

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-K**

**(Mark One)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2023

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 1-8036

**WEST PHARMACEUTICAL SERVICES, INC.**  
(Exact name of registrant as specified in its charter)

**Pennsylvania**

(State or other jurisdiction of incorporation or organization)

**23-1210010**

(I.R.S. Employer Identification Number)

**530 Herman O. West Drive, Exton, PA**  
(Address of principal executive offices)

**19341-1147**

(Zip Code)

Registrant's telephone number, including area code: **610-594-2900**

**Securities registered pursuant to Section 12(b) of the Act:**

**Title of each class**  
Common Stock, par value \$.25 per share

**Trading Symbol**

WST

**Name of each exchange on which registered**

New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act:** None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any such corrections are restatements that triggered a compensation recovery analysis during the fiscal year.

The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2023 was approximately \$28.2 billion based on the closing price as reported on the New York Stock Exchange.

As of January 25, 2024, there were 73,299,296 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

**Document**

**Parts Into Which Incorporated**

Part III

Proxy Statement for the 2024 Annual Meeting of Shareholders to be filed not later than 120 days after the end of the fiscal year covered by this Form 10-K.

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**PART I**

Unless otherwise indicated, or the context otherwise requires, references in this report to “the Company,” “we,” “us,” “our” and “West” refer to West Pharmaceutical Services, Inc. and its majority-owned subsidiaries.

All trademarks and registered trademarks used in this report are our property, either directly or indirectly through our subsidiaries, unless noted otherwise. Daikyo Crystal Zenith® (“Crystal Zenith”) is a registered trademark of Daikyo Seiko, Ltd. (“Daikyo”).

Throughout this report, references to “Notes” refer to the Notes to Consolidated Financial Statements included in Part II, Item 8 of this Annual Report on Form 10-K (“Form 10-K”), unless otherwise indicated.

Information in this Form 10-K is current as of February 20, 2024, unless otherwise specified.

## **ITEM 1. BUSINESS**

### **General**

We are a leading global manufacturer in the design and production of technologically advanced, high-quality, integrated containment and delivery systems for injectable drugs and healthcare products. Our products include a variety of primary proprietary packaging, containment solutions, reconstitution and transfer systems, and drug delivery systems, as well as contract manufacturing, analytical lab services and integrated solutions. Our customers include leading biologic, generic, pharmaceutical, diagnostic, and medical device companies in the world. Our top priority is delivering quality products that meet the exact product specifications and quality standards customers require and expect. This focus on quality includes a commitment to excellence in manufacturing, scientific and technical expertise and management, which enables us to partner with our customers in order to deliver safe, effective drug products to patients quickly and efficiently.

### **Business Segments**

Our business operations are organized into two global business segments, Proprietary Products and Contract-Manufactured Products.

#### *Proprietary Products Segment*

Our Proprietary Products reportable segment offers proprietary packaging, containment solutions and drug delivery systems, along with analytical lab services and other integrated services and solutions, primarily to biologic, generic and pharmaceutical drug customers. Our packaging products include stoppers and seals for injectable packaging systems, which are designed to help ensure drug compatibility and stability with active drug products, while also supporting operational efficiency for customers. These packaging products also include syringe and cartridge components, including custom solutions for the specific needs of injectable drug applications, as well as administration systems that can enhance the safe delivery of drugs through advanced reconstitution, mixing and transfer technologies. We also provide films, coatings, washing, vision inspection and sterilization processes and services to enhance the quality of our packaging products and mitigate the risk of contamination and compatibility issues.

This segment's product portfolio also includes drug containment solutions, including Crystal Zenith, a cyclic olefin polymer, in the form of vials, syringes and cartridges. These products can provide a high-quality solution to glass incompatibility issues and can stand up to cold storage environments, while reducing the risk of breakage that exists with glass. In addition, we offer a variety of self-injection devices, designed to address the need to provide at-home delivery of injectable therapies. These devices are patient-centric technologies that are easy-to-use and can be combined with connected health technologies that have the potential to increase adherence.

In addition to our Proprietary Products product portfolio, we provide our customers with a range of integrated solutions, including analytical lab services, pre-approval primary packaging support and engineering development, regulatory expertise, and after-sales technical support. Offering the combination of primary proprietary packaging components, containment solutions, and drug delivery devices, as well as a broad range of integrated services, helps to position us as a leader in the integrated containment and delivery of injectable medicines.

This reportable segment has manufacturing facilities in North and South America, Europe, and Asia, with affiliated companies in Mexico and Japan. Please refer to Item 2, [Properties](#), for additional information on our manufacturing and other sites.

#### **Contract-Manufactured Products Segment**

Our Contract-Manufactured Products reportable segment serves as a fully integrated business, focused on the design, manufacture, and automated assembly of complex devices, primarily for pharmaceutical, diagnostic, and medical device customers. These products include a variety of custom contract-manufacturing and assembly solutions, which use technologies such as multi-component molding, in-mold labeling, ultrasonic welding, clean room molding and device assembly. We manufacture customer-owned components and devices used in surgical, diagnostic, ophthalmic, injectable, and other drug delivery systems, as well as consumer products.

We have vast expertise in product design and development, including in-house mold design, process design and validation and high-speed automated assemblies.

This reportable segment has manufacturing operations in North America and Europe. Please refer to Item 2, [Properties](#), for additional information on our manufacturing and other sites.

#### **International**

We have significant operations outside of the United States (“U.S.”), which are managed through the same business segments as our U.S. operations – Proprietary Products and Contract-Manufactured Products. Sales outside of the U.S. accounted for 58.0% of our net sales in 2023.

Although the general business processes are similar to the domestic business, international operations are exposed to additional risks. These risks include currency fluctuations relative to the U.S. Dollar (“USD”), multiple tax jurisdictions and, particularly in South America, Eastern Europe, Israel, China and the Middle East, uncertain or changing regulatory regimes, or political and social issues, which could destabilize local markets and affect the demand for our products.

See further discussion of our international operations, the risks associated with our international operations, and our attempt to minimize some of these risks in Part I, Item 1A, [Risk Factors](#); Part II, Item 7, [Management's Discussion and Analysis of Financial Condition and Results of Operations](#) under the caption *Financial Condition, Liquidity and Capital Resources*; Part II, Item 7A, [Quantitative and Qualitative Disclosures About Market Risk](#); Note 1, [Basis of Presentation and Summary of Significant Accounting Policies](#) under the captions *Financial Instruments* and *Foreign Currency Translation*; and Note 11, [Derivative Financial Instruments](#).

#### **Raw Materials**

We use three basic raw materials in the manufacture of our products: elastomers, aluminum and plastic. Elastomers include both synthetic and natural materials. We currently have access to adequate supplies of these raw materials to meet our production needs through agreements with suppliers. We are required to carry significant amounts of inventory to meet customer requirements. In addition, some of our supply agreements require us to purchase inventory in bulk orders, which increases inventory levels but decreases the risk of supply interruption.

We employ a supply chain management strategy in our business segments, which involves purchasing from integrated suppliers that control their own sources of supply. Due to regulatory control over our production processes, sole source availability, and the cost and time involved in qualifying suppliers, we rely on single-source suppliers for many critical raw materials. We generally purchase certain raw materials in the open market and therefore the results of our operations may be affected by price fluctuations. This strategy increases the risk that our supply chain may be interrupted in the event of a supplier production or distribution problem. These risks are managed, when and where possible, by selecting suppliers with multiple manufacturing sites, rigorous quality control systems, surplus inventory levels and other methods of maintaining supply in case of an interruption in production or distribution. Heightened inflation may result in unfavorable conditions, inclusive of an increase in raw material cost. To date, we have been able to manage these conditions without significant disruption to our business.

While we work closely with our suppliers, no assurance can be given that these efforts will be successful, and there may be events that cause supply interruption, reduction or termination that adversely impact our ability to manufacture and sell certain products. See further discussion of the risks related to the supply chain and raw materials in Item 1A. [Risk Factors](#).

#### **Intellectual Property**

Our intellectual property, including patents, patent applications, trademarks, copyrights, know-how and trade secrets, is important to our business. We own or license intellectual property rights, including know-how and issued patents and pending patent applications in the U.S. and in other countries, that relate to various aspects of our business. In 2023, more than 190 patents were issued to West across the globe. Certain key value-added and proprietary products and processes are exclusively licensed from Daikyo. We believe, however, that neither our business nor any business segment is wholly dependent on a single intellectual property asset, license, or technology, by itself.

#### **Government Regulation**

Our business activities are global and are subject to various federal, state, local, and foreign laws, rules, and regulations to healthcare, environmental protection, occupational health and safety, anti-corruption, export control, product safety and efficacy, employment, privacy and other areas. The design, development, manufacturing, marketing and labeling of certain of our products and our customers' products that incorporate our products are subject to regulation by governmental authorities in the U.S., Europe and other countries, including the U.S. Food and Drug Administration ("FDA"), the European Medicines Agency and the National Medical Products Administration (China). Regulatory authorities, including regulatory review and oversight, can impact the time and cost associated with the development and continued availability of our products, and they have the authority to take various administrative and legal actions against West. Compliance with existing and forthcoming laws and regulations can be costly and time consuming, and may require changes to our information technologies, systems and practices.

Changes in tax policy or trade regulations, or the imposition of new tariffs on imported products, could have an adverse effect on our business and results of operations. Compliance with these laws, rules and regulations did not require material capital expenditures in 2023 and is not expected to have a material effect on our capital expenditures, results of operations and competitive position in 2024 as compared to prior periods. For more information on the potential impacts of government regulations affecting our business, see "Item 1A. [Risk Factors](#)". There were no required material capital expenditures for adherence to our government-led regulatory standards in our facilities in 2023 outside the normal course of business, and there are currently no needed or planned material expenditures for 2024.

West is also subject to various federal and state laws, and laws outside the United States, concerning fraud and abuse, global anti-corruption, and export control. Many of the agencies enforcing these laws have increased their enforcement actions with respect to healthcare manufacturers in recent years. We remain committed as a company to comply with all laws and regulations applicable to our business.

#### **Environmental Regulations**

We are subject to various national, state and local provisions regulating the discharge of materials into the environment or otherwise relating to the protection of the environment. Our compliance with these laws and regulations has not had a material impact on our financial position, results of operations or cash flows. There were no required material capital expenditures for environmental controls in our facilities in 2023 and there are currently no needed or planned material expenditures for 2024.

## **Marketing**

Our Proprietary Products customers primarily include many of the major biologic, generic, and pharmaceutical drug companies in the world, which incorporate our components and other offerings into their injectable products for distribution to the point of care and ultimate end-user, the patient. Our Contract-Manufactured Products customers include many of the world's largest pharmaceutical, diagnostic, and medical device companies. Contract-Manufactured Products components generally are incorporated into our customers' manufacturing lines for further processing or assembly. Our products and services are sold and distributed primarily through our own sales force and distribution network, with limited use of contract sales agents and regional distributors.

Our ten largest customers accounted for 41.4% of our consolidated net sales in 2023, and one of these customers, individually accounted for more than 10% of consolidated net sales, at 10.9% or \$322.1 million, contributing to net sales in both the Proprietary and Contract Manufacturing reporting segments. Please refer to Note 3, [Revenue](#), and Note 19, [Segment Information](#), for additional information on our consolidated net sales.

## **Competition**

With our range of proprietary technologies, we compete with several companies across our Proprietary Products product lines. Competition for these components is based primarily on product design and performance, quality, regulatory compliance, and scientific expertise, along with total cost.

In addition, there are a number of competitors supplying medical devices and medical device components, including a number of pharmaceutical manufacturers who are also potential customers of our medical devices and components. We compete in this market on the basis of our reputation for quality and reliability in engineering and project management, as well as our knowledge of, and experience in, compliance with regulatory requirements.

We have specialized knowledge of container closure components, which is integral to developing delivery systems. With our range of proprietary technologies, we compete with new and established companies in the area of drug delivery devices, including suppliers of prefilled syringes, auto-injectors, safety needles, and other proprietary systems.

We seek to differentiate ourselves from our competition by serving as a global supplier of integrated drug containment and delivery systems that can provide pre-approval primary packaging support and engineering development, analytical lab services and integrated solutions, regulatory expertise, and after-sale technical support. Customers also appreciate the global scope of our manufacturing capability and our ability to produce many products at multiple sites.

Our Contract-Manufactured Products business operates in very competitive markets for its products. The competition varies from smaller regional companies to large global assembly manufacturers. Given the cost pressures they face, many of our customers look to reduce costs by sourcing from low-cost locations. We seek to differentiate ourselves by leveraging our global capabilities and reputation and by employing new technologies such as high-speed automated assembly, insert-molding, multi-shot precision molding, and expertise with multiple-piece closure systems.

## **Research and Development Activities**

We maintain our own research-scale production facilities and laboratories for developing new products and offer contract engineering design and development services to assist customers with new product development. Our quality control, regulatory and laboratory testing capabilities are used to ensure compliance with applicable manufacturing and regulatory standards for primary and secondary pharmaceutical packaging components and drug delivery systems. Technological advances and scientific discoveries have accelerated the pace of change in primary packaging, drug delivery and administration technologies.

Commercial development of our new products and services for medical and pharmaceutical applications commonly requires several years. New products that we develop may require separate approval as medical devices, and products that are intended to be used in the packaging and delivery of pharmaceutical products are subject to both customer acceptance of our products and regulatory approval of the customer's products following our development period.

We continue to pursue strategic initiatives in drug containment components, integrated drug containment systems, novel drug delivery devices, novel therapeutic experiences and administration systems.

We also continue to seek new innovative opportunities for acquisition, licensing, partnering or development of products, services and technologies.

#### **Human Capital Management**

##### ***Our People***

As of December 31, 2023, we employed approximately 10,600 people, excluding contractors and temporary workers, in our operations throughout the world. During 2023, West hired approximately 2,100 new team members and experienced an attrition rate of approximately 21%. The following table presents the approximate percentage of our employees by region:

North America	44%
Europe	40%
Asia Pacific	13%
South America	3%
Total	100%

As of December 31, 2023, the following table presents the approximate percentage of our employees by business unit:

Global Operations	84%
Corporate	5%
Sales and Marketing	4%
Digital & Technology (D&T)	4%
Research & Development	3%
Total	100%

As of December 31, 2023, we had the following global gender demographics:

	<b>Men</b>	<b>Women</b>
West Global Employees	64%	36%

##### ***Diversity, Equity and Inclusion***

We actively foster an inclusive and collaborative culture and positive employee experiences for our team members where different views and perspectives are welcomed and valued at West. We are convinced that this approach brings forth innovation, learning and growth for our team members on a global basis. The Chief Executive Officer ("CEO") and the executive team members review diversity, equity and inclusion objectives throughout the year to ensure continuous focus and drive improvement. As of December 31, 2023, four out of the ten members of West's Leadership Team are women, while six out of the ten members are women and/or people of color.

### ***Training, Compliance and Talent Development***

We strongly encourage our team members to engage in continuous learning and provide development opportunities to strengthen individual skills and gain new experiences with the goal to build talent from within. We offer resources such as our tuition reimbursement program and our online learning catalog, with approximately 43,000 courses available. We centrally manage and organize on-the-job training, instructor-led trainings and online trainings in many different languages and topics through our global Learning Management System.

Our team members live our values (Passion for Customer, Leadership in Quality and One West Team) as they work together to support our mission to improve patients' lives. West's Code of Conduct, available in multiple languages on westpharma.com, provides guidance to our team members on appropriate and ethical conduct. Every team member is required to undergo Code of Conduct and mutual respect in the workplace training annually.

Our focus on talent acquisition, performance management, resource planning and leadership assessment are strongly aligned with our diversity, equity and inclusion strategies. We understand that diversity leads to greater innovation, more opportunities, better access to talent and stronger business performance.

### ***Compensation and Benefits***

West is committed to providing fair and competitive compensation and benefits programs to attract, retain and reward high-performing team members at all levels. We offer a comprehensive total rewards program to support the health, financial and home-life needs of our team members. Total Rewards at West are defined as the value of the Compensation and Benefits programs offered to employees, which aim to reflect the value of the job and the contribution of the individual, while linking employees' performance to business and personal results. Based on country of employment, West may provide health care and retirement savings programs as well as paid time off, flexible work schedules, a Global Employee Assistance Program and an Employee Stock Purchase Program.

### ***Health, Safety and Wellness***

The health and safety of our team members has always been both a top priority and a cultural value. West's commitment to the safety of our teams starts at the top and is driven throughout our business by every level of management and by every team member across the globe. West has a Health, Safety, and Environment ("HSE") Governance Council consisting of West Leadership Team members and executive operations leaders to monitor and support our HSE process. West's global HSE team is also a critical component in leading the safety efforts at our sites. Each manufacturing location has dedicated and trained HSE professionals, responsible for general safety oversight and regulatory compliance at the site. Our Recordable Injury Rate in 2023 was 0.74 per 100 employees. Our HSE and employee well-being can also be seen in our focus on quality implementation of proactive Leading Indicator programs and metrics to drive improved Lagging Indicator performance.

