

The Committee may investigate any matter brought to its attention within the scope of its duties. The Committee may conduct any necessary investigations and retain special legal, accounting or other consultants to advise it in carrying out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for (i) compensation to the independent auditor for the purpose of rendering or issuing an audit report, (ii) payment of compensation to any advisors engaged by the Committee and (iii) any administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

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 law, the Company's Articles of Incorporation and Bylaws.

Membership and Organization

The Committee will consist of no fewer than three directors, each of whom shall meet the Company's Standards of Independence. The members of the Committee will be designated and approved by a majority of the full Board and serve for one-year terms or until their resignation, retirement, or removal by the Board or until their successors are appointed. Each member of the Committee, at all times, shall meet the requirements of the listing standards of the New York Stock Exchange (NYSE) (as may be modified or supplemented), Section 10A(m)(3) of the Securities Exchange Act of 1934 ("Exchange Act"), the rules and regulations of the Securities and Exchange Commission ("SEC") and all other applicable legal requirements. All members shall be financially literate, and at least one member of the Committee shall be an "audit committee financial expert" as defined by the SEC and determined by the Board.

No member of the Committee may be removed by the Board except by majority vote of the independent directors of the full Board then in office. No member of the Committee may serve on the audit committees of more than three public companies without prior approval of a majority of the Board.

The Board shall elect the Chairman of the Committee. Committee members may be replaced by the Board. The Committee may 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, subject to the limitations set forth in this Charter.

Meetings and Procedures

The Committee shall meet as often as it may deem necessary and appropriate in its judgment, and in no event less than once per quarter each year. The Committee shall conduct regular executive sessions. The Committee shall also meet periodically with management, the internal auditors and the independent auditor in separate executive sessions.

The Committee shall: (i) maintain minutes of its meetings and report regularly to the Board; (ii) conduct and present to the Board an annual evaluation of the Committee's own performance; (iii) review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval; (iv) approve the Committee agenda calendar; and (v) review with the Board issues that arise with respect to the quality or integrity of the financial statements.

Authority, Duties and Responsibilities

The following shall be the principal duties and responsibilities of the Audit Committee. These are set forth as a guide with the understanding that the Audit Committee may supplement them as appropriate.

The Audit Committee shall:

Oversight of the Company's Independent Auditor

1. Have the sole authority to appoint or replace the independent auditor (subject, if applicable, to shareholder ratification) and terminate any such engagement if circumstances warrant. The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolving disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report and related work. The independent auditor shall report directly to the Committee. The Committee shall be informed of any disagreements between management and the independent auditor if they arise, and the resolution of such disagreements.
2. Pre-approve all audit services and, to the extent permitted by law, all non-audit services provided by the independent auditors. The Committee may delegate this pre-approval authority to one or more members who shall present their decisions to the full Committee at its next scheduled meeting.
3. Meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit.
4. Review and discuss with the independent auditor the matters required to be discussed by the statement on Auditing Standards No. 16, "Communication with Audit Committees," as then in effect, and other generally accepted auditing standards relating to the conduct of the audit, including: the adoption of,

or changes to, the Company's significant auditing and accounting principles and practices; the management letter provided by the independent auditor and the Company's response to that letter and any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information or personnel.

5. Review and discuss quarterly reports from the independent auditor on:
 - a. all critical accounting policies and practices used;
 - b. all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - c. other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
6. At least annually, obtain and review a written report from the independent auditor regarding (i) the firm's internal quality-control procedures, (ii) any material issues raised by the most recent quality-control review or peer review or Public Company Accounting Oversight Board ("PCAOB") review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years concerning one or more independent audits carried out by the firm, (iii) any steps taken to deal with any such issues and (iv) all relationships, both direct and indirect, between the independent auditor and the Company.
7. On an annual basis, evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and the provision of non-audit services is compatible with maintaining the auditor's independence. The evaluation shall take into account the opinions of management and the internal audit executive. The Committee shall present its conclusions to the Board.
8. Evaluate whether the Company's independent auditors are in compliance with the audit partner rules of the SEC and PCAOB, including applicable rotation requirements.
9. Set clear hiring policies that conform to applicable SEC or other external guidelines for employment by the Company of employees and former employees of the independent auditors. At least annually, receive a report from management on the Company's hiring of former employees of the independent auditors.

