



Related Party Transaction Policy and Procedures

As Revised October 7, 2011

POLICY

It is policy of the Board of Directors of West Pharmaceutical Services, Inc. (the "*Company*") that all Related Party Transactions, as that term is defined below, shall be subject to approval or ratification in accordance with the procedures set forth below.

PROCEDURES

A. Notice of Potential Transactions

Prior to entering into a proposed Related Party Transaction, the Related Party shall notify the General Counsel of the facts and circumstances of the proposed transaction, including:

- (1) the Related Party's relationship to the Company and the interest in the transaction;
- (2) the material facts of the proposed transaction, including, the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved;
- (3) the benefits to the Company of the proposed transaction;
- (4) if applicable, the availability of other sources of comparable products or services; and
- (5) an assessment of whether the proposed transaction is on terms that are comparable to terms available to an unrelated third party.

If the General Counsel determines that the proposed transaction constitutes a Related Person Transaction, the Related Party Transaction will be referred to the Nominating and Corporate Governance Committee for review and approval at the next meeting.

B. Review and Approval of Related Party Transactions

The Nominating and Corporate Governance Committee shall review the material facts of all Related Party Transactions that require the Committee's approval and either approve or disapprove of the entry into the Related Party Transaction, subject to the exceptions described below. If advance Committee approval of a Related Party Transaction is not feasible, then the Related Party Transaction will be considered and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting. In determining whether to approve or ratify a Related Party Transaction, the Committee shall take into account, among other factors it deems appropriate, whether the Related Party Transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the Related Party's interest in the transaction.

The Nominating and Corporate Governance Committee has reviewed the Related Party Transactions described below in “Standing Pre-Approval for Certain Related Party Transactions” and determined that each of them will be deemed to be pre-approved or ratified (as applicable) by the Committee under the terms of this policy.

In connection with each regularly scheduled meeting of the Committee, a summary of each Related Party Transaction deemed pre-approved pursuant to paragraph (3) or (4) under “Standing Pre-Approval for Certain Related Party Transactions” below will be provided to the Committee for its review.

No director may participate in any discussion or approval of a Related Party Transaction for which he or she is a Related Party, except that the director must provide all material information concerning the Related Party Transaction to the Committee. If a Related Party Transaction will be ongoing, the Committee may establish guidelines for the Company’s management to follow in its ongoing dealings with the Related Party. Thereafter, the Nominating and Corporate Governance Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to see that they are in compliance with the Committee’s guidelines and that the Related Party Transaction remains appropriate.

C. Definitions

“*Related Party Transaction*” means any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000 in any calendar year, and in which any Related Party had, has or will have a direct or indirect material interest (other than solely as a result of being a director or a less than 10% beneficial owner of another entity).

A “*Related Party*” is any:

- (a) person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
- (b) person who is known to be the beneficial owner of more than 5% of any class of the Company’s voting securities;
- (c) immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and
- (d) firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.

D. Standing Pre-Approval For Certain Related Party Transactions

The Nominating and Corporate Governance Committee has reviewed the types of Related Party Transactions described below and determined that each of the following Related Party Transactions will be deemed to be pre-approved by the Committee, even if the aggregate amount involved will exceed \$120,000.

1. Employment of executive officers. Any employment by the Company of an executive officer of the Company so long as:

- (A) the related compensation is required to be reported in the Company's proxy statement under Item 402 of Regulations S-K as promulgated by the Securities and Exchange Commission ("SEC"), which is generally applicable to "named executive officers"; or
- (B) the executive officer is not an immediate family member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of Regulations S-K if the executive officer was a "named executive officer," and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.
2. Director compensation. Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under Item 402 of Regulations S-K.
 3. Certain transactions with other companies. Any transaction with another company at which a Related Party's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of \$1,000,000 and 2% of that company's total annual revenues.
 4. Certain Company charitable contributions. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Party's only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not exceed the lesser of \$1,000,000 and 2% of the charitable organization's total annual receipts.
 5. Transactions where all shareholders receive proportional benefits. Any transaction where the Related Party's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis (e.g. dividends).
 6. Transactions involving competitive bids. Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids.
 7. Certain banking-related services. Any transaction with a Related Party involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.