#### **Environmental, Social and Governance (“ESG”) Commitment**

West has been committed to ESG topics for many years. During 2023, we continued to increase internal and external awareness of our ESG commitment by expanding our education and communication regarding our ESG program and initiatives and more closely integrating ESG considerations into our business processes. Our ESG program includes a senior-level cross-functional ESG team which has been working with executive leadership, our board and other stakeholders to enhance our ESG framework and ensure alignment with our corporate mission, vision and values. Our long-term strategic priorities include focus on talent attraction, retention and engagement (including efforts to increase the diversity, equity and inclusivity of our workforce to reflect the communities in which we live and work); a climate and greenhouse gas (“GHG”) reduction strategy that incorporates renewable energy and reduced absolute and intensity emissions; developing a more sustainable and responsible supply chain; research and development that focuses on issues of sustainability including secondary packaging, beneficial reuse and recyclability; and, reduction of waste and water in our operational processes. These areas of focus are in addition to our commitments to safety, quality, business continuity, as well as business compliance and integrity. Additionally, our philanthropic programs are an essential element of our corporate citizenship especially as we focus on the areas of children’s health; access to healthcare; and science, technology, engineering and math education. We are also expanding our philanthropic scope to include more sustainability related initiatives. We solicit input from our employees on ways to improve in these and other ESG areas and see continued progress in these areas as critical to maintaining an engaged and responsible workforce.

#### **Available Information**

We maintain a website at [www.westpharma.com](http://www.westpharma.com). Our Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”) are available on our website under the *Investors - Financial* caption as soon as reasonably practical after we electronically file the material with, or furnish it to, the U.S. Securities and Exchange Commission (“SEC”). These filings are also available to the public over the Internet at the SEC’s website, [www.sec.gov](http://www.sec.gov).

In Part III of this Form 10-K, we incorporate by reference certain information from parts of other documents filed with the SEC and from our Proxy Statement for the 2024 Annual Meeting of Shareholders (“2024 Proxy Statement”), which will be filed with the SEC within 120 days following the end of our 2023 fiscal year. Our 2024 Proxy Statement will be available on our website under the caption *Investors - Financial - Annual Reports & Proxy* when complete.

Information about our corporate governance, including our Corporate Governance Principles and Code of Conduct, as well as information about our Directors, Board Committees, Committee Charters, and instructions on how to contact the Board, is available on our website under the *Investors - Corporate Governance* heading. We intend to make any required disclosures regarding any amendments of our Code of Conduct under the caption *Investors - Corporate Governance* on our website. Information relating to the West Pharmaceutical Services Dividend Reinvestment Plan is also available on our website under the *Investors - Transfer Agent* caption.

Information on our website does not constitute part of this document.

We will provide any of the foregoing information without charge upon written request to our Corporate Secretary, West Pharmaceutical Services, Inc., 530 Herman O. West Drive, Exton, PA 19341.

## **ITEM 1A. RISK FACTORS**

Investing in our common stock involves a high degree of risk. You should consider and carefully read all of the risks and uncertainties described below, as well as other information included in this Annual Report and in our other public filings. The risks described below are not the only ones facing us. The occurrence of any of the following risks or additional risks and uncertainties not presently known to us or that we currently believe to be immaterial could materially and adversely affect our business, financial condition or results of operations. In such case, the trading price of our common stock could decline, and you may lose all or part of your original investment. This Form 10-K also contains forward-looking statements and estimates that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of specific factors, including the risks and uncertainties described below.

*Our disclosure and analysis in this Form 10-K contains some forward-looking statements that are based on management's beliefs and assumptions, current expectations, estimates and forecasts. We also provide forward-looking statements in other materials we release to the public as well as oral forward-looking statements. Such statements give our current expectations or forecasts of future events. They do not relate strictly to historical or current facts. We have attempted, wherever possible, to identify forward-looking statements by using words such as "estimate," "expect," "intend," "believe," "plan," "anticipate" and other words and phrases of similar meaning. In particular, these include statements relating to future actions, business plans and prospects, new products, future performance or results of current or anticipated products, sales efforts, expenses, interest rates, foreign-exchange rates, economic effects, the outcome of contingencies, such as legal proceedings, and financial results.*

*Many of the factors that will determine our future results are beyond our ability to control or predict. Achievement of future results is subject to known or unknown risks or uncertainties, including, without limitation, the risks set forth below. Therefore, actual results could differ materially from past results and those expressed or implied in any forward-looking statement. You should bear this in mind as you consider forward-looking statements.*

*Unless required by applicable securities law, we undertake no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. We also refer you to further disclosures we make on related subjects in our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K to the SEC.*

### **Global and Economic Risks**

#### **Global economic conditions, including inflation and supply chain disruptions, could continue to adversely affect our operations.**

General global economic downturns and macroeconomic trends, including heightened inflation, capital market volatility, interest rate and currency rate fluctuations, and economic slowdown or recession, may result in unfavorable conditions. Those conditions could negatively affect demand for our products due to customers decreasing their inventories in the near-term or long-term, reduction in sales due to raw material shortages, reduction in research and development efforts, our inability to sufficiently hedge our currency and raw material costs, insolvency of suppliers or customers, and exacerbate some of the other risks that affect our business, financial condition and results of operations. Both domestic and international markets experienced inflationary pressures in fiscal year 2023 and inflation rates in the U.S., as well as in other countries in which we operate, could continue at elevated levels for the near-term. In addition, the Federal Reserve in the U.S. and other central banks in various countries have raised, and may again raise, interest rates in response to concerns about inflation, which, coupled with reduced government spending and volatility in financial markets, may have the effect of further increasing economic uncertainty and heightening these risks. Interest rate increases or other government actions taken to reduce inflation could also result in recessionary pressures in many parts of the world.

**Unauthorized access to our or our customers' information and systems could negatively impact our business.**

Our systems and networks, as well as those of our customers, suppliers, service providers, and banks, have and may in the future become the target of cyberattacks or information security breaches which, in turn, could result in the unauthorized release and misuse of confidential or proprietary information about our company, our employees or our customers, as well as disrupt our operations or damage our facilities or those of third parties. Additionally, our systems are subject to regulation to preserve the privacy of certain data held on those systems. We maintain an extensive network of technical security controls, policy enforcement mechanisms and monitoring systems, in order to address these threats. While these measures are designed to prevent, detect and respond to unauthorized activity in our systems, certain types of attacks could result in financial or information losses and/or reputational harm. If we cannot comply with regulations or prevent the unauthorized access, release and/or corruption of our or our customers' confidential, classified or personally identifiable information, our reputation could be damaged, and/or we could face financial losses.

We may also be required to incur additional costs to modify or enhance our systems, or to try to prevent or remediate any such attacks. Modifying or enhancing our systems may result in unanticipated or prolonged disruption events, which could have a material adverse effect on our business and/or results of operations.

**We are a global company with significant revenues and earnings generated internationally, which exposes us to the impact of foreign currency fluctuations, as well as political and economic risks.**

A significant portion of our net sales and earnings are generated internationally. Sales outside of the U.S. accounted for 58.0% of our consolidated net sales in 2023 and we anticipate that sales from international operations will continue to represent a significant portion of our net sales in the future. In addition, many of our manufacturing facilities and suppliers are located outside of the U.S. and we intend to continue our expansion into emerging and/or faster-growing international markets. Our foreign operations subject us to certain commercial, political and financial risks. Our business in these foreign markets is subject to general political conditions, including any political instability (such as those resulting from war, terrorism and insurrections) and general economic conditions in these markets, such as inflation, deflation, interest rate volatility and credit availability. Additionally, a number of factors, including U.S. relations with the governments of the foreign countries in which we operate, changes to international trade agreements and treaties, increases in trade protectionism, or the weakening or loss of certain intellectual property protection rights in some countries, may affect our business, financial condition and results of operations. Foreign regulatory requirements, including those related to the testing, authorization, and labeling of products and import or export licensing requirements, could affect the availability of our products in these markets.

In addition to risks associated with general political conditions, our international operations are subject to fluctuations in foreign currency exchange rates. The functional currency for most of our foreign operations is the applicable local currency. As a result, fluctuations in foreign currency exchange rates affect the results of our operations and the value of our foreign assets and liabilities, which in turn may adversely affect results of operations and cash flows and the comparability of period-to-period results of operations. Foreign governmental policies and actions regarding currency valuation could result in actions by the United States and other countries to offset the effects of such fluctuations. Given the unpredictability and volatility of foreign currency exchange rates, ongoing or unusual volatility may adversely impact our business and financial conditions.

In order to reduce our exposure to fluctuations in foreign currency exchange rates, we have entered, and expect to continue to enter, into hedging arrangements, including the use of financial derivatives. There can be no certainty that we will be able to enter into or maintain hedges of these currency risks, or that our hedges will be effective, which could have a significant effect on our financial condition and operating results.

In addition, our international operations are governed by the U.S. Foreign Corrupt Practices Act and similar foreign anti-corruption laws. Global enforcement of anti-corruption laws has increased substantially in recent years, with more enforcement proceedings by U.S. and foreign governmental agencies and the imposition of significant fines and penalties. While we have implemented policies and procedures relating to compliance with these laws, our international operations create the risk that there may be unauthorized payments or offers of payments made by employees, consultants, sales agents or distributors. Any alleged or actual violations of these laws may subject us to government investigations and significant criminal or civil sanctions and other liabilities, and negatively affect our reputation.

**We are exposed to credit risk on accounts receivable and certain prepayments made in the normal course of business. This risk is heightened during periods when economic conditions worsen.**

A substantial majority of our outstanding trade receivables are not covered by collateral or credit insurance. In addition, we have made prepayments and other advances in the normal course of business. While we have procedures to monitor and limit exposure to credit risk on trade receivables and other current assets, there can be no assurance such procedures will effectively limit our credit risk and avoid losses, which could have a material adverse effect on our financial condition and operating results.

**Unstable market and economic conditions and adverse developments with respect to financial institutions and associated liquidity risk may have serious adverse consequences on our business and financial condition.**

The recent and potential future disruptions in access to bank deposits or lending commitments due to bank failure could materially and adversely affect our liquidity, our business and financial condition. Even with our continued effort to mitigate counterparty risk by working with highly liquid, well capitalized counterparties, the failure of any bank in which we deposit our funds could reduce the amount of cash we have available for our operations or delay our ability to access such funds. Any such failure may increase the possibility of a sustained deterioration of financial market liquidity, or illiquidity at clearing, cash management and/or custodial financial institutions. In the event we have a commercial relationship with a bank that has failed or is otherwise distressed, we may experience delays or other issues in meeting our financial obligations. If other banks and financial institutions enter receivership or become insolvent in the future in response to financial conditions affecting the banking system and financial markets, our ability to access our cash and cash equivalents and investments may be threatened and could have a material adverse effect on our business and financial condition.

**Industry Risks**

**Our sales and profitability are largely dependent on the sale of drug products delivered by injection and the packaging of drug products. If the drug products developed by our customers in the future use another delivery system or are reconfigured to require less frequent dosing, our sales and profitability could suffer.**

Our business depends to a substantial extent on customers' continued sales and development of products that are delivered by injection. If (i) our customers fail to continue to sell, develop and deploy injectable products; (ii) our customers reconfigure their drug product or develop new drug products requiring less frequent dosing; or (iii) we are unable to develop new products that assist in the delivery of drugs by alternative methods, our sales and profitability may suffer.

**If we are unable to provide comparative value advantages, timely fulfill customer orders, or resist pricing pressure, we will have to reduce our prices, which may reduce our profit margins.**

We compete with several companies across our major product lines. Because of the special nature of these products, competition is based primarily on product design and performance, although total cost is becoming increasingly important as pharmaceutical companies continue with aggressive cost-control programs across their operations.

Companies often compete on the basis of price. We aim to differentiate ourselves from our competition by being a “full-service, value-added” global supplier that is able to provide pre-sale compatibility studies, engineering support, and other services and sophisticated post-sale technical support on a global basis. However, we face continued pricing pressure from our customers and competitors. If we are unable to resist or offset the effects of continued pricing pressure through our value-added services, improved operating efficiencies and reduced expenditures, or if we have to reduce our prices, our sales and profitability may suffer.

**Consolidation in the pharmaceutical and healthcare industries could adversely affect our future revenues and operating income.**

The pharmaceutical and healthcare industries continue to experience a significant amount of consolidation. As a result of this consolidation, competition to provide goods and services to customers has increased. In addition, group purchasing organizations and integrated health delivery networks have served to concentrate purchasing decisions for some customers, which has placed pricing pressure on suppliers. Further consolidation within the industries we serve could exert additional pressure on the prices of our products.

**The medical technology industry is very competitive and customer demands and/or new products in the marketplace could cause a reduction in demand.**

The medical technology industry is subject to rapid technological changes, and we face significant competition across our product lines and in each market in which our products are sold. We face this competition from a wide range of companies, including large medical device companies, some of which have greater financial and marketing resources than we do. We also face competition from firms that are more specialized than we are with respect to particular markets. In some instances, competitors, including pharmaceutical companies, also offer, or are attempting to develop, alternative therapies for diseases that may be delivered via their own, or without, a medical device. The development of new or improved products, processes or technologies by other companies (such as needle-free injection technology) may reduce customer demand for our products or render some of our products or proposed products obsolete or less competitive. In addition, any failure or inability to meet increased customer quality expectations could cause a reduction in demand.

**Business and Operational Risks**

**Disruption in our manufacturing facilities could have a material adverse effect on our ability to make and sell products and have a negative impact on our reputation, performance or financial condition.**

We have manufacturing sites throughout the world. In some instances, however, the manufacturing of certain product lines is concentrated in one or only a few of our plants. The functioning of our manufacturing and distribution assets and systems could be disrupted for reasons either within or beyond our control, including, without limitation: extreme weather, water scarcity and other longer-term climatic changes; natural or man-made disasters; pandemic; war; accidental damage; disruption to the supply of material or services; product quality and safety issues; systems failure; workforce actions; or environmental matters. There is a risk that incident management systems in place may prove inadequate and that any disruption may materially adversely affect our ability to make and sell products and therefore, materially adversely affect our reputation, performance or financial condition.

**Our international sales and operations are subject to risks and uncertainties that vary by country and which could have a material adverse effect on our business and/or results of operations.**

We conduct business in most of the major pharmaceutical markets in the world. Our international operations and our ability to implement our overall business strategy (including our plan to continue expanding into emerging and/or faster-growing markets outside of the U.S.) are subject to risks and uncertainties that can vary by country, and include: transportation delays and interruptions; political and economic instability and disruptions; imposition of duties and tariffs; import and export controls; the risks of divergent business expectations or cultural incompatibility inherent in establishing and maintaining operations in foreign countries; difficulties in staffing and managing multi-national operations; labor strikes and/or disputes; and potentially adverse tax consequences. Limitations on our ability to enforce legal rights and remedies with third parties or our joint venture partners outside of the U.S. could also create exposure. In addition, we may not be able to operate in compliance with foreign laws and regulations, or comply with applicable customs, currency exchange control regulations, transfer pricing regulations or any other laws or regulations to which we may be subject, in the event that these laws or regulations change. Any of these events could have an adverse effect on our international operations in the future by reducing the demand for our products or decreasing the prices at which we can sell our products, or otherwise have an adverse effect on our financial condition, results of operations and cash flows.

**Disruptions in the supply of key raw materials could adversely impact our operations.**

We generally purchase our raw materials and supplies required for the production of our products in the open market. For reasons of quality assurance, sole source availability or cost effectiveness, many components and raw materials are available and/or purchased only from a single supplier. Due to the stringent regulations and requirements of the FDA and other regulatory authorities regarding the manufacture of our products and the availability of such raw materials, we may not be able to quickly establish additional or replacement sources for these components or raw materials or do so without excessive cost. As a result, a reduction or interruption in supply, or an inability to secure alternative sources of raw materials or components, could have a material adverse effect on our business and/or results of operations.

**Raw material and energy prices have a significant impact on our profitability. If raw material and/or energy prices increase, and we cannot pass those price increases on to our customers, our profitability and financial condition may suffer.**

We use three basic raw materials in the manufacture of our products: elastomers (which include synthetic and natural material), aluminum and plastic. In addition, our manufacturing facilities consume a wide variety of energy products to fuel, heat and cool our operations. The price and supply of these materials and energy sources are cyclical and volatile and may be impacted or disrupted for reasons beyond our control, including supplier shutdowns, supplier capacity constraints, transportation delays, inflationary pricing pressures, work stoppages, labor shortages, geopolitical developments and governmental regulatory actions.

For example, the prices of certain commodities, particularly petroleum-based raw materials, have in the recent past exhibited rapid changes, affecting the cost of synthetic elastomers and plastic. While we generally attempt to pass along increased costs to our customers in the form of sales price increases, historically there has been a time delay between raw material and/or energy price increases and our ability to increase the prices of our products. In some circumstances, we may not be able to increase the prices of our products due to competitive pressure and other factors. If we are unable to pass along increased raw material prices and energy costs to our customers, our profitability, and thus our financial condition, may be adversely affected.

