



## **West Pharmaceutical Services, Inc.**

### **Finance Committee Charter**

*Approved by the Board of Directors on May 3, 2016*

#### **Purpose**

The purpose of the Finance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) by:

- a. Reviewing proposals made by Management and recommending to the full Board:
  - i. The optimal capital structure of the Company and adjustments thereto; and
  - ii. The manner in which capital is allocated and deployed by the Company;both to be undertaken to ensure consistency of the same with the Company’s Strategic Business Plan and the requirements of the Company’s business.
- b. Analyzing and making recommendations to the full Board with respect to potential opportunities for business combinations, acquisitions, mergers, dispositions, divestitures and similar strategic transactions involving the Company, for each contemplated investment that exceeds the threshold requiring Board approval pursuant to the Company’s authority levels (collectively, “Strategic Transactions”).
- c. Ensuring all Strategic Transactions are in alignment with the Company’s Strategic Business Plan.
- d. Approving and overseeing the process of reviewing, negotiating, consummating and/or integrating potential Strategic Transactions involving the Company.

#### **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 full Board and shall serve for a one-year term or until their resignation, retirement, or removal by the Board or until their successors shall be appointed. 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 Chair 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.

### **Meetings 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 Chair 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 of the Committee, 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 shall have the power and authority to perform the following duties and fulfill the following responsibilities:

- a. Review and recommend to the full Board the Company's capital structure and capital deployment policies, long- and short-term debt levels, dividend policy, issuances of securities, share repurchase programs and other financial matters deemed appropriate by the Board.
- b. Review and recommend to the full Board for approval the Company's annual operations and capital budgets.
- c. Ensure that Company management refreshes the Strategic Business Plan not less often than every three years.
- d. Review and provide recommendations to the full Board regarding the financial aspects of Strategic Transactions as well as assess and recommend to the Board financing sources for Strategic Transactions.

- e. Review and approve the Company's M&A policies and procedures as well as adjustments thereto from time to time.
- f. Ensure that, with respect to any Strategic Transaction which the Company desires to undertake and which has as a material element thereof the acquisition or divestiture of technology, the Innovation and Technology Committee of the Board has had an opportunity to review the same and supports the desired action of the Company.
- g. Confirm that Management has in place for each Strategic Transaction an integration planning process, and ensures that Management regularly reports to the full Board on the progress of integration activities following a Strategic Transaction. Evaluate the execution, financial results and integration of completed Strategic Transactions.
- h. Review and recommend to the full Board binding letters of intent, indications of interest, memoranda of understanding or any other commitments relating to Strategic Transactions.
- i. Recommend to the full Board for its approval the selection and engagement of investment bankers or other advisors in connection with Strategic Transactions and subject to and in accordance with the Company's relevant Authority Levels.
- j. Approve the Company's investment guidelines for investment of cash and cash equivalents, and monitor the implementation of these guidelines.
- k. Review and recommend to the full Board for its approval material loans, financing arrangements, credit lines, guarantees and letters of credit ("Facilities") including without limitation the financial terms under which Facilities are entered into, and the terms and conditions of agreements, undertakings, obligations and commitments by which such Facilities are administrated.
- l. Review and recommend to the full Board for its approval the issuance of the Company's capital and debt instruments (convertible and non-convertible).
- m. Consult with and advise management on levels of approval authority for financial commitments involving the Company and make recommendations to the Board regarding any changes to such levels.

### **Advisors**

The Committee shall have authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses, including expenditures for external resources that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have authority to require that any of the Company's personnel, counsel, accounting advisors or investment bankers, or any other consultant or advisor to the Company, attend any

meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other advisors or consultants.