Financial Statement and Disclosure Matters

10. Review and discuss management's annual report on the effectiveness of the Company's internal control over financial reporting and the independent auditor's attestation report on the Company's internal control over financial reporting.
11. Prior to filing with the SEC, review and discuss with management and the independent auditor the Company's annual audited financial statements, including management's discussion and analysis of financial condition and results of operations. Discuss other matters with the Company's independent auditors as required by the SEC and, if appropriate, recommend that the audited financial statements be included in the Company's Form 10-K.

12. Prior to filing with the SEC, review and discuss with management and the independent auditor the Company's quarterly financial statements, including management's discussion and analysis of financial condition and results of operations.
13. Review and discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.
14. Review and discuss with management results of operations, earnings guidance and other financial information provided to the public, including quarterly earnings press releases. Review any relevant items with management and the Company's independent auditors prior to release of any such information.
15. Review and discuss with management, the internal auditor and the independent auditor the effect of accounting and regulatory initiatives, as well as off-balance sheet structures, on the Company's financial statements.
16. Review and discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's financial risk-assessment and risk-management policies.
17. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies that raise material issues regarding the Company's financial statements or accounting policies.
18. Review disclosures made to the Committee by the CEO and the CFO during their certification process for the Form 10-Q and Form 10-K about any significant deficiencies in the design or operation of internal controls, any significant deficiencies or material weaknesses in internal controls and any fraud that involves management or other employees who have a significant role in the Company's internal controls.
19. Prepare and approve the content of the Audit Committee report required to be included in the Company's annual proxy statement.
20. At least annually, and at any time there is a proposed change to the Company's hedging strategy, review and approve the Company's hedging policies and strategies.

Oversight of the Company's Internal Audit Function

21. Review the appointment and compensation of the internal audit executive, participate in the performance review of the internal audit executive and participate in the prior review and concurrence with management regarding any change in the internal audit executive. The internal audit executive is accountable to, and shall report directly to, the Audit Committee.
22. Review and approve the annual audit plan and all major changes to the plan.
23. Receive and review significant findings from completed audits (and management's response) and a progress report on the internal audit plan with explanations for any deviations from the original plan.

24. Discuss with the internal audit executive the responsibilities, budget and staffing of the internal audit department and the adequacy and effectiveness of the internal auditing, accounting and financial controls. The Committee shall discuss any recommendation for improvement.

Oversight of the Company's Legal Compliance and Ethics Function

25. Establish procedures for (1) the receipt, retention and treatment of complaints received by the Committee regarding accounting, internal accounting controls, auditing matters, violations of ethical policies contained in the Company's Code of Business Conduct or failure to meet legal and regulatory requirements and (2) the confidential, anonymous submission to the audit committee by employees of concerns regarding questionable accounting or auditing matters, violations of the company's Code of Business Conduct and failure to meet legal and regulatory requirements.
26. Review (i) the Company's Code of Business Conduct and recommend any changes to the Board; (ii) compliance with all applicable laws, rules and regulations of any governmental entity or securities exchange; and (iii) reports from management, the compliance officer and the Company's internal audit executive and the independent auditor relating to the Company's conformity with applicable legal and regulatory requirements and its Code of Business Conduct.
27. Consider, discuss and, as appropriate, grant requested waivers from the Company's Code of Business Conduct brought to the Committee, though the Committee may defer to the Board any decision with respect to any waiver request.

Other Matters

28. Review with the Company's general counsel legal matters that may have a material impact on the financial statements.
29. Periodically review the Company's policies and procedures with respect to the security of the electronic and digital infrastructure employed by the Company in the conduct of its business.

Statement of Policy

While the Committee has the responsibilities, duties and powers set forth in this Charter, the Committee does not plan or conduct audits or determine that the Company's financial statements are complete and accurate and in accordance with GAAP and applicable rules and regulations. This is the responsibility of the independent auditors and management.