**If we are not timely or successful in new-product innovation or the development and commercialization of proprietary multi-component systems, our future revenues and operating income could be adversely affected.**

Our growth partly depends on new-product innovation and the development and commercialization of proprietary multi-component systems for injectable drug administration and other healthcare applications. Product development and commercialization is inherently uncertain and is subject to a number of factors outside of our control, including any necessary regulatory approvals and commercial acceptance for the products. The ultimate timing and successful commercialization of new products and systems requires substantial evaluations of the functional, operational, clinical, and economic viability of our products. In addition, the timely and adequate availability of filling capacity is essential to both conducting definitive stability trials and the timing of commercialization of customers' products in Crystal Zenith vials, syringes and cartridges. Delays, interruptions or failures in developing and commercializing new-product innovations or proprietary multi-component systems could adversely affect future revenues and operating income. In addition, adverse conditions may also result in future charges to recognize impairment in the carrying value of our goodwill and other intangible assets, which could have a material adverse effect on our financial results.

**We may not succeed in finding and completing acquisitions or other strategic transactions, which could have an adverse effect on our business and results of operations.**

We have historically engaged in acquisition activity, and we may in the future engage in acquisitions or other strategic transactions, such as joint ventures or investments in other entities. We may be unable to identify suitable targets, opportunistic or otherwise, for acquisitions or other strategic transactions in the future. If we identify a suitable candidate, our ability to successfully implement the strategic transaction would depend on a variety of factors, including our ability to obtain financing on acceptable terms and to comply with the restrictions contained in our debt agreements. Strategic transactions involve risks, including those associated with integrating the operations or maintaining the operations as separate (as applicable), financial reporting, disparate technologies, and personnel of acquired companies, joint ventures or related companies; managing geographically dispersed operations or other strategic investments; the diversion of management's attention from other business concerns; the inherent risks in entering markets or lines of business in which we have either limited or no direct experience; the potential loss of key employees, customers and strategic partners of acquired companies, joint ventures or companies in which we may make strategic investments; and potentially other unknown risks. We may not successfully integrate any businesses or technologies we may acquire or strategically develop in the future and may not achieve anticipated revenue and cost benefits relating to any such strategic transactions. Strategic transactions may be expensive, time consuming and may strain our resources. Strategic transactions may not be accretive to our earnings and may negatively impact our results of operations as a result of, among other things, the incurrence of debt, one-time write-offs of goodwill, additional carrying costs of patent or trademark portfolios, and amortization expenses of other intangible assets. In addition, strategic transactions that we may pursue could result in dilutive issuances of equity securities.

**Product defects could adversely affect the results of our operations.**

The design, manufacturing and marketing of pharmaceutical packaging and medical devices involve certain inherent risks. Manufacturing or design defects, unanticipated use of our products, or inadequate disclosure of risks relating to the use of our products can lead to injury or other adverse events. These events could lead to recalls or safety alerts relating to our products (either voluntary or required by the FDA or similar governmental authorities in other countries), and could result, in certain cases, in the removal of a product from the market.

A recall could result in significant costs, as well as negative publicity and damage to our reputation that could reduce demand for our products. Personal injuries relating to the use of our products can also result in product liability claims being brought against us. In some circumstances, such adverse events could also cause delays in new product approvals.

**A loss of key personnel or highly skilled employees could disrupt our operations.**

Our future success depends, in large part, on our ability to retain key employees, including our executive officers and individuals in technical, marketing, sales, and research positions. Competition for experienced employees, particularly for persons with specialized skills, can be intense. Our ability to recruit such talent will depend on a number of factors, including compensation and benefits, work location and work environment. If we cannot effectively recruit and retain qualified executives and employees, our business could be adversely affected. Although we believe that we will be able to attract and retain talented personnel and replace key personnel should the need arise, our inability to do so on a timely basis could disrupt the operations of the unit affected or our overall operations. In addition, because of the complex nature of many of our products and programs, we are generally dependent on an educated and highly skilled engineering staff and workforce. Our operations could be disrupted by a shortage of available skilled employees.

**We may be unable to increase capacity or efficiency at our own manufacturing facilities, which could adversely affect our business, financial condition, and results of operations.**

We must adjust our production capacity as customer demand changes and are focused on increasing capacity at various facilities through our capital strategy. If we are unable to increase capacity levels at the rate we expect, or if unforeseen costs or other challenges associated with increasing that capacity arise, we may not be able to achieve our financial targets.

Additionally, we are committed to supporting a full portfolio of our products for our customers. That commitment, along with shifts of product mix and complexity, may result in more frequent equipment change-overs and potentially increased costs because of the high fixed cost nature of our business, causing lower gross margins due to under-absorption of those fixed costs.

**Our results of operations and earnings may not meet guidance or expectations.**

We provide public guidance on our expected results of operations for future periods. This guidance is comprised of forward-looking statements subject to risks and uncertainties, including the risks and uncertainties described in this Form 10-K and in our other public filings and public statements, and is based on assumptions we make at the time we provide such guidance. Our guidance may not always be accurate. If, in the future, our results of operations for a particular period do not meet our guidance or the expectations of investment analysts, or if we reduce our guidance for future periods, the market price of our common stock could decline significantly.

**No assurance can be given that we will continue to pay or declare dividends.**

We have historically paid dividends. However, there can be no assurance that we will pay or declare dividends in the future. The actual declaration and payment of future dividends, the amount of any such dividends, and the establishment of record and payment dates, if any, are subject to determination by our Board of Directors each quarter after its review of our then-current strategy, applicable debt covenants and financial performance and position, among other things. Our declaration and payment of future dividends is subject to risks and uncertainties, including deterioration of our financial condition or position; inability to declare a dividend in compliance with applicable laws or debt covenants; an increase in our cash needs or decrease in available cash; and the business judgment of the Board of Directors that a declaration of a dividend is not in our best interest.

**If we fail to comply with our obligations under our distributorship or license agreements with Daikyo or the agreements are terminated early or not renewed, we could lose license rights and access to certain product and technology that are important to our business.**

Key value-added and proprietary products and processes are licensed from our affiliate, Daikyo, including but not limited to, Crystal Zenith, FluroTec® and B2-coating technologies. Our rights to these products and processes are licensed pursuant to agreements that expire in 2027. However, if the agreements are terminated early or not renewed, our business could be adversely impacted.

**Legal and Regulatory Risks**

**We are subject to regulation by governments around the world, and if these regulations are not complied with, existing and future operations may be curtailed, and we could be subject to liability.**

As a multinational corporation with operations and distribution channels throughout the world, we are subject to and must comply with extensive laws and regulations in the United States and other jurisdictions in which we have operations and distribution channels. For example, the design, development, manufacturing, marketing and labeling of certain of our products and our customers' products that incorporate our products are subject to regulation by governmental authorities in the U.S., Europe and other countries, including the FDA, the European Medicines Agency and the National Medical Products Administration (China). Complying with governmental regulation can be costly and can result in required modification or withdrawal of existing products and a substantial delay in the introduction of new products. Failure to comply with applicable regulatory requirements or failure to obtain regulatory approval for a new product could subject us to fines, sanctions or other penalties that could negatively affect our reputation, business, financial condition, and results of operations.

The global nature of our business also means legal and compliance risks, such as anti-bribery, anti-corruption, fraud, trade, environmental, competition, privacy, and other regulatory matters, will continue to exist and additional legal proceedings and other contingencies will arise from time to time, which could adversely affect us. In addition, the adoption of new laws or regulations, or changes in the interpretation of existing laws or regulations, may result in significant unanticipated legal and reputational risks. Any current or future legal or regulatory proceedings could divert management's attention from our operations and result in substantial legal fees.

**Products that incorporate our technologies and medical devices that we produce are subject to regulations and extensive approval or clearance processes, which make the timing and success of new-product commercialization difficult to predict.**

The process of obtaining and maintaining FDA and other required regulatory approvals is expensive and time-consuming. Historically, most medical devices that incorporate our technologies and medical devices that we produce have been subject to the FDA's 510(k) marketing approval process, which typically lasts from six to nine months. Supplemental or full pre-market approval reviews require a significantly longer period, delaying commercialization. Changes in regulation on a global scale must be monitored and actions taken to ensure ongoing compliance. Pharmaceutical products that incorporate our technologies and medical devices that we produce are subject to the FDA's New Drug Application process, which typically takes a number of years to complete. Additionally, biotechnology products that incorporate our technologies and medical devices that we produce are subject to the FDA's Biologics License Application process, which also typically takes a number of years to complete. Outside of the U.S., sales of medical devices and pharmaceutical or biotechnology products are subject to international regulatory requirements that vary from country to country. The time required to obtain approval for sale internationally may be longer or shorter than that required for FDA approval. There is no certainty that any regulatory approval may be obtained or maintained indefinitely, and our ability to launch products to the market and maintain market presence is not guaranteed.

**Changes in the regulation of drug products and devices may increase competitive pressure and adversely affect our business.**

An effect of the governmental regulation of our medical devices and our customers' drug products, devices, and manufacturing processes is that compliance with regulations makes it difficult to change components and devices produced by one supplier with those from another supplier, due to the large amount of data and information that customers must generate to demonstrate that the components and devices are equivalent and pose no additional risk to the patient. The regulation of our medical devices and our customers' products that incorporate our components and devices has increased over time. If the applicable regulations were to be modified in a way that reduced the level of data and information needed to prove equivalency for a change from one supplier's components or devices to those made by another, it is likely that the competitive pressure would increase and adversely affect our sales and profitability.

**If we are not successful in protecting our intellectual property rights, our ability to compete may be affected.**

Our patents, trademarks and other intellectual property are important to our business. We rely on patent, trademark, copyright, trade secret, and other intellectual property laws, as well as nondisclosure and confidentiality agreements and other methods, to protect our proprietary products, information, technologies and processes. We also have obligations with respect to the non-use and non-disclosure of third-party intellectual property. We may need to engage in litigation or similar activities to enforce our intellectual property rights, to protect our trade secrets or to determine the validity and scope of proprietary rights of others. Any such litigation could require us to expend significant resources and divert the efforts and attention of our management and other personnel from our business operations. There can be no assurance that the steps we will take to prevent misappropriation, infringement or other violation of our intellectual property or the intellectual property of others will be successful. In addition, effective patent, trademark, copyright, and trade secret protection may be unavailable or limited for some of our proprietary products in some countries. Failure to protect our intellectual property or successfully invalidate or defend against intellectual property protections of third parties could harm our business and results of operations. In addition, if relevant and effective patent protection is not available or has expired, we may not be able to prevent competitors from independently developing products and services similar or duplicative to ours.

**Significant developments in U.S. policies could have a material adverse effect on our business and/or results of operations.**

We earn a substantial portion of our income in foreign countries and, as such, we are subject to the tax laws in the United States and numerous foreign jurisdictions. Current economic and political conditions make tax laws and regulations, or their interpretation and application, in any jurisdiction subject to significant change.

Proposals to reform U.S. and foreign tax laws could significantly impact how U.S. multinational corporations are taxed on foreign earnings and could increase the U.S. corporate tax rate. Although we cannot predict whether or in what form these proposals may pass, several of the proposals considered, if enacted into law, could have an adverse impact on our effective tax rate, income tax expense and cash flows.

We utilize tax rulings and other agreements to obtain certainty in treatment of certain tax matters. These rulings and agreements expire from time to time and may be extended when certain conditions are met or terminated if certain conditions are not met. The impact of any changes in conditions would be the loss of certainty in treatment thus potentially impacting our effective income tax rate.

We are also subject to the examination of our tax returns by the United States Internal Revenue Service ("IRS") and other tax authorities. We regularly assess the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of its provision for income taxes. Although we believe our tax provisions are adequate, the final determination of tax audits and any related disputes rapidly change and could be materially different from our historical income tax provisions and accruals. The results of audits or related disputes could have an adverse effect on our financial statements for the period or periods for which the applicable final determinations are made.

For example, we and our subsidiaries are also engaged in a number of intercompany transactions across multiple tax jurisdictions. Although we believe we have clearly reflected the economics of these transactions and the proper local transfer pricing documentation is in place, tax authorities may propose and sustain adjustments that could result in changes that may impact our mix of earnings in countries with differing statutory tax rates.

**We are subject to stringent and changing obligations related to data privacy and security. Our actual or perceived failure to comply with such obligations could lead to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm and other adverse business consequences.**

In addition to our own sensitive and proprietary business information, we handle transactional and personal information worldwide. As a result, we must comply with increasingly complex and rigorous, and sometimes conflicting laws, regulatory standards, industry standards, external and internal privacy and security policies, contracts and other obligations that govern the processing of business and personal data by us and on our behalf. For example and not limited to, the European Union's General Data Protection Regulation (the "EU GDPR"), the United Kingdom's GDPR (the "UK GDPR") and California's Consumer Privacy Act of 2018 (the "CCPA"), as expanded by the California Privacy Rights Act of 2020 ("CPRA"), impose obligations on companies regarding the handling of personal data and provide certain individual privacy rights to persons whose data is stored. Furthermore, multiple states in the United States have enacted data privacy laws. Additionally, laws in certain jurisdictions require data localization and impose restrictions on the transfer of personal information across border. For example, the EU GDPR generally restricts the transfer of personal information to countries outside of the European Economic Area without appropriate safeguards or other measures. If we cannot implement a valid compliance mechanism for cross-border privacy and security transfers, we may face increased exposure to regulatory actions, substantial fines and injunctions against processing or transferring personal information from Europe or elsewhere.

Compliance with existing and forthcoming laws and regulations can be costly and time consuming, and may require changes to our information technologies, systems and practices and to those of any third parties that process personal information on our behalf. If we fail, or are perceived to have failed, to address or comply with obligations related to data privacy and security, we could face significant consequences, including, but not limited to, proceedings against the Company by governmental entities (e.g. investigations, fines, penalties, audits, inspections) or other entities or individuals, additional reporting requirements and/or governmental agency oversight, damage to our reputation and credibility, or inability to process data or operate in certain jurisdictions, any of which could have a negative impact on revenues and profits.

**Changing climate, global climate change regulations and greenhouse gas effects may adversely affect our operations and financial performance.**

There is continuing concern from members of the scientific community and the general public that emissions of GHG and other activities have or will cause significant changes in weather patterns and increase the frequency or severity of extreme weather events, including droughts, hurricanes, wildfires and flooding. These types of extreme weather events have and may continue to adversely impact us, raw material availability, our suppliers, our customers and their ability to purchase our products and our ability to timely manufacture and transport our products.

We believe it is likely that the scientific and political attention to issues concerning the extent and causes of climate change will continue, with new and more restrictive legislation or regulations and focus on ESG initiatives that could affect our financial condition, results of operations and cash flows. Foreign, federal, state and local regulatory and legislative bodies, such as the SEC, have proposed various legislative and regulatory measures relating to increased transparency and standardization of reporting related to factors that may include climate change, regulating GHG emissions, energy policies, recycling of plastic materials, waste taxes, and other governmental charges and mandates. If additional legislation or regulations were enacted, we could incur increased energy, environmental, administrative and other costs and capital expenditures to comply with the limitations.

Failure to comply with these regulations could result in fines and could affect our business, financial condition, results of operations and cash flows. We could also face increased costs related to defending and resolving legal claims and other litigation related to climate change and any alleged impact of our operations on climate change.

We, along with other companies in many business sectors have been implementing and expanding ESG and sustainability strategies, specifically ways to track and reduce GHG emissions. As a result, our customers may request that changes be made to our products, procedures or facilities, as well as other aspects of our business, that increase costs and may require the investment of capital or reduction in profit margins if not offset by price increases, customer investment or other cost savings. Failure to provide climate-friendly products or demonstrate GHG reductions could potentially result in loss of market share. Additionally, the costs of procuring energy, including renewable energy, or offsetting GHG emissions to meet our goals, satisfy government regulations or meet the requests of our customers may increase.

**Failure to comply with anti-bribery, anti-corruption and anti-money laundering laws could subject us to penalties and other adverse consequences.**

We are subject to the Foreign Corrupt Practices Act (the "FCPA"), the U.K. Bribery Act and other anti-bribery, anti-corruption, and anti-money laundering laws in various jurisdictions around the world. The FCPA, the U.K. Bribery Act and similar applicable laws generally prohibit companies, as well as their officers, directors, employees and third-party intermediaries, business partners and agents, from making improper payments or providing other improper things of value to government officials or other persons. We and our third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state owned or affiliated entities and other third parties where we may be held liable for corrupt or other illegal activities, even if we do not explicitly authorize them. While we have policies and procedures and internal controls to address compliance with such laws, we cannot provide assurance that all of our employees and third-party intermediaries, business partners and agents will not take actions in violation of such policies and laws, for which we may be ultimately held responsible. To the extent that we learn that any of our employees or third-party intermediaries, business partners or agents do not adhere to our policies, procedures, or internal controls, we are committed to taking appropriate remedial action. In the event that we believe or have reason to believe that our directors, officers, employees or third-party intermediaries, agents or business partners have or may have violated such laws, we may be required to investigate or to have outside counsel investigate the relevant facts and circumstances. Detecting, investigating and resolving actual or alleged violations can be extensive and require a significant diversion of time, resources, and attention from senior management. Any violation of the FCPA, the U.K. Bribery Act or other applicable anti-bribery, anti-corruption and anti-money laundering laws could result in whistleblower complaints, adverse media coverage, investigations, loss of export privileges, and criminal or civil sanctions, penalties, and fines, any of which may adversely affect our business and financial condition.

