



West Pharmaceutical Services, Inc. Compensation Committee Charter

As Amended December 13, 2016

Purpose

The Compensation Committee (the "Committee") is appointed by the Board of Directors to discharge the Board's responsibilities relating to compensation of the Company's Chief Executive Officer ("CEO") and other elected officers. The Committee has overall responsibility for evaluating and approving all compensation plans, policies and programs of the Company as they affect elected officers.

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.

Committee Membership

The members of the Committee will be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Board shall appoint one member of the Committee as Committee Chairman. Committee members may be replaced by the Board. The Committee shall consist of no fewer than three members. The members 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).

Procedures

The Committee shall meet as often as necessary to carry out its responsibilities, but not less than three times per year. The Committee may request any officer or employee of the Company to attend a meeting of the Committee or to meet with any compensation or other consultant to the

Committee. After the Committee meets or otherwise takes action, it shall, as soon as practical, make a report of its activities at a meeting of the Board.

The Committee may form and delegate any of its responsibilities to subcommittees or members as the Committee may deem necessary or appropriate.

Committee Responsibilities and Authority

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.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors. The Committee shall annually evaluate its own performance and share the evaluation with the Board of Directors.

Compensation Oversight

1. Periodically, the Committee shall review the compensation strategy of the Company and its effect on the achievement of Company goals and compensation philosophy. The Committee shall annually review the compensation of the CEO and other elected corporate officers. The Committee shall review market and industry data as it deems necessary for evaluating compensation.
2. 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. Equity grants shall be made in accordance with the Committee's separate equity grant policy, as amended from time-to-time. 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.
3. The Committee shall establish and periodically review stock-ownership guidelines for officers of the Company.
4. The Committee shall review and make recommendations to the Board for approval with respect to the adoption, modification or termination of significant compensation and benefit plans.

Executive Compensation

5. Annually, if not more frequently, the Committee shall set the compensation of the CEO and other executive officers, awarding where appropriate 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. In determining the long-term incentive component of executive officers' compensation, the Committee will consider such factors as:

- a. the Company's performance and relative shareholder return;
- b. the value of similar incentive awards to CEOs and officers at comparable companies;
- c. the awards given to the Company's CEO and executive officers in past years; and
- d. the adherence by the CEO and executive management to the Company's guiding principles and core values.

As called for by the listing standards of the New York Stock Exchange, the Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and, after consulting with the Board, approve the CEO's compensation. The Committee shall review annually with the CEO his recommendations for the compensation of other employees, as appropriate.

6. 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.
7. 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.
8. Review the risk assessment prepared by the Company with regard to the Company's compensation policies and practices.

Consultants

9. 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 amount of 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

- 10. 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.