



West Pharmaceutical Services, Inc.

Innovation and Technology Committee Charter

As Amended February 13, 2018

Purpose

The Innovation and Technology Committee is appointed by the Board of Directors (“Board”) for the primary purpose of overseeing and providing counsel on matters pertaining to technology and commercial innovation.

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. Committee members 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. The Committee shall elect a Chairperson 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 semi-annually. A majority of the members of the Committee shall constitute 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.
- b. The Chairperson 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 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 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 Innovation and Technology Committee shall have the following authority, duties and responsibilities:

1. Review, evaluate and make recommendations to the Board on major strategies and other subjects relating to:
 - a. The Company's approach to technical and commercial innovation;
 - b. The innovation development, technology acquisition and decision-making process to assure ongoing growth; and
 - c. The effectiveness of the Company's technological efforts and investments in developing new products and businesses.
2. Assist the Board in making well-informed choices about investments in new technology.
3. Review and discuss significant emerging technology issues and trends that may affect the Company, its business and strategy direction.
4. Annually review progress on major innovation and technological programs.
5. Periodically review the Company's overall patent strategies.
6. Management is to present to the Committee and the Committee is to review significant technologies associated with M&A and other strategic transactions Management proposes to undertake. The Committee's review is to focus on whether the technology at issue supports or is in alignment with the Company's Enterprise Strategic Plan or otherwise represents an attractive business opportunity. The Committee is to report to the Board its conclusions.
7. Periodically review the manner in which the Innovation and Technology function is structured and resourced by the Company.

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.