**Our operations must comply with environmental statutes and regulations, and any failure to comply could result in extensive costs which would harm our business.**

The manufacturing of some of our products has involved, and may continue to involve, the use, transportation, storage, and disposal of hazardous or toxic materials and is subject to various environmental protection and occupational health and safety laws and regulations in the countries in which we operate. This has exposed us in the past, and could expose us in the future, to risks of accidental contamination and events of non-compliance with environmental laws. Any such occurrences could result in regulatory enforcement or personal injury and property damage claims or could lead to a shutdown of some of our operations, which could have an adverse effect on our business and results of operations. We currently incur costs to comply with environmental laws and regulations and these costs may become more significant, especially as the laws become more stringent and our use of materials changes.

**Changes in reimbursement practices of third-party payers or other cost containment measures, including changes to applicable laws and regulations, could affect the demand for our products and the prices at which they are sold.**

Our sales depend, in part, on the extent to which healthcare providers and facilities are reimbursed by government authorities (including Medicare, Medicaid and comparable foreign programs) and private insurers for the costs of our products. The coverage policies and reimbursement levels of third-party payers, which can vary among public and private sources and by country, may affect which products customers purchase and the prices they are willing to pay for those products in a particular jurisdiction. Reimbursement rates can also affect the market acceptance rate of new technologies and products. Reforms to reimbursement systems in the U.S. or abroad, changes in coverage by private payers, or adverse decisions by payers could significantly reduce reimbursement for procedures using our products, which could adversely affect customer demand or the price customers are willing to pay for such products.

Initiatives to limit the growth of healthcare costs in the U.S. and other countries where we do business may also put industry-wide pressure on medical device or clinical diagnostic pricing. In the U.S., these include, among others, value-based purchasing and managed care arrangements. Governments in other countries are also using various mechanisms to control healthcare expenditures, including increased use of competitive bidding and tenders as well as price regulation.

**General Risk Factor**

**Our share price has been volatile and may fluctuate, and accordingly, the value of an investment in our common stock may also fluctuate.**

Stock markets in general and our common stock in particular have experienced significant price and trading volume volatility over recent years. The market price and trading volume of our common stock may continue to be subject to significant fluctuations due to factors described under this Item 1A. *Risk Factors*, as well as economic and geopolitical conditions in general and to variability in the prevailing sentiment regarding our operations or business prospects, as well as, among other things, changing investment priorities of our shareholders.

**ITEM IB. UNRESOLVED STAFF COMMENTS**

As of the filing of this Form 10-K, there were no unresolved comments from the Staff of the SEC.

## **ITEM 1C. CYBERSECURITY**

### *Risk Management and Strategy*

The Company has implemented the Committee of Sponsoring Organizations (“COSO”) Enterprise Risk Management (“ERM”) Framework, which outlines the process by which an organization can view any risk by way of governance and culture, integration into strategy, risk assessments, reviewing capabilities and practices, and monitoring and reporting. This process would apply to the cybersecurity risk as it would any of the other enterprise risks. We follow the National Institute of Standards and Technology (“NIST”) Cybersecurity Framework (“CSF”) with layered security controls to help identify, protect against, detect, respond to, and recover from cyber-attacks. To safeguard our information assets, we have put various procedures and technologies in place. For example, our Cybersecurity Incident Response Plan clearly defines roles and responsibilities for the investigation of and response to information security incidents to minimize disruption of critical computing services and operations and prevent the loss or theft of sensitive or mission-critical information. Our plan covers various cyber incidents like ransomware attacks, cyber-intrusions, data loss, denial of service, insider threats, malware attacks, and others. In a material cybersecurity incident, our D&T team, inclusive of our Chief Information Officer and VP of Cybersecurity and Infrastructure Support, address the threat via established escalation procedures, roles, responsibilities, and communication. Any cybersecurity incident that is declared as a crisis would follow our global Incident and Crisis Response and Management Procedure, which includes escalation to the West Leadership Team and Board of Directors, as deemed necessary pending the materiality of the incident. We have not encountered cybersecurity challenges that have materially impacted our operations or financial condition. In addition, we retain an external cybersecurity consultant to assist with a cybersecurity event as needed and maintain appropriate cybersecurity liability insurance.

The Company also educates and shares best practices globally with its employees to raise awareness of cybersecurity threats. As part of our onboarding process, we train all new employees on cybersecurity and conduct an annual retraining of all employees on cybersecurity standards. Training also includes how to recognize, report and properly respond to phishing and social engineering schemes. Multiple phishing simulation exercises are conducted throughout the year to increase cybersecurity awareness. Our cybersecurity defenses also utilize technologies such as next generation firewalls, Zero Trust architecture, intrusion detection and prevention measures, anti-malware software, advance threat protection, multifactor authentication, network segmentation and encryption to ensure the security of West intellectual properties, customer and vendor data. In addition, we have a dedicated 24-by-7 Security Operations Center to facilitate the monitoring of the Company's cybersecurity landscape and associated applications.

### *Governance*

Our approach to cybersecurity begins with our responsibility for strong governance and controls. Security begins at the top of our organization, where Company leadership consistently communicates the requirements for vigilance and compliance throughout the organization, and then leads by example. Our diligence and assessment extends beyond West, as the Company performs a cybersecurity assessment when third-party vendors and service providers are onboarded. Throughout the year, we monitor the effectiveness of our third-party vendors' and service providers' control environment, assessing any impact to our Company. The cybersecurity program is led by our Chief Information Officer and VP of Cybersecurity and Infrastructure Support, who provide quarterly updates to the Audit Committee of our Board of Directors, annual updates to the Board of Directors, and regular reports to the West Leadership Team about the program, including information about cyber risk management governance and the status of ongoing efforts to strengthen cybersecurity effectiveness. Additionally, our ERM function monitors cybersecurity risk and provides regular updates to the Audit Committee of our Board of Directors, annual updates to the Board of Directors, and regular reporting to the West Leadership Team on risk mitigation and response efforts. Security controls and processes are developed and maintained to protect sensitive and confidential information while ensuring availability and integrity.

## ITEM 2. PROPERTIES

Our corporate headquarters are located at 530 Herman O. West Drive, Exton, Pennsylvania 19341.

The following table summarizes our facilities by segment and geographic region. All facilities shown are owned except where otherwise noted.

Type of Facility/ Country	Location	Segment
<b>Manufacturing:</b>		
<i>North America</i>		
United States of America	Phoenix, AZ (2) Scottsdale, AZ (1) (2) Tempe, AZ (2) St. Petersburg, FL (1) Grand Rapids, MI Kinston, NC Kearney, NE Jersey Shore, PA Williamsport, PA Cayey, Puerto Rico	Contract Manufactured Products and Proprietary Products Proprietary Products Contract Manufactured Products Proprietary Products Contract Manufactured Products Proprietary Products Proprietary Products Proprietary Products Contract Manufactured Products Proprietary Products and Contract Manufactured Products
<i>South America</i>		
Brazil	Sao Paulo	Proprietary Products
<i>Europe</i>		
Denmark	Horsens	Proprietary Products
England	St. Austell	Proprietary Products
France	Le Nouvion	Proprietary Products
Germany	Eschweiler (1) (2) Stolberg	Proprietary Products Proprietary Products
Ireland	Waterford Dublin (2)	Proprietary Products Contract Manufactured Products
Serbia	Kovin	Proprietary Products
<i>Asia Pacific</i>		
China	Qingpu	Proprietary Products
India	Sri City	Proprietary Products
Singapore	Jurong (2)	Proprietary Products
<b>Mold-and-Die Tool Shop:</b>		
<i>North America</i>		
United States of America	Upper Darby, PA	Proprietary Products

<b>Type of Facility/ Country</b>	<b>Location</b>	<b>Segment</b>
<i>Europe</i>		
England	Bodmin	Proprietary Products
Germany	Stolberg	Proprietary Products
<b>Contract Analytical Laboratory:</b>		
<i>North America</i>		
United States of America	Exton, PA	Proprietary Products
<b>Technology Center:</b>		
<i>Asia Pacific</i>		
India	Bangalore (2)	Proprietary Products, Contract Manufactured Products

- (1) This manufacturing facility is also used for research and development activities.  
(2) This facility is leased in whole or in part.

Our Proprietary Products reportable segment leases facilities located in Scottsdale, AZ, Radnor, PA, Germany, and Israel for research and development, as well as other activities. Sales offices in various locations are leased under contractual arrangements.

#### ITEM 3. LEGAL PROCEEDINGS

None.

#### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

#### INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The executive officers of the Company are set forth in this table. Generally, executive officers are elected by the Board of Directors annually at the regular meeting of the Board of Directors following the Annual Meeting of Shareholders. Additionally, executive officers may be elected upon hire or due to a promotion.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Silji Abraham	52	Senior Vice President, Chief Technology Officer since December 2020. Senior Vice President, Chief Digital and Transformation Officer from February 2018 to December 2020. Prior to joining West, he most recently served as Executive Vice President and Chief Information Officer of MilliporeSigma, a subsidiary of Merck KGaA, Darmstadt, Germany. Prior to this role, he served as Chief Information Officer at Sigma-Aldrich Corporation, a leading life science and technology company, and worked in various leadership roles at Invensys Operations Management, ArvinMeritor and Chrysler Group.
Bernard J. Birkett	55	Senior Vice President and Chief Financial and Operations Officer since July 2022. Senior Vice President and Chief Financial Officer from June 2018 to July 2022. In addition, Treasurer from June 2018 to December 2019 and Principal Accounting Officer from October 2019 to April 2020. Prior to joining West, he spent more than 20 years at Merit Medical Systems, Inc., a leading manufacturer of disposable medical devices, where he served in a number of senior global leadership roles, including Chief Financial Officer and Treasurer, Controller for Europe, Middle East and Africa (EMEA) and Vice President of International Finance.

Annette F. Favorite	59	Senior Vice President and Chief Human Resources Officer since October 2015. Prior to joining West, she spent more than 25 years at IBM Corporation, an information technology services company, in a number of strategic and global human resources roles, including Vice President, Global Talent Management, Vice President of Human Resources for Worldwide Software Sales, and Human Resources Leader for the company's Southwest European Region, based out of Spain.
Eric M. Green	54	Chair of the Board since May 2022, Chief Executive Officer since April 2015 and President since December 2015. Prior to joining West, he was Executive Vice President and President of the Research Markets business unit at Sigma-Aldrich Corporation from 2013 to 2015. From 2009 to 2013, he served as Vice President and Managing Director, International, where he was responsible for Asia Pacific and Latin America, and prior thereto, held various commercial and operational roles.
Quintin J. Lai	57	Vice President, Strategy and Investor Relations since January 2016. In addition, Corporate Development responsibilities from January 2016 to September 2021. Prior to joining West, he was Vice President of Investor Relations and Corporate Strategy at Sigma-Aldrich Corporation from 2012 to 2015. From 2002 to 2012, he was at Robert W. Baird & Company, where he held various roles, including Managing Director and Senior Equity Research Analyst of the Life Science Tools and Diagnostic sector and Associate Director of Equity Research.
Kimberly Banks MacKay	58	Senior Vice President, General Counsel and Corporate Secretary since December 2020. Prior to joining West, from April 2019 to November 2020, she served as Senior Vice President, General Counsel and Corporate Secretary at the Segal Group in New York, a privately held firm specializing in employee benefits and investment consulting. Prior to Segal, she served for over 15 years in a variety of Legal leadership roles for Novartis, a global healthcare company, including Head of U.S. Legal for Novartis Business Service.
Cindy Reiss-Clark	50	Chief Commercial Officer since May 2022. Senior Vice President, Global Markets and Commercial Solutions since November 2019. Vice President and General Manager Biologics Market Unit from September 2018 to November 2019. Prior to joining West, she served as Senior Vice President of Global Marketing at Lonza Pharma and Biotech, a leading Contract Development and Manufacturing Business from October 2017 to July 2018. From January 2016 to September 2017, served as Lonza Pharma and Biotech, Senior Vice President of Global Sales. Prior to Lonza, she served for over 15 years in a variety of Commercial leadership roles at SAFC, a division of Sigma-Aldrich Company.
Chad R. Winters	45	Vice President, Chief Accounting Officer and Corporate Controller since May 2020. Vice President and Corporate Controller since October 2019. Prior to joining West, he served as Senior Vice President of Finance & Accounting and Controller of Amneal Pharmaceuticals, Inc., a specialty pharmaceutical company. Prior to Amneal, he held roles of increasing responsibility at the Chemours Company, UGI Corporation, and PricewaterhouseCoopers LLP.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is listed on the New York Stock Exchange (“NYSE”) under the symbol “WST.” As of January 25, 2024, we had 574 shareholders of record, which excludes beneficial owners whose shares were held by brokerage firms, depositaries and other institutional firms in “street names” for their customers.

**Dividends**

We paid a quarterly dividend of \$0.18 per share on our common stock in each of the first three quarters of 2022; \$0.19 per share in the fourth quarter of 2022 and each of the first three quarters of 2023; and \$0.20 per share in the fourth quarter of 2023. We will continue to review our ability to pay cash dividends on an ongoing basis and dividends may be declared at the discretion of our Board of Directors. When considering whether to declare a dividend, our Board of Directors will take into account:

- general economic and business conditions;
- our financial condition and operating results;
- our available cash and current and anticipated cash needs;
- our capital requirements;
- contractual, legal, tax and regulatory restrictions on the payment of dividends by us; and
- such other factors as our Board of Directors may deem relevant

**Issuer Purchases of Equity Securities**

The following table shows information with respect to purchases of our common stock made during the three months ended December 31, 2023 by us or any of our “affiliated purchasers” as defined in Rule 10b-18(a)(3) under the Exchange Act:

Period	Total number of shares purchased (1)	Average price paid per share (1)	Total number of shares purchased as part of publicly announced plans or programs (1)	Approximate dollar value of shares that may yet be purchased under the plans or programs (1)
October 1 - 31, 2023	—	\$ —	—	\$ 738,700,000
November 1 - 30, 2023	261,080	339.86	261,080	650,000,000
December 1 - 31, 2023	251,182	351.49	251,182	561,700,000
<b>Total</b>	<b>512,262</b>	<b>\$ 345.56</b>	<b>512,262</b>	<b>\$ 561,700,000</b>

(1) In February 2023, the Board of Directors approved a share repurchase program under which we may repurchase up to \$1.0 billion in shares of common stock. The share repurchase program does not have an expiration date under which we may repurchase common stock on the open market or in privately-negotiated transactions. The number of shares to be repurchased and the timing of such transactions will depend on a variety of factors, including market conditions. During the three months ended December 31, 2023, we purchased 512,262 shares of our common stock under the program at a cost of \$177.0 million, or an average price of \$345.56 per share. During the year ended December 31, 2023, we purchased 1,265,661 shares of our common stock under the program at a cost of \$438.3 million, or an average price of \$346.34 per share.

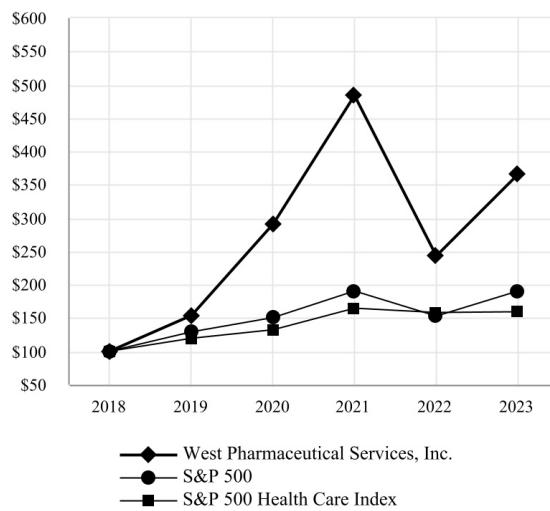
In December 2021, our Board of Directors approved a share repurchase program for calendar-year 2022 authorizing the repurchase of up to 650,000 shares of our common stock from time to time on the open market or in privately-negotiated transactions. The number of shares to be repurchased and the timing of such transactions depended on a variety of factors, including market conditions. This share repurchase program was completed by December 31, 2022. There were no shares purchased during the three months ended December 31, 2022 under the calendar-year 2022 program. During the year ended December 31, 2022, we purchased 563,334 shares of our common stock under the calendar-year 2022 program at a cost of \$202.8 million, or an average price of \$360.03 per share.

#### Performance Graph

The following performance graph compares the cumulative total return to holders of our common stock with the cumulative total return of the Standard & Poor's 500 Index ("S&P 500") and the Standard & Poor's 500 Health Care Index, for the five years ended December 31, 2023. The performance graph is based on historical data and is not indicative of, or intended to forecast, future performance of our common stock.

Cumulative total return to shareholders is measured by dividing total dividends (assuming dividend reinvestment) plus the per-share price change for the period by the share price at the beginning of the period. The cumulative shareholder return on our common stock is based on an investment of \$100 on December 31, 2018 and is compared to the cumulative total return of the S&P indices mentioned above over the period with a like amount invested.

