



West Pharmaceutical Services, Inc.

Nominating and Corporate Governance Committee Charter

As Amended July 16, 2019

Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") is to assist the Board of Directors (the "Board") by:

- (a) identifying qualified individuals to serve as Board members, consistent with criteria approved by the Board;
- (b) recommending to the Board the director nominees to fill vacancies on the Board and to stand for election at the next annual meeting of shareholders;
- (c) recommending to the Board candidates for election as officers of the Company;
- (d) determining the appropriate size and composition of the Board and its committees;
- (e) overseeing and evaluating a process to assess Board effectiveness; and
- (f) considering matters of corporate governance, including developing and recommending to the Board a set of effective corporate governance principles applicable to 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 and chair 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. Each member of the Committee, at all times, shall meet the independence requirements of the listing standards of the New York Stock Exchange and all other applicable legal requirements. 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 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 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:

Recruitment and Nomination of Directors and Committee Members

1. Develop and submit to the Board for its adoption a list of selection criteria, consistent with the Company's corporate governance principles and procedures, to be used by the Committee for the selection of new directors to serve on the Board.
2. Identify, review, evaluate and recommend candidates who meet the Board's qualifications for directors to fill vacancies or new positions on the Board, and recommend to the Board the slate of nominees to stand for election, or re-election, as applicable, by the Company's shareholders at the Annual Meeting of Shareholders.
3. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible director candidates and whether a candidate has special interests or a specific agenda that would impair the candidate's ability to effectively represent the interests of all shareholders.
4. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers.
5. Review and evaluate candidates submitted by shareholders for election to the Board in accordance with the notice provisions and procedures set forth in the Company's Bylaws. The Committee's review and evaluation shall be consistent with the Board's adopted qualifications for directors.
6. Recommend to the Board (a) the assignments of directors to serve on each Board committee, (b) the chairs of each Board committee, and (c) the chair of the Board of Directors or lead independent director, as appropriate. The Committee shall review and recommend committee assignments annually and shall recommend additional committee members to fill vacancies as needed.

Corporate Governance

7. Review periodically important issues and developments outside of the Company that are related to corporate governance.

8. Review the adequacy of the Articles of Incorporation and Bylaws of the Company and recommend to the Board, as conditions dictate, that the Board propose amendments to the Articles of Incorporation and Bylaws for consideration by the shareholders.
9. Develop, recommend, oversee the implementation of, and monitor compliance with, the Company's corporate governance principles and procedures. The Committee shall ensure that the Company's corporate governance principles and procedures are in compliance with the rules of the New York Stock Exchange or any other applicable requirements. The Committee shall make recommendations to the Board regarding any activities not in compliance with the Company's corporate governance principles, procedures and practices, and it shall recommend changes to such principles, procedures and practices as the Committee deems appropriate.
10. Review on an annual basis and, if advisable, make recommendations to the Board regarding the size, composition and structure of the Board and each of its committees, and the compensation of directors, which may include:
 - a. Qualifications for committee membership, and the structure, operations, duties and powers of board committees in light of the needs of the Board and Company objectives;
 - b. Any term limits for directors and committee members, and whether or not the Board should be classified according to terms;
 - c. Director retirement policies, including but not limited to, term limits or age limits;
 - d. Whether there should be a policy of periodic rotation of directors among the committees, and any limitations on the number of consecutive years a director should serve as a member of any one board committee;
 - e. Compensation and benefits for non-employee directors, including equity-based compensation, director fees and other compensation plans and programs;
 - f. Any limitations or restrictions regarding serving on boards of directors or similar boards for entities other than the Company; and
 - g. The format of board meetings.
11. Oversee the establishment of the Board's policies and procedures for shareholder communications with the Board and establish, maintain and disclose a method for interested parties to communicate directly with the Chair of the Committee so that such parties may make any concerns known to the Independent Directors.

Other Areas of Responsibility and Authority

12. Recommend to the Board candidates for election as officers of the Company.
13. Oversee the evaluation of the Board and its committees, which may include developing and recommending an annual self-evaluation process.
14. Determine requirements for director orientation and training and means for additional director education.
15. Sole authority to retain and terminate any search firm to be used to identify director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve the related fees and other retention terms, at the Company's expense.

16. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.