Comparison of Cumulative Five Year Total Return



\*Five year total return data obtained from NASDAQ IR Insight

#### ITEM 6. RESERVED

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **OVERVIEW**

The following discussion is intended to further the reader's understanding of the consolidated financial condition and results of operations of the Company. It should be read in conjunction with our consolidated financial statements and the accompanying footnotes included in Part II, Item 8 of this Form 10-K. These historical financial statements may not be indicative of our future performance. This Management's Discussion and Analysis of Financial Condition and Results of Operations contains a number of forward-looking statements, all of which are based on our current expectations and could be affected by the uncertainties and risks discussed in Part I, Item 1A of this Form 10-K.

### **Non-U.S. GAAP Financial Measures**

For the purpose of aiding the comparison of our year-over-year results, we may refer to net sales and other financial results excluding the effects of changes in foreign currency exchange rates. Organic net sales exclude the impact from acquisitions and/or divestitures and translate the current-period reported sales of subsidiaries whose functional currency is other than USD at the applicable foreign exchange rates in effect during the comparable prior-year period. We may also refer to adjusted consolidated operating profit and adjusted consolidated operating profit margin, which exclude the effects of unallocated items. The unallocated items are not representative of ongoing operations, and generally include restructuring and related charges, certain asset impairments, and other specifically-identified income or expense items. The re-measured results excluding effects from currency translation, the impact from acquisitions and/or divestitures, and excluding the effects of unallocated items are not in conformity with U.S. Generally Accepted Accounting Principles ("GAAP") and should not be used as a substitute for the comparable U.S. GAAP financial measures. The non-U.S. GAAP financial measures are incorporated in our discussion and analysis as management uses them in evaluating our results of operations and believes that this information provides users with a valuable insight into our overall performance and financial position.

### **Our Operations**

We are a leading global manufacturer in the design and production of technologically advanced, high-quality, integrated containment and delivery systems for injectable drugs and healthcare products. Our products include a variety of primary proprietary packaging, containment solutions, reconstitution and transfer systems, and drug delivery systems, as well as contract manufacturing, analytical lab services and integrated solutions. Our customers include leading biologic, generic, pharmaceutical, diagnostic, and medical device companies around the world. Our top priority is delivering quality products that meet the exact product specifications and quality standards customers require and expect. This focus on quality includes a commitment to excellence in manufacturing, scientific and technical expertise and management, which enables us to partner with our customers in order to deliver safe, effective drug products to patients quickly and efficiently.

Our business operations are organized into two global segments, Proprietary Products and Contract-Manufactured Products. Our Proprietary Products reportable segment offers proprietary packaging, containment solutions and drug delivery systems, along with analytical lab services and other integrated services and solutions, primarily to biologic, generic and pharmaceutical drug customers. Our Contract-Manufactured Products reportable segment serves as a fully integrated business, focused on the design, manufacture, and automated assembly of complex devices, primarily for pharmaceutical, diagnostic, and medical device customers. We also maintain collaborations to share technologies and market products with affiliates in Japan and Mexico.

### **Other Macroeconomic Factors**

Through the twelve months ended December 31, 2023, the war between Russia and Ukraine has not had a material impact on the Company's business, financial condition or results of operations as we do not have manufacturing operations or significant commercial relationships in either country. However, the continuation of the Russia-Ukraine military conflict and/or an escalation of the conflict beyond its current scope may further weaken the global economy and could result in additional inflationary pressures and supply chain constraints, including the unavailability and cost of energy.

We have operations based in Israel that conduct research and development activities and manufacture certain components for our devices. Our Israel-based facilities continue to substantially operate as they had prior to the conflict in Israel and surrounding area. We continue to monitor the impact of the conflict in Israel and surrounding areas on our operations and those of our suppliers, the possible expansion of such conflict and potential geopolitical consequences, if any, on our business and operations.

During 2023, we also experienced higher costs for raw materials. Due to the uncertainty that exists relative to the duration and overall impact of the macroeconomic factors discussed above, our future operating performance, particularly in the short-term, may be subject to volatility. The impacts of macroeconomic conditions on our business, results of operations, financial condition and cash flows are dependent on certain factors, including those discussed in Item 1A. [Risk Factors](#).

#### **Components of and Key Factors Influencing Our Results of Operations**

In assessing the performance of our business, we consider a variety of performance and financial measures. We believe the items discussed below provide insight into the factors that affect these key measures.

##### *Net Sales*

Our net sales result from the sale of goods or services and reflect the net consideration which we expect to receive in exchange for those goods or services.

Several factors affect our reported net sales in any period, including product, payer and geographic sales mix, operational effectiveness, pricing realization, timing of orders and shipments, regulatory actions, competition, and business acquisitions that involve our customers or competitors.

##### *Cost of goods and services sold and gross profit*

Cost of goods and services sold includes personnel costs, manufacturing costs, raw materials and product costs, freight costs, depreciation, and facility costs associated with our manufacturing and warehouse facilities. Fluctuations in our cost of goods sold correspond with the fluctuations in sales units as well as inflationary and other market factors that influence our cost base.

Gross profit is calculated as net sales less cost of goods and services sold. Our gross profit is affected by product and geographic sales mix, realized pricing of our products, the efficiency of our manufacturing operations and the costs of materials used to make our products.

##### *Research and development expenses*

Research and development expenses relate to our investments in improvements to our manufacturing processes, product enhancements, and additional investments in our elastomeric packaging components, formulation development, integrated drug containment systems, self-injection systems and drug administration consumables.

We expense research and development costs as incurred. Our research and development expenses fluctuate from period to period primarily based on the ongoing improvements to our manufacturing processes and product enhancements.

##### *Selling, general and administrative expenses*

Selling, general and administrative expenses primarily include personnel costs, incentive compensation, insurance, professional fees, and depreciation.

## Financial Performance Summary

The following tables present a reconciliation from U.S. GAAP to non-U.S. GAAP financial measures:

(\$ in millions)	Operating profit	Income tax expense	Net income	Diluted EPS
Year ended December 31, 2023 GAAP	\$ 676.0	\$ 122.3	\$ 593.4	\$ 7.88
Unallocated items:				
Loss on disposal of plant <sup>(1)</sup>	11.6	(0.7)	12.3	0.16
Cost investment activity <sup>(2)</sup>	4.3	—	4.3	0.06
Restructuring and other charges <sup>(3)</sup>	(2.0)	(0.9)	(1.1)	(0.02)
Amortization of acquisition-related intangible assets <sup>(4)</sup>	0.7	0.1	2.8	0.04
Legal settlement <sup>(5)</sup>	—	(0.9)	(2.9)	(0.04)
Year ended December 31, 2023 adjusted amounts (non-U.S. GAAP)	<u>\$ 690.6</u>	<u>\$ 119.9</u>	<u>\$ 608.8</u>	<u>\$ 8.08</u>

During 2023, we recorded a tax benefit of \$32.0 million associated with stock-based compensation.

(\$ in millions)	Operating profit	Income tax expense	Net income	Diluted EPS
Year ended December 31, 2022 GAAP	\$ 734.0	\$ 114.7	\$ 585.9	\$ 7.73
Unallocated items:				
Restructuring and other charges <sup>(3)</sup>	23.8	2.0	21.8	0.29
Pension settlement <sup>(6)</sup>	—	20.6	31.6	0.42
Amortization of acquisition-related intangible assets <sup>(4)</sup>	0.7	0.1	2.8	0.04
Cost investment activity <sup>(2)</sup>	3.5	—	3.5	0.05
Royalty acceleration <sup>(7)</sup>	—	1.3	(1.3)	(0.02)
Tax law changes <sup>(8)</sup>	—	(5.7)	5.7	0.07
Year ended December 31, 2022 adjusted amounts (non-U.S. GAAP)	<u>\$ 762.0</u>	<u>\$ 133.0</u>	<u>\$ 650.0</u>	<u>\$ 8.58</u>

During 2022, we recorded a tax benefit of \$16.5 million associated with stock-based compensation.

(\$ in millions)	Operating profit	Income tax expense	Net income	Diluted EPS
Year ended December 31, 2021 GAAP	\$ 752.3	\$ 107.2	\$ 661.8	\$ 8.67
Unallocated items:				
Restructuring and other charges <sup>(3)</sup>	2.2	0.4	1.8	0.02
Pension settlement <sup>(6)</sup>	—	0.5	1.5	0.02
Amortization of acquisition-related intangible assets <sup>(4)</sup>	0.8	0.1	2.8	0.04
Asset impairment <sup>(1)</sup>	2.8	—	2.8	0.04
Cost investment activity <sup>(2)</sup>	4.3	(0.1)	4.4	0.06
Royalty acceleration <sup>(7)</sup>	—	18.5	(18.5)	(0.25)
Tax law changes <sup>(8)</sup>	—	1.4	(1.4)	(0.02)
Year ended December 31, 2021 adjusted amounts (non-U.S. GAAP)	<u>\$ 762.4</u>	<u>\$ 128.0</u>	<u>\$ 655.2</u>	<u>\$ 8.58</u>

During 2021, we recorded a tax benefit of \$31.5 million associated with stock-based compensation.

- (1) During 2023, the Company recorded expense of \$11.6 million as a result of the sale of one of the Company's manufacturing facilities within the Proprietary Products segment. The transaction closed during the second quarter of 2023. During 2021, the Company recorded a \$2.8 million impairment charge for certain long-lived and intangible assets related to the Company's manufacturing facility within the Proprietary Products segment that was sold during the second quarter of 2023, as it determined the carrying value was not fully recoverable. \$1.9 million of this charge was recorded within cost of goods and services sold and \$0.9 million of the charge is recorded in selling, general, and administrative expense, due to the nature of the impaired assets.
- (2) During 2023, the Company recorded a cost investment impairment charge of \$4.3 million. During 2022, the Company recorded a cost investment impairment charge of \$3.5 million. During 2021, the net cost investment activity was equal to \$4.3 million, inclusive of an impairment charge of \$4.6 million partially offset by a \$0.3 million gain on the sale of a cost investment.
- (3) During 2023, the Company recorded a benefit to restructuring and other charges of \$2.0 million, which represents the net impact of a \$2.8 million benefit within other expense (income) for revised severance estimates in connection with its 2022 restructuring plan and an inventory write down of \$0.8 million within cost of goods and services sold. During 2022, the Company recorded expense to restructuring and other charges of \$23.8 million, which primarily included a charge of \$8.7 million in net severance and post-employment benefits primarily in connection with our plan to adjust our operating cost base and \$15.3 million in asset-related charges associated with this plan. During 2021, the Company recorded expense to restructuring and other charges of \$2.2 million to optimize certain organizational structures within the Company.
- (4) During 2023, 2022 and 2021, the Company recorded \$0.7 million, \$0.7 million and \$0.8 million, respectively, of amortization expense within operating profit associated with an acquisition of an intangible asset during the second quarter of 2020. Additionally, during 2023, 2022 and 2021, the company recorded \$2.1 million of amortization expense in association with an acquisition of increased ownership interest in Daikyo.
- (5) During 2023, the Company recorded a benefit of \$3.8 million within other nonoperating (income) expense as a result of a favorable legal settlement related to a matter not included in our normal operations.
- (6) During 2022, we recorded a gross pension settlement charge of \$52.2 million within other nonoperating (income) expense, which primarily relates to the full settlement of the U.S. qualified defined benefit plan (the "U.S. pension plan"). In 2021, we recorded a pension settlement charge within other nonoperating (income) expense, as it was determined that normal-course lump-sum payments for our U.S. pension plan exceeded the threshold for settlement accounting. Please refer to Note 15, [Benefit Plans](#), for further discussion of these items.
- (7) During 2022, the Company increased its expected tax benefit related to the prepayment of future royalties from one of its subsidiaries by \$1.3 million. During 2021, the Company prepaid future royalties from one of its subsidiaries, which resulted in a \$18.5 million tax benefit.
- (8) During 2022, the Company incurred additional tax expense of \$5.7 million due to the impact of a tax law change in the state of Pennsylvania enacted during the period. During 2021, the Company recorded a tax benefit of \$1.4 million due to the impact of a United Kingdom tax law change enacted during the period.

## RESULTS OF OPERATIONS

We evaluate the performance of our segments based upon, among other things, segment net sales and operating profit. Segment operating profit excludes general corporate costs, which include executive and director compensation, stock-based compensation, certain pension and other retirement benefit costs, and other corporate facilities and administrative expenses not allocated to the segments. Also excluded are items that we consider not representative of ongoing operations. Such items are referred to as other unallocated items for which further information can be found above in the reconciliation from U.S. GAAP to non-U.S. GAAP financial measures. Discussion of the year-over-year changes for the fiscal year ended December 31, 2022 compared to the fiscal year ended December 31, 2021 and the results of operations and cash flows for the fiscal year ended December 31, 2021 is included in Item 7, *Management's Discussion and Analysis of Financial Condition and Result of Operations* of our Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed with the SEC on February 21, 2023, and is incorporated herein by reference.

Percentages in the following tables and throughout this *Results of Operations* section may reflect rounding adjustments.

### Net Sales

The following table presents net sales, consolidated and by reportable segment:

(\$ in millions)	Year Ended December 31,			% Change	
	2023	2022	2021	2023/2022	2022/2021
Proprietary Products	\$ 2,397.3	\$ 2,406.8	\$ 2,317.3	(0.4 %)	3.9 %
Contract-Manufactured Products	552.5	480.4	514.7	15.0 %	(6.7 %)
Intersegment sales elimination	—	(0.3)	(0.4)	(100.0 %)	(25.0 %)
Consolidated net sales	<u>\$ 2,949.8</u>	<u>\$ 2,886.9</u>	<u>\$ 2,831.6</u>	<u>2.2 %</u>	<u>2.0 %</u>

Consolidated net sales increased by \$62.9 million, or 2.2%, in 2023, including a favorable foreign currency translation impact of \$27.9 million. Excluding foreign currency translation effects and the impact related to the disposal of one of our plants of \$11.5 million, consolidated net sales increased by \$46.5 million, or 1.6%.

**Proprietary Products** – Proprietary Products net sales decreased by \$9.5 million, or 0.4%, in 2023, including a favorable foreign currency translation impact of \$22.1 million. Excluding foreign currency translation effects and the impact related to the disposal of one of our plants of \$11.5 million, net sales decreased by \$20.1 million, or 0.8%, primarily due to a decline in COVID-related sales of approximately \$320 million, offset by growth in our high-value components, primarily Westar®, Daikyo® and Envision®, as well as growth in high-value devices, such as self-injection systems and administration systems, and sales price increases.

**Contract-Manufactured Products** – Contract-Manufactured Products net sales increased by \$72.1 million, or 15.0%, in 2023, including a favorable foreign currency translation impact of \$5.8 million. Excluding foreign currency translation effects, net sales increased by \$66.3 million, or 13.8%, primarily due to an increase in the volume of sales of components associated with injection-related devices and healthcare diagnostic devices, as well as sales price increases.

The intersegment sales elimination, which is required for the presentation of consolidated net sales, represents the elimination of components sold between our segments.

## Gross Profit

The following table presents gross profit and related gross margins, consolidated and by reportable segment and by unallocated:

(\$ in millions)	Year Ended December 31,			% Change	
	2023	2022	2021	2023/2022	2022/2021
<b>Proprietary Products:</b>					
Gross profit	\$ 1,034.0	\$ 1,053.3	\$ 1,093.9	(1.8 %)	(3.7 %)
Gross profit margin	43.1 %	43.8 %	47.2 %		
<b>Contract-Manufactured Products:</b>					
Gross profit	\$ 96.0	\$ 82.9	\$ 83.8	15.8 %	(1.1 %)
Gross profit margin	17.4 %	17.3 %	16.3 %		
Unallocated items	\$ (0.8)	\$ —	\$ (1.9)		
Consolidated gross profit	\$ 1,129.2	\$ 1,136.2	\$ 1,175.8	(0.6 %)	(3.4 %)
Consolidated gross profit margin	38.3 %	39.4 %	41.5 %		

Consolidated gross profit decreased by \$7.0 million, or 0.6%, in 2023, including a favorable foreign currency translation impact of \$13.3 million. Consolidated gross profit margin decreased by 1.1 margin points in 2023.

**Proprietary Products** – Proprietary Products gross profit decreased by \$19.3 million, or 1.8%, in 2023, including a favorable foreign currency translation impact of \$12.3 million. Proprietary Products gross profit margin decreased by 0.7 margin points in 2023. The decrease is driven by a decline in higher margin COVID-related sales, a decrease of approximately \$21 million, net, in fees received from COVID-19 supply agreements, and inflationary pressures, primarily within compensation costs. These items were offset by increased sales prices.

**Contract-Manufactured Products** – Contract-Manufactured Products gross profit increased by \$13.1 million, or 15.8%, in 2023, including a favorable foreign currency translation impact of \$1.0 million. Contract-Manufactured Products gross profit margin increased by 0.1 margin points in 2023, due to sales price increases and a favorable mix of products sold, offset by inflationary pressures, primarily within compensation costs.

## Research and Development (“R&D”) Costs

The following table presents consolidated R&D costs:

(\$ in millions)	Year Ended December 31,			% Change	
	2023	2022	2021	2023/2022	2022/2021
Consolidated R&D costs	\$ 68.4	\$ 58.5	\$ 52.8	16.9 %	10.8 %

Consolidated R&D costs increased by \$9.9 million, or 16.9%, in 2023, as compared to 2022, due to higher annual incentive compensation and additional research performed to identify new product opportunities. The increase in cost includes \$3.5 million of incremental spend on research performed on glass systems. Efforts remain focused on the continued investment in elastomeric packaging components, formulation development, drug containment systems, self-injection systems and drug administration consumables.

All of the R&D costs incurred during 2023, 2022 and 2021 related to Proprietary Products.

#### Selling, General and Administrative (“SG&A”) Costs

The following table presents SG&A costs, consolidated and by reportable segment and corporate and unallocated items:

(\$ in millions)	Year Ended December 31,			% Change	
	2023	2022	2021	2023/2022	2022/2021
Proprietary Products	\$ 240.6	\$ 212.6	\$ 244.8	13.2 %	(13.2 %)
Contract-Manufactured Products	24.4	20.9	15.9	16.7 %	31.4 %
Corporate and unallocated items	88.4	83.4	102.1	6.0 %	(18.3 %)
Consolidated SG&A costs	\$ 353.4	\$ 316.9	\$ 362.8	11.5 %	(12.7 %)
<i>SG&amp;A as a % of net sales</i>	<i>12.0 %</i>	<i>11.0 %</i>	<i>12.8 %</i>		

Consolidated SG&A costs increased by \$36.5 million, or 11.5%, in 2023, primarily due to higher annual incentive compensation, increased compensation costs, an increase in fees related to professional services and an unfavorable foreign currency translation impact of \$1.6 million.

**Proprietary Products** – Proprietary Products SG&A costs increased by \$28.0 million, or 13.2%, in 2023, primarily due to higher annual incentive compensation, an increase in compensation costs and an unfavorable foreign currency translation impact of \$1.3 million.

**Contract-Manufactured Products** – Contract-Manufactured Products SG&A costs increased by \$3.5 million, or 16.7%, in 2023, primarily due to a higher allocation of corporate function spend and higher annual incentive compensation.

**Corporate and unallocated items** – Corporate SG&A costs increased by \$5.0 million, or 6.0%, in 2023, primarily due to an increase in fees related to professional services and higher annual incentive compensation.

#### Other Expense (Income)

The following table presents other expense and income items, consolidated and by reportable segment and corporate and unallocated items:

(\$ in millions)	Year Ended December 31,		
	2023	2022	2021
Proprietary Products	\$ 14.9	\$ (2.2)	\$ 0.2
Contract-Manufactured Products	(0.5)	1.6	0.7
Corporate and unallocated items	17.0	27.4	7.0
Consolidated other expense (income)	\$ 31.4	\$ 26.8	\$ 7.9

Other expense and income items consist of a loss on disposal of plant, asset impairments, foreign exchange transaction gains and losses, contingent consideration and miscellaneous income and charges.

Consolidated other expense (income) changed by \$4.6 million in 2023 as compared to 2022, due to the factors described below.

**Proprietary Products** – Proprietary Products other expense (income) changed by \$17.1 million in 2023 as compared to 2022, primarily due to a loss on foreign exchange transactions being recorded in 2023, while a gain on foreign exchange transactions was recorded during the same period in 2022. The losses on foreign exchange transactions in 2023 were primarily driven by a highly inflationary environment in Argentina. Additionally, the Company recorded a loss of \$1.3 million related to oil hedges during 2023, while a gain of \$1.5 million was recorded in the same period in 2022. This was offset by \$2.3 million of expense related to contingent consideration being recorded during 2023, while expense of \$3.0 million was recorded in the same period in 2022.

**Contract-Manufactured Products** – Contract-Manufactured Products other expense (income) changed by \$2.1 million in 2023 as compared to 2022, primarily due to increased losses on foreign exchange transactions recorded in 2022, as compared to 2023.

**Corporate and unallocated items** – Corporate and unallocated items changed by \$10.4 million in 2023 as compared to 2022. During 2022, we recorded \$23.8 million in restructuring and other charges, while during 2023 we recorded a benefit to restructuring and other charges of \$2.8 million. This was offset by the Company recording expense of \$11.6 million as a result of the sale of one of the Company's manufacturing facilities within the Proprietary Products segment in 2023 and additional cost investment impairments being recorded within Corporate in 2023, as compared to 2022.

#### Operating Profit

The following table presents operating profit and adjusted operating profit, consolidated and by reportable segment, corporate and unallocated items:

(\$ in millions)	Year Ended December 31,			% Change	
	2023	2022	2021	2023/2022	2022/2021
Proprietary Products	\$ 710.1	\$ 784.4	\$ 796.1	(9.5 %)	(1.5 %)
Contract-Manufactured Products	72.1	60.4	67.2	19.4 %	(10.1 %)
Corporate and unallocated	(106.2)	(110.8)	(111.0)	(4.2 %)	(0.2 %)
Consolidated operating profit	\$ 676.0	\$ 734.0	\$ 752.3	(7.9 %)	(2.4 %)
Consolidated operating profit margin	22.9 %	25.4 %	26.6 %		
Unallocated items	14.6	28.0	10.1		
Adjusted consolidated operating profit	\$ 690.6	\$ 762.0	\$ 762.4	(9.4 %)	(0.1 %)
Adjusted consolidated operating profit margin	23.4 %	26.4 %	26.9 %		

Consolidated operating profit decreased by \$58.0 million, or 7.9%, in 2023, including a favorable foreign currency translation impact of \$10.9 million, due to the factors described above.

**Proprietary Products** – Proprietary Products operating profit decreased by \$74.3 million, or 9.5%, in 2023, including a favorable foreign currency translation impact of \$10.1 million, due to the factors described above, most notably the decline in COVID-related sales.

**Contract-Manufactured Products** – Contract-Manufactured Products operating profit increased by \$11.7 million, or 19.4%, in 2023, including a favorable foreign currency translation impact of \$0.8 million, due to the factors described above, most notably an increase in sales of components associated with medical devices and diagnostic products.

**Corporate and unallocated** – Excluding the unallocated items, Corporate costs increased by \$8.8 million, or 10.6%, in 2023, due to the factors described above.

For unallocated items, please refer to the Financial Performance Summary section above for details.

#### **Interest Expense, Net and Interest Income**

The following table presents interest expense, net, by significant component:

(\$ in millions)	Year Ended December 31,			% Change	
	2023	2022	2021	2023/2022	2022/2021
Interest expense	\$ 14.8	\$ 11.6	\$ 10.2	27.6 %	13.7 %
Capitalized interest	(5.8)	(3.7)	(2.0)	56.8 %	85.0 %
Interest expense, net	<u>\$ 9.0</u>	<u>\$ 7.9</u>	<u>\$ 8.2</u>	<u>13.9 %</u>	<u>(3.7)%</u>
Interest income	<u>\$ (28.0)</u>	<u>\$ (5.1)</u>	<u>\$ (1.0)</u>	<u>449.0 %</u>	<u>410.0 %</u>

Interest expense, net, increased by \$1.1 million, or 13.9%, in 2023, primarily due to higher interest rates in 2023, as compared to 2022.

Interest income increased by \$22.9 million in 2023, due primarily from 2023 investments in highly liquid low-risk money market funds in the U.S., Europe, and South America yielding higher interest rates compared to 2022.

#### **Other Nonoperating (Income) Expense**

Other nonoperating (income) expense was \$(3.0) million, \$51.3 million and \$(3.8) million for the years 2023, 2022, and 2021, respectively. Other nonoperating (income) expense changed by \$54.3 million in 2023, primarily due to the recording of a \$52.2 million pension settlement charge in 2022, which relieved the historical balance sheet position, inclusive of accumulated other comprehensive income, of the U.S. pension plan. This charge was not repeated in 2023.

#### **Income Taxes**

The provision for income taxes was \$122.3 million, \$114.7 million, and \$107.2 million for the years 2023, 2022, and 2021, respectively, and the effective tax rate was 17.5%, 16.9%, and 14.3%, respectively.

The increase in the effective tax rate in 2023 of 0.6%, or \$7.6 million greater tax expense, is primarily due to a tax benefit of \$20.3 million related to the termination of the U.S. pension plan recorded in 2022 and a \$5.9 million tax benefit recorded as the result of a state tax valuation allowance reversal in 2022 that were not repeated in the same period in 2023. This was offset by an increase in the tax benefit related to stock-based compensation in 2023 of \$32.0 million, as compared to the same period in 2022, which had a tax benefit related to stock-based compensation of \$16.5 million.

Please refer to Note 17, [Income Taxes](#), for further discussion of our income taxes.

#### **Equity in Net Income of Affiliated Companies**

Equity in net income of affiliated companies was \$17.7 million, \$20.7 million, and \$20.1 million for the years 2023, 2022, and 2021, respectively. Equity in net income of affiliated companies decreased by \$3.0 million, or 14.5%, in 2023, primarily due to less favorable operating results at the Mexico affiliates.

## FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

### Cash Flows

The following table presents cash flow data for the years ended December 31:

(\$ in millions)	2023	2022	2021
Net cash provided by operating activities	\$ 776.5	\$ 724.0	\$ 584.0
Net cash used in investing activities	\$ (368.7)	\$ (288.2)	\$ (253.1)
Net cash used in financing activities	\$ (459.6)	\$ (293.6)	\$ (168.1)

#### Net Cash Provided by Operating Activities

Net cash provided by operating activities increased by \$52.5 million in 2023, primarily due to favorable working capital management in 2023, as compared to 2022.

#### Net Cash Used in Investing Activities

Net cash used in investing activities increased by \$80.5 million in 2023, due to an increase in capital expenditures for additional manufacturing capacity in 2023 to meet customer demand and improve manufacturing lead times.

#### Net Cash Used in Financing Activities

Net cash used in financing activities increased by \$166.0 million in 2023, primarily due to increases in purchases under our share repurchase program in 2023, as compared to 2022. This was partially offset by reduced debt repayments and increased proceeds from stock-based compensation awards in 2023, as compared to 2022.

### Liquidity and Capital Resources

The table below presents selected liquidity and capital measures as of:

(\$ in millions)	December 31, 2023	December 31, 2022
Cash and cash equivalents	\$ 853.9	\$ 894.3
Accounts receivable, net	\$ 512.0	\$ 507.4
Inventories	\$ 434.7	\$ 414.8
Accounts payable	\$ 242.4	\$ 215.4
Debt	\$ 206.8	\$ 208.9
Equity	\$ 2,881.0	\$ 2,684.9
Working capital	\$ 1,264.6	\$ 1,400.5

Cash and cash equivalents include all instruments that have maturities of ninety days or less when purchased. Working capital is defined as current assets less current liabilities.

**Cash and cash equivalents** – Our cash and cash equivalents balance at December 31, 2023 consisted of cash held in depository accounts with banks around the world and cash invested in high-quality, short-term investments. The cash and cash equivalents balance at December 31, 2023 included \$368.8 million of cash held by subsidiaries within the U.S. and \$485.1 million of cash held by subsidiaries outside of the U.S. For further information on our position regarding permanent reinvestment of foreign subsidiary earnings and profits refer to Note 17, [Income Taxes](#).

**Working capital** - Working capital at December 31, 2023 decreased by \$135.9 million, or 9.7%, as compared to December 31, 2022, which includes a favorable foreign currency translation impact of \$25.4 million. Excluding the impact of currency exchange rates, inventories, other current assets and total current liabilities increased by \$13.5 million, \$30.4 million and \$145.1 million, respectively, while cash and cash equivalents and accounts receivable decreased by \$56.1 million and \$4.0 million, respectively. The increase in other current assets was driven by net investment hedge assets, which moved from long-term to short-term during the period, and an increase in short-term income tax receivables. The increase in total current liabilities was driven primarily by a portion of long-term debt moving to short-term based on the stated maturity during the period, increases in accounts payable and a higher annual incentive compensation accrual. These increases were offset by a decrease in other current liabilities due to declines in deferred income and accrued commissions, rebates and royalties. The decrease in cash and cash equivalents was due to capital expenditures and share repurchases in 2023, offset by cash collections driven by positive operating results during the period.

**Debt and credit facilities** - The \$2.1 million decrease in total debt at December 31, 2023, as compared to December 31, 2022, resulted primarily from debt repayments under our Term Loan.

Our sources of liquidity include our Credit Facility. At December 31, 2023, we had no outstanding borrowings under the Credit Facility. At December 31, 2023, the borrowing capacity available under the Credit Facility, including outstanding letters of credit of \$2.4 million, was \$497.6 million. We do not expect any significant limitations on our ability to access this source of funds. Please refer to Note 10, [Debt](#), for further discussion of our Credit Facility.

Pursuant to the financial covenants in our debt agreements, we are required to maintain established interest coverage ratios and to not exceed established leverage ratios. In addition, the agreements contain other customary covenants, none of which we consider restrictive to our operations. At December 31, 2023, we were in compliance with all of our debt covenants, and we expect to continue to be in compliance with the terms of these agreements throughout 2024.

We believe that cash on hand and cash generated from operations, together with availability under our Credit Facility, will be adequate to address our foreseeable liquidity needs based on our current expectations of our business operations, capital expenditures and scheduled payments of debt obligations to continue to meet customer demand.

#### **Commitments and Contractual Obligations**

Contractual obligations associated with ongoing business activities are expected to result in cash payments in future periods, and include the following material items:

- Our business creates a need to enter into various commitments with suppliers, including for the purchase of raw materials and finished goods. In accordance with U.S. GAAP, these purchase obligations are not reflected in the accompanying consolidated balance sheets. At December 31, 2023, our outstanding unconditional contractual commitments, including for the purchase of raw materials and finished goods, amounted to \$298.3 million, of which \$76.8 million is due to be paid in 2024. These purchase commitments are in the normal course of business. The Company previously entered into a material supply agreement for butyl polymers used as a principal raw material in a broad range of the Company's polymer-based pharmaceutical packaging products.
- Our long-term debt obligations, net of unamortized debt issuance costs including fixed and variable-rate debt, is further discussed in Note 10, [Debt](#).
- Our operating lease obligations primarily related to land, buildings, and machinery and equipment, with lease terms through 2047 further discussed in Note 6, [Leases](#).
- Our various tax-qualified and non-qualified defined benefit pension plan obligations in the U.S. and other countries that cover employees and former employees who meet eligibility requirements is further discussed in Note 15, [Benefit Plans](#).

#### **CRITICAL ACCOUNTING ESTIMATES**

Management's discussion and analysis addresses consolidated financial statements that are prepared in accordance with U.S. GAAP. The application of these principles requires management to make estimates and assumptions, some of which are subjective and complex, that affect the amounts reported in the consolidated financial statements. We believe the following accounting policies and estimates are critical to understanding and evaluating our results of operations and financial position:

**Impairment of Long-Lived Assets:** Long-lived assets, including property, plant and equipment, operating lease right-of-use assets and finance lease right-of-use assets, are tested for impairment whenever circumstances, such as a deterioration in general macroeconomic conditions or a change in company strategy, increased competition, declining product demand, plans to dispose of an asset or asset group, or recent financial or legal factors that could impact the expected cash flows, indicate that the carrying value of these assets may not be recoverable. An asset is considered impaired if the carrying value of the asset exceeds the sum of the future expected undiscounted cash flows to be derived from the asset. Impairment reviews are based on an estimated future cash flow approach that requires significant judgment with respect to future revenue and expense growth rates, selection of appropriate discount rate, asset groupings, and other assumptions and estimates. The Company uses estimates that are consistent with its business plans and a market participant view of the assets being evaluated. Once an asset is considered impaired, an impairment loss is recorded within other expense (income) for the difference between the asset's carrying value and its fair value. For assets held and used in the business, management determines fair value using estimated future cash flows to be derived from the asset, discounted to a net present value using an appropriate discount rate. For assets held for sale or for investment purposes, management determines fair value by estimating the proceeds to be received upon sale of the asset, less disposition costs.

**Impairment of Goodwill and Other Intangible Assets:** Goodwill is tested for impairment at least annually, following the completion of our annual budget and long-range planning process, or whenever circumstances indicate that the carrying value of these assets may not be recoverable. Goodwill is tested for impairment at the reporting unit level, which is the same as, or one level below, our operating segments. A goodwill impairment charge represents the amount by which a reporting unit's carrying amount exceeds its fair value, not to exceed the total amount of goodwill allocated to that reporting unit. Considerable management judgment is necessary to estimate fair value. Amounts and assumptions used in our goodwill impairment test, such as future sales, future cash flows and long-term growth rates, are consistent with internal projections and operating plans. Amounts and assumptions used in our goodwill impairment test are also largely dependent on the continued sale of drug products delivered by injection and the packaging of drug products, as well as our timeliness and success in new-product innovation or the development and commercialization of proprietary multi-component systems. Changes in the estimate of fair value, including the estimate of future cash flows, could have a material impact on our future results of operations and financial position. Accounting guidance also allows entities to first assess qualitative factors, including macroeconomic conditions, industry and market considerations, cost factors, and overall financial performance, to determine whether it is necessary to perform the quantitative goodwill impairment test. If, based upon our qualitative assessment, we determined that it was not more likely than not that the fair value of each of our reporting units was less than its carrying amount, then it would not be necessary to perform the quantitative goodwill impairment test. We elected to follow this guidance for our annual impairment test in the prior year, however in the current year, 2023, we performed a quantitative analysis to support our historical qualitative assessments. No impairment in the carrying value of our reporting units was evident as a result of the quantitative assessment performed.

Valuing identifiable intangible assets requires judgment. For example, for recent identifiable customer relationship intangible asset acquisitions, we applied an excess earnings model, which is a form of the income approach. This approach includes projecting revenues and expenses attributable to the existing customers over the remaining economic life of the customer relationships and then subtracting the required return on net tangible assets and any intangible assets used in the business to estimate any residual excess earnings attributable to the customer relationships. The after-tax excess earnings are then discounted to present value using the respective discount rates.

Intangible assets with finite lives are amortized using the straight-line method over their estimated useful lives, and reviewed for impairment whenever circumstances indicate that the carrying value of these assets may not be recoverable. Factors that could trigger an impairment review include the following: 1) significant under-performance relative to historical or projected future operating results; 2) significant changes in the manner or use of the acquired assets or the strategy of the overall business; 3) significant negative industry or economic trends; and 4) recognition of goodwill impairment charges. If we determine that the carrying value of identifiable intangibles may not be recoverable based on the existence of one or more of the above indicators of impairment, we measure recoverability of assets by comparing the respective carrying value of the assets to the current and expected future cash flows, on an undiscounted basis, to be generated from such assets. If such analysis indicates that the carrying value of these assets is not recoverable, we measure an impairment based on the amount in which the net carrying amount of the assets exceeds the fair values of the assets.

**Income Taxes:** We estimate income taxes payable based upon current domestic and international tax legislation. In addition, deferred income taxes are recognized by applying enacted statutory tax rates to tax loss carryforwards and temporary differences between the tax basis and financial statement carrying values of our assets and liabilities. The enacted statutory tax rate applied is based on the rate expected to be applicable at the time of the forecasted utilization of the loss carryforward or reversal of the temporary difference. Valuation allowances on deferred tax assets are established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. The realizability of deferred tax assets is subject to our estimates of future taxable income, generally at the respective subsidiary company and country level. Changes in tax legislation, business plans and other factors may affect the ultimate recoverability of tax assets or final tax payments, which could result in adjustments to tax expense in the period such change is determined.

When accounting for uncertainty in income taxes recognized in our financial statements, we apply a more-likely-than-not threshold for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return.

Please refer to Note 1, [Basis of Presentation and Summary of Significant Accounting Policies](#) to our consolidated financial statements for additional information on our significant accounting policies.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our ongoing business operations expose us to various risks, such as fluctuating interest rates, foreign currency exchange rates and increasing commodity prices. These risk factors can impact our results of operations, cash flows and financial position. To manage these market risks, we periodically enter into derivative financial instruments, such as interest rate swaps, options and foreign exchange contracts for periods consistent with, and for notional amounts equal to or less than, the related underlying exposures. We do not purchase or hold any derivative financial instruments for investment or trading purposes. All derivatives are recorded in our consolidated balance sheet at fair value.

##### **Foreign Currency Exchange Risk**

Sales outside of the U.S. accounted for 58.0% of our consolidated net sales in 2023. Virtually all of these sales and related operating costs are denominated in the currency of the local country and translated into USD for consolidated reporting purposes. Although the majority of the assets and liabilities of these subsidiaries are denominated in the functional currency of the subsidiary, they may also hold assets or liabilities denominated in other currencies. These items may give rise to foreign currency transaction gains and losses. As a result, our results of operations and financial position are exposed to changing currency exchange rates. We periodically use forward exchange contracts to hedge certain transactions or to manage month-end balance sheet exposures on cross-currency intercompany balances.

We have entered into forward exchange contracts, designated as fair value hedges, to manage our exposure to fluctuating foreign exchange rates on cross-currency intercompany loans. As of both December 31, 2023 and December 31, 2022, the total amount of these forward exchange contracts was Singapore Dollar ("SGD") 601.5 million and \$13.4 million. We have also entered into forward exchange contracts, designated as fair value hedges, to manage our exposure to fluctuating foreign exchange rates on cross-currency intercompany demand notes which were executed in June 2023. As of December 31, 2023, the total amount of these forward exchange contracts was Euro ("EUR") 278.6 million and SGD 94.0 million.

In addition, we have entered into several foreign currency contracts, designated as cash flow hedges, for periods of up to eighteen months, intended to hedge the currency risk associated with a portion of our forecasted transactions denominated in foreign currencies. As of December 31, 2023, we had outstanding foreign currency contracts to purchase and sell certain pairs of currencies, as follows:

(in millions) Currency	Purchase	Sell	
		USD	EUR
EUR	19.8	21.6	—
Yen	6,065.2	30.7	13.2
SGD	41.6	13.9	15.8

In November and December 2019, in conjunction with the repayment of the outstanding long-term borrowings under our Credit Facility denominated in Euro and Japanese Yen, we de-designated these borrowings as hedges of our net investments in certain European subsidiaries and Daikyo. The amounts recorded as a cumulative translation adjustment in accumulated other comprehensive loss related to these borrowings (prior to de-designation) will remain in accumulated other comprehensive loss indefinitely, unless certain future events occur, such as the disposition of the operations for which the net investment hedges relate.

In December 2019, we entered into a five-year floating-to-floating forward-starting cross-currency swap (the "cross-currency swap") for \$90 million, which we designated as a hedge of our net investment in Daikyo. The notional amount of the cross-currency swap is ¥8.9 billion (\$81.0 million) as of December 31, 2023. Under the cross-currency swap, we receive floating interest rate payments based on USD compounded SOFR plus a margin, in return for paying floating interest rate payments based on Japanese Yen ("Yen") Tokyo Overnight Average Rate

("TONAR") plus a margin. In addition, we receive periodic fixed principal payments of USD in return for paying fixed principal payments of Yen.

A sensitivity analysis of changes in fair value of these contracts outstanding as of December 31, 2023, while not predictive in nature, indicated that a 10% decrease or increase in the foreign currency exchange rates from their level would increase or decrease the fair value of these contracts by \$7.0 million or \$6.9 million, respectively, the majority of which relates to our hedges of the movement between the Euro and United States Dollar contracts.

#### **Interest Rate Risk**

As a result of our normal borrowing activities, we have long-term debt with both fixed and variable interest rates. Long-term debt consists of our Term Loan and Series B and C notes.

The following table summarizes our interest rate risk-sensitive instruments:

(\$ in millions)	2024	2025	2026	2027	2028	Thereafter	Carrying Value	Fair Value
<b>Current Debt:</b>								
U.S. dollar denominated	\$81.0						\$81.0	\$81.0
Average interest rate - variable	6.32%							
U.S. dollar denominated	\$53.0						\$53.0	\$52.6
Average interest rate - variable	3.82%							
<b>Long-Term Debt:</b>								
U.S. dollar denominated		\$73.0					\$73.0	\$71.0
Average interest rate - fixed		4.02%						

A change of 1.0% in variable interest rates would decrease or increase annual interest expense by \$0.9 million based on our outstanding debt as of December 31, 2023.

#### **Commodity Price Risk**

Many of our proprietary products are made from synthetic elastomers, which are derived from the petroleum refining process. We purchase the majority of our elastomers via long-term supply contracts, some of which contain clauses that provide for surcharges related to fluctuations in crude oil prices. In recent years, raw material costs have fluctuated due to crude oil price fluctuations. We expect this volatility to continue and will continue to pursue pricing and hedging strategies, and ongoing cost control initiatives, to offset the effects on gross profit.

From November 2017 through December 2023, we purchased several series of call options for a total of 995,426 barrels of crude oil to mitigate our exposure to such oil-based surcharges and protect operating cash flows with regards to a portion of our forecasted elastomer purchases.

During 2023, the loss recorded in other expense (income) related to these options was \$1.3 million. During 2022, the gain recorded in other expense (income) related to these options was \$1.5 million.

As of December 31, 2023, we had outstanding contracts to purchase 206,316 barrels of crude oil from December 2023 to June 2025, at a weighted-average strike price of \$88.78 per barrel.

A sensitivity analysis of changes in brent crude oil prices indicated that a 10% decrease or increase in pricing would decrease or increase the fair value of our commodity call options by \$0.3 million or \$0.6 million, respectively, as of December 31, 2023.

**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

**CONSOLIDATED STATEMENTS OF INCOME**

West Pharmaceutical Services, Inc. and Subsidiaries for the years ended December 31, 2023, 2022 and 2021

(in millions, except per share data)

	2023	2022	2021
Net sales	\$ 2,949.8	\$ 2,886.9	\$ 2,831.6
Cost of goods and services sold	1,820.6	1,750.7	1,655.8
Gross profit	1,129.2	1,136.2	1,175.8
Research and development	68.4	58.5	52.8
Selling, general and administrative expenses	353.4	316.9	362.8
Other expense (income) (Note 16)	31.4	26.8	7.9
Operating profit	676.0	734.0	752.3
Interest expense	9.0	7.9	8.2
Interest income	(28.0)	(5.1)	(1.0)
Other nonoperating (income) expense	(3.0)	51.3	(3.8)
Income before income taxes and equity in net income of affiliated companies	698.0	679.9	748.9
Income tax expense	122.3	114.7	107.2
Equity in net income of affiliated companies	(17.7)	(20.7)	(20.1)
Net income	<u>\$ 593.4</u>	<u>\$ 585.9</u>	<u>\$ 661.8</u>
Net income per share:			
Basic	\$ 7.98	\$ 7.87	\$ 8.89
Diluted	<u>\$ 7.88</u>	<u>\$ 7.73</u>	<u>\$ 8.67</u>
Weighted average shares outstanding:			
Basic	<u>74.3</u>	<u>74.4</u>	<u>74.4</u>
Diluted	<u>75.3</u>	<u>75.8</u>	<u>76.3</u>

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

West Pharmaceutical Services, Inc. and Subsidiaries for the years ended December 31, 2023, 2022 and 2021  
(in millions)

	2023	2022	2021
Net income	\$ 593.4	\$ 585.9	\$ 661.8
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments, net of tax of \$1.0, \$2.2, and \$2.4	39.4	(47.3)	(59.3)
Defined benefit pension and other postretirement plans:			
Prior service cost arising during period, net of tax of \$0.0, \$0.0, and \$0.5	—	—	1.5
Net actuarial gain (loss) arising during period, net of tax of \$0.4, \$(2.4), and \$2.1	0.8	(9.3)	5.9
Settlement effects arising during period, net of tax of \$0.0, \$20.3, and \$0.4	0.1	31.9	1.4
Less: amortization of actuarial (gain) loss, net of tax of \$(0.4), \$(0.1), and \$0.1	(1.3)	(0.5)	0.1
Less: amortization of prior service credit, net of tax of \$0.0, \$0.0, and \$(0.1)	—	—	(0.2)
Less: amortization of other, net of tax of \$(0.1), \$0.1, and \$0.0	(0.3)	0.3	—
Net gain (loss) on equity affiliate accumulated other comprehensive income, net of tax of \$0.0, \$0.0, and \$0.0	0.7	0.1	0.9
Net (loss) gain on derivatives, net of tax of \$0.0, \$0.2, and \$0.5	(0.2)	1.4	0.7
Other comprehensive income (loss), net of tax	<u>39.2</u>	<u>(23.4)</u>	<u>(49.0)</u>
Comprehensive income	<u>\$ 632.6</u>	<u>\$ 562.5</u>	<u>\$ 612.8</u>

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED BALANCE SHEETS**

West Pharmaceutical Services, Inc. and Subsidiaries at December 31, 2023 and 2022

(in millions, except per share data)

**ASSETS**

Current assets:

	2023	2022
Cash and cash equivalents	\$ 853.9	\$ 894.3
Accounts receivable, net	512.0	507.4
Inventories	434.7	414.8
Other current assets	135.8	103.0
Total current assets	<u>1,936.4</u>	<u>1,919.5</u>
Property, plant and equipment	2,738.0	2,386.6
Less: accumulated depreciation and amortization	1,324.7	1,228.3
Property, plant and equipment, net	1,413.3	1,158.3
Operating lease right-of-use assets	99.2	104.4
Investments in affiliated companies	210.0	204.9
Goodwill	108.5	107.3
Intangible assets, net	15.1	18.4
Deferred income taxes	25.7	65.6
Other noncurrent assets	21.3	38.4
<b>Total Assets</b>	<b>\$ 3,829.5</b>	<b>\$ 3,616.8</b>

**LIABILITIES AND EQUITY**

Current liabilities:

	2023	2022
Notes payable and other current debt	\$ 134.0	\$ 2.2
Accounts payable	242.4	215.4
Accrued salaries, wages and benefits	105.9	76.8
Income taxes payable	16.6	24.8
Operating lease liabilities	17.7	16.0
Other current liabilities	155.2	183.8
<b>Total current liabilities</b>	<b>671.8</b>	<b>519.0</b>
Long-term debt	72.8	206.7
Deferred income taxes	12.7	14.3
Pension and other postretirement benefits	29.6	28.2
Operating lease liabilities	84.5	93.0
Deferred compensation benefits	18.6	19.1
Other long-term liabilities	58.5	51.6
<b>Total Liabilities</b>	<b>948.5</b>	<b>931.9</b>
Commitments and contingencies (Note 18)		
Equity:		
Preferred stock, 3.0 million shares authorized; 0.0 shares issued and outstanding in 2023 and 2022	—	—
Common stock, par value \$0.25 per share; 200 million shares authorized; shares issued: 75.3 million in 2023 and 2022; shares outstanding: 73.5 million and 74.1 million in 2023 and 2022	18.8	18.8
Capital in excess of par value	120.2	232.2
Retained earnings	3,523.4	2,987.8
Accumulated other comprehensive loss	(143.8)	(183.0)
Treasury stock, at cost (1.8 million and 1.2 million shares in 2023 and 2022)	(637.6)	(370.9)
<b>Total Equity</b>	<b>2,881.0</b>	<b>2,684.9</b>
<b>Total Liabilities and Equity</b>	<b>\$ 3,829.5</b>	<b>\$ 3,616.8</b>

The accompanying notes are an integral part of the consolidated financial statements.

**CONSOLIDATED STATEMENTS OF EQUITY**

West Pharmaceutical Services, Inc. and Subsidiaries for the years ended December 31, 2023, 2022 and 2021

(in millions)

	Common shares issued	Common stock	Capital in excess of par value	Number of treasury shares	Treasury stock	Retained earnings	Accumulated other comprehensive loss	Total
Balance, December 31, 2020	75.3	\$ 18.8	\$ 267.3	1.3	\$ (167.7)	\$ 1,846.7	\$ (110.6)	\$ 1,854.5
Net Income	—	—	—	—	—	661.8	—	661.8
Activity related to stock-based compensation	—	—	(18.3)	(0.7)	75.3	—	—	57.0
Shares purchased under share repurchase program	—	—	—	0.5	(137.1)	—	—	(137.1)
Dividends declared (\$0.70 per share)	—	—	—	—	—	(51.8)	—	(51.8)
Other comprehensive loss, net of tax	—	—	—	—	—	—	(49.0)	(49.0)
Balance, December 31, 2021	75.3	18.8	249.0	1.1	(229.5)	2,456.7	(159.6)	2,335.4
Net income	—	—	—	—	—	585.9	—	585.9
Activity related to stock-based compensation	—	—	(16.8)	(0.5)	61.4	—	—	44.6
Shares purchased under share repurchase program	—	—	—	0.6	(202.8)	—	—	(202.8)
Dividends declared (\$0.74 per share)	—	—	—	—	—	(54.8)	—	(54.8)
Other comprehensive loss, net of tax	—	—	—	—	—	—	(23.4)	(23.4)
Balance, December 31, 2022	75.3	18.8	232.2	1.2	(370.9)	2,987.8	(183.0)	2,684.9
Net income	—	—	—	—	—	593.4	—	593.4
Activity related to stock-based compensation	—	—	(112.0)	(0.7)	171.6	—	—	59.6
Shares purchased under share repurchase program	—	—	—	1.3	(438.3)	—	—	(438.3)
Dividends declared (\$0.78 per share)	—	—	—	—	—	(57.8)	—	(57.8)
Other comprehensive income, net of tax	—	—	—	—	—	—	39.2	39.2
Balance, December 31, 2023	75.3	\$ 18.8	\$ 120.2	1.8	\$ (637.6)	\$ 3,523.4	\$ (143.8)	\$ 2,881.0

The accompanying notes are an integral part of the consolidated financial statements.

### CONSOLIDATED STATEMENTS OF CASH FLOWS

West Pharmaceutical Services, Inc. and Subsidiaries for the years ended December 31, 2023, 2022 and 2021  
(in millions)

	2023	2022	2021
Cash flows from operating activities:			
Net income	\$ 593.4	\$ 585.9	\$ 661.8
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	133.7	116.9	116.9
Amortization	3.6	3.7	5.4
Stock-based compensation	23.3	23.7	37.5
Non-cash restructuring charges	—	15.3	—
Pension settlement charge	0.1	52.2	1.8
Loss on disposal of plant	11.6	—	—
Asset impairments	9.6	6.2	5.6
Deferred income taxes	37.5	(30.8)	(42.9)
Pension and other retirement plans, net	(2.6)	(14.0)	14.8
Equity in undistributed earnings of affiliates, net of dividends	(14.3)	(18.1)	(17.4)
Other, net	1.0	(2.0)	(1.4)
Changes in assets and liabilities:			
Decrease (increase) in accounts receivable	4.0	(35.6)	(123.5)
Increase in inventories	(13.5)	(49.8)	(86.5)
(Increase) decrease in other current assets	(21.3)	18.5	(7.3)
Increase (decrease) in accounts payable	4.4	(2.8)	16.8
Changes in other assets and liabilities	6.0	54.7	2.4
Net cash provided by operating activities	<u>776.5</u>	<u>724.0</u>	<u>584.0</u>
Cash flows from investing activities:			
Capital expenditures	(362.0)	(284.6)	(253.4)
Acquisition of business	—	—	(2.2)
Other, net	(6.7)	(3.6)	2.5
Net cash used in investing activities	<u>(368.7)</u>	<u>(288.2)</u>	<u>(253.1)</u>
Cash flows from financing activities:			
Debt issuance cost	—	(1.2)	—
Repayments of long-term debt	(2.3)	(44.3)	(2.2)
Dividend payments	(57.0)	(54.1)	(51.1)
Proceeds from stock-based compensation awards	43.9	20.9	29.4
Employee stock purchase plan contributions	7.1	7.3	7.7
Shares purchased under share repurchase programs	(438.3)	(202.8)	(137.1)
Shares repurchased for employee tax withholdings	(12.9)	(19.4)	(14.8)
Other, net	(0.1)	—	—
Net cash used in financing activities	<u>(459.6)</u>	<u>(293.6)</u>	<u>(168.1)</u>
Effect of exchange rates on cash	11.4	(10.5)	(15.7)
Net (decrease) increase in cash and cash equivalents	(40.4)	131.7	147.1
Cash, including cash equivalents at beginning of period	894.3	762.6	615.5
Cash, including cash equivalents at end of period	<u>\$ 853.9</u>	<u>\$ 894.3</u>	<u>\$ 762.6</u>
Supplemental cash flow information:			
Interest paid, net of amounts capitalized	\$ 6.0	\$ 6.6	\$ 8.0
Income taxes paid, net	\$ 90.8	\$ 109.7	\$ 171.8
Accrued capital expenditures	\$ 53.3	\$ 33.2	\$ 41.1
Dividends declared, not paid	\$ 14.8	\$ 14.1	\$ 13.4

The accompanying notes are an integral part of the consolidated financial statements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### Note 1: Basis of Presentation and Summary of Significant Accounting Policies

**Principles of Consolidation:** The consolidated financial statements include the accounts of West Pharmaceutical Services, Inc. ("West") after the elimination of intercompany transactions. We have no participation or other rights in variable interest entities.

**Use of Estimates:** The financial statements are prepared in conformity with U.S. GAAP. These principles require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingencies in the financial statements. Actual amounts realized may differ from these estimates.

**Cash and Cash Equivalents:** Cash equivalents include time deposits, certificates of deposit and all highly liquid short-term instruments with maturities of three months or less at the time of purchase.

**Accounts Receivable:** Our accounts receivable balance was net of an allowance for credit losses of \$0.8 million and \$0.2 million at December 31, 2023 and 2022, respectively. Under the current expected credit loss model, we utilize a provision matrix approach, utilizing historical loss rates based on the number of days past due, adjusted to reflect current economic conditions and forecasts of future economic conditions.

**Inventories:** Inventories are valued at the lower of cost (on a first-in, first-out basis) or net realizable value. The Company provides for cost adjustments for excess, obsolete or slow-moving inventory based on changes in customer demand, technology developments or other economic factors. The following is a summary of inventories at December 31:

(\$ in millions)	2023	2022
Raw materials	\$ 172.3	\$ 170.7
Work in process	87.3	79.0
Finished goods	175.1	165.1
	<hr/> <u>\$ 434.7</u>	<hr/> <u>\$ 414.8</u>

**Property, Plant and Equipment:** Property, plant and equipment assets are carried at cost. Maintenance and minor repairs and renewals are charged to expense as incurred. Costs incurred for computer software developed or obtained for internal use are capitalized for application development activities and immediately expensed for preliminary project activities or post-implementation activities. Upon sale or retirement of depreciable assets, costs and related accumulated depreciation are eliminated, and gains or losses are recognized in other expense (income). Depreciation and amortization are computed principally using the straight-line method over the estimated useful lives of the assets, or the remaining term of the lease, if shorter.

**Leases:** Operating lease right-of-use assets are initially measured at cost, which comprises the initial amount of the lease liability adjusted for lease payments made at or before the lease commencement date, plus any initial direct costs incurred less any lease incentives received. Operating lease right-of-use assets are subsequently measured throughout the lease term at the carrying amount of the lease liability, plus initial direct costs, plus (minus) any prepaid (accrued) lease payments, less the unamortized balance of lease incentives received. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Operating lease liabilities are initially measured at the present value of the unpaid lease payments at the lease commencement date. We had no material finance leases as of December 31, 2023. We had no finance leases as of December 31, 2022. Please refer to Note 6, [Leases](#), for additional information.

**Impairment of Long-Lived Assets:** Long-lived assets, including property, plant and equipment, operating lease right-of-use assets and finance lease right-of-use assets, are tested for impairment whenever circumstances indicate that the carrying value of these assets may not be recoverable. An asset is considered impaired if the carrying value of the asset exceeds the sum of the future expected undiscounted cash flows to be derived from the asset. Once an asset is considered impaired, an impairment loss is recorded within other expense (income) for the difference between the asset's carrying value and its fair value. For assets held and used in the business, management determines fair value using estimated future cash flows to be derived from the asset, discounted to a net present value using an appropriate discount rate. For assets held for sale or for investment purposes, management determines fair value by estimating the proceeds to be received upon sale of the asset, less disposition costs.

**Impairment of Goodwill and Other Intangible Assets:** Goodwill is tested for impairment at least annually, following the completion of our annual budget and long-range planning process, or whenever circumstances indicate that the carrying value of these assets may not be recoverable. Goodwill is tested for impairment at the reporting unit level, which is the same as, or one level below, our operating segments. A goodwill impairment charge represents the amount by which a reporting unit's carrying amount exceeds its fair value, not to exceed the total amount of goodwill allocated to that reporting unit. Accounting guidance also allows entities to first assess qualitative factors, including macroeconomic conditions, industry and market considerations, cost factors, and overall financial performance, to determine whether it is necessary to perform the quantitative goodwill impairment test. If, based upon our assessment, we determined that it was not more likely than not that the fair value of each of our reporting units was less than its carrying amount, then it would not be necessary to perform the quantitative goodwill impairment test. We elected to follow this guidance for our annual impairment test in the prior year, however in the current year, 2023, we performed a quantitative analysis to support our historical qualitative assessments. No impairment in the carrying value of our reporting units was evident as a result of the quantitative assessment performed.

Valuing identifiable intangible assets requires judgment. For example, for recent identifiable customer relationship intangible asset acquisitions, we applied an excess earnings model, which is a form of the income approach. This approach includes projecting revenues and expenses attributable to the existing customers over the remaining economic life of the customer relationships and then subtracting the required return on net tangible assets and any intangible assets used in the business to estimate any residual excess earnings attributable to the customer relationships. The after-tax excess earnings are then discounted to present value using the respective discount rates. Intangible assets with finite lives are amortized using the straight-line method over their estimated useful lives of 3 to 25 years, and reviewed for impairment whenever circumstances indicate that the carrying value of these assets may not be recoverable. Factors that could trigger an impairment review include the following: 1) significant under-performance relative to historical or projected future operating results; 2) significant changes in the manner or use of the acquired assets or the strategy of the overall business; 3) significant negative industry or economic trends; and 4) recognition of goodwill impairment charges. If we determine that the carrying value of identifiable intangibles assets may not be recoverable based on the existence of one or more of the above indicators of impairment, we measure recoverability of assets by comparing the respective carrying value of the assets to the current and expected future cash flows, on an undiscounted basis, to be generated from such assets. If such analysis indicates that the carrying value of these assets is not recoverable, we measure an impairment based on the amount in which the net carrying amount of the assets exceeds the fair values of the assets.

**Employee Benefits:** The measurement of the obligations under our defined benefit pension and postretirement medical plans are subject to a number of assumptions. These include the rate of return on plan assets (for funded plans) and the rate at which the future obligations are discounted to present value. For our funded plans, we consider the current and expected asset allocations of our plan assets, as well as historical and expected rates of return, in estimating the long-term rate of return on plan assets. U.S. GAAP requires the recognition of an asset or liability for the funded status of a defined benefit postretirement plan, as measured by the difference between the fair value of plan assets, if any, and the benefit obligation. For a pension plan, the benefit obligation is the projected benefit obligation; for any other postretirement plan, such as a retiree health plan, the benefit obligation is the accumulated postretirement benefit obligation. Please refer to Note 15, [Benefit Plans](#), for a more detailed discussion of our pension and other retirement plans.

**Financial Instruments:** All derivatives are recognized as either assets or liabilities in the balance sheet and recorded at their fair value. For a derivative designated as a hedge of the exposure to variable cash flows of a forecasted transaction (referred to as a cash flow hedge), the effective portion of the derivative's gain or loss is initially reported as a component of other comprehensive income ("OCI"), net of tax, and subsequently reclassified into earnings when the forecasted transaction affects earnings. For a derivative designated as a hedge of the exposure to changes in the fair value of a recognized asset or liability or a firm commitment (referred to as a fair value hedge), the derivative's gain or loss is recognized in earnings in the period of change together with the offsetting loss or gain on the hedged item. For a derivative designated as a hedge of the foreign currency exposure of a net investment in a foreign operation, the gain or loss is reported in OCI, net of tax, as part of the cumulative translation adjustment. The ineffective portion of any derivative used in a hedging transaction is recognized immediately into earnings. Derivative financial instruments that are not designated as hedges are also recorded at fair value, with the change in fair value recognized immediately into earnings. We do not purchase or hold any derivative financial instrument for investment or trading purposes.

**Foreign Currency Translation:** Foreign currency transaction gains and losses are recognized in the determination of net income. Foreign currency translation adjustments of subsidiaries and affiliates operating outside of the U.S. are accumulated in other comprehensive loss, a separate component of equity.

**Revenue Recognition:** Our revenue results from the sale of goods or services and reflects the consideration to which we expect to be entitled in exchange for those goods or services. We record revenue based on a five-step model, in accordance with Accounting Standards Codification ("ASC") 606. Following the identification of a contract with a customer, we identify the performance obligations (goods or services) in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize the revenue when (or as) we satisfy the performance obligations by transferring the promised goods or services to our customers. A good or service is transferred when (or as) the customer obtains control of that good or service. We have elected to disregard the effects of a significant financing component, as we expect, at the inception of our contracts, that the period between when we transfer a promised good or service to the customer and when the customer pays for that good or service will be one year or less. In addition, we have elected to omit the disclosure of the majority of our remaining performance obligations, which are satisfied within one year or less. Please refer to Note 3, [Revenue](#), for additional information.

**Shipping and Handling Costs:** Shipping and handling costs are included in cost of goods and services sold. Shipping and handling costs billed to customers in connection with the sale are included in net sales.

**Research and Development:** Research and development expenditures are for the creation, engineering and application of new or improved products and processes. Expenditures include primarily salaries and outside services for those directly involved in research and development activities and are primarily expensed as incurred.

**Litigation:** From time to time, we are involved in legal proceedings, investigations and claims generally incidental to our normal business activities. In accordance with U.S. GAAP, we accrue for loss contingencies when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. These estimates are based on an analysis made by internal and external legal counsel considering information known at the time. Legal costs in connection with loss contingencies are expensed as incurred.

**Income Taxes:** Deferred income taxes are recognized by applying enacted statutory tax rates to tax loss carryforwards and temporary differences between the tax basis and financial statement carrying values of our assets and liabilities. The enacted statutory tax rate applied is based on the rate expected to be applicable at the time of the forecasted utilization of the loss carryforward or reversal of the temporary difference. Valuation allowances on deferred tax assets are established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. The realizability of deferred tax assets is subject to our estimates of future taxable income, generally at the respective subsidiary company and the country level. Please refer to Note 17, [Income Taxes](#), for additional information. We recognize interest costs related to income taxes in interest expense and penalties within other expense (income). The tax law ordering approach is used for purposes of determining whether an excess tax benefit has been realized during the year.

**Stock-Based Compensation:** Under the fair value provisions of U.S. GAAP, stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense over the vesting period. In order to determine the fair value of stock options on the grant date, we use the Black-Scholes valuation model. Please refer to Note 14, [Stock-Based Compensation](#), for a more detailed discussion of our stock-based compensation plans.

**Net Income Per Share:** Basic net income per share is computed by dividing net income attributable to common shareholders by the weighted average number of shares of common stock outstanding during each period. Net income per share assuming dilution considers the dilutive effect of outstanding stock options and other stock awards based on the treasury stock method. The treasury stock method assumes the use of exercise proceeds to repurchase common stock at the average fair market value in the period.

**Note 2: New Accounting Standards****Recently Adopted Standards**

In September 2022, the Financial Accounting Standards Board ("FASB") issued guidance that seeks to enhance transparency around entities' use of supplier finance programs. The amendment requires the buyer in a supplier finance program to disclose information about the key terms of the program, outstanding confirmed amounts as of the end of the period, a rollforward of such amounts during each annual period, and a description of where in the financial statements outstanding amounts are presented. This guidance is effective for fiscal years beginning after December 15, 2022. We adopted this guidance as of January 1, 2023, on a prospective basis. The adoption did not have a material impact on our financial statements, as supplier finance programs are not material to the Company as of December 31, 2023.

**Standards Issued Not Yet Adopted**

In November 2023, the FASB issued guidance that seeks to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendment enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable segment, and contains other disclosure requirements. This guidance is effective for fiscal years beginning after December 15, 2023. We are currently evaluating the impact of this guidance on our financial statements and disclosures. The Company does not expect such adoption to cause a material impact to the consolidated financial statements.

In December 2023, the FASB issued guidance that seeks to enhance income tax disclosures to provide information to better assess how an entity's operations and related tax risks affect its tax rate and prospects for future cash flows. Within the income tax rate reconciliation, the amendment requires disclosure of additional categories and greater detail about individual reconciling items over a specified threshold. It also requires information pertaining to taxes paid to be disaggregated for federal, state, and foreign taxes and further disaggregated for specific jurisdictions over a specified threshold. This guidance is effective for fiscal years beginning after December 15, 2024. We are currently evaluating the impact of this guidance on our financial statements and disclosures, but we expect adoption will cause a significant impact to our Income Taxes footnote disclosure.

**Note 3: Revenue****Revenue Recognition**

We recognize the majority of our revenue, primarily relating to Proprietary Products product sales, at a point in time, following the transfer of control of our products to our customers, which typically occurs upon shipment or delivery, depending on the terms of the related agreements.

We recognize revenue relating to our Contract-Manufactured Products product sales and certain Proprietary Products product sales over time, as our performance does not create an asset with an alternative use to us and we have an enforceable right to payment for performance completed to date.

We recognize revenue relating to our development and tooling agreements over time, as our performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

For revenue recognized over time, revenue is recognized by applying a method of measuring progress toward complete satisfaction of the related performance obligation. When selecting the method for measuring progress, we select the method that best depicts the transfer of control of goods or services promised to our customers.

Revenue for our Contract-Manufactured Products product sales, certain Proprietary Products product sales, and our development and tooling agreements is recorded under an input method, which recognizes revenue on the basis of our efforts or inputs to the satisfaction of a performance obligation (for example, resources consumed, labor hours expended, costs incurred, time elapsed, or machine hours used) relative to the total expected inputs to the satisfaction of that performance obligation. The input method that we use is based on costs incurred.

The majority of the performance obligations within our contracts are satisfied within one year or less. Performance obligations satisfied beyond one year include those relating to a nonrefundable customer payment of \$20.0 million received in June 2013 in return for the exclusive use of the SmartDose® technology platform within a specific therapeutic area. As of December 31, 2023, there was \$2.2 million of deferred income related to this payment, of which \$0.9 million was included in other current liabilities and \$1.3 million was included in other long-term liabilities. The deferred income is being recognized as income on a straight-line basis over the remaining term of the agreement. The agreement does not include a future minimum purchase commitment from the customer.

Our revenue can be generated from contracts with multiple performance obligations. When a sales agreement involves multiple performance obligations, each obligation is separately identified and the transaction price is allocated based on the amount of consideration we expect to be entitled in exchange for transferring the promised good or service to the customer.

Some customers receive pricing rebates upon attaining established sales volumes. We record rebate costs when sales occur based on our assessment of the likelihood that the required volumes will be attained. We also maintain an allowance for product returns, as we believe that we are able to reasonably estimate the amount of returns based on our substantial historical experience and specific identification of customer claims.

The following table presents the approximate percentage of our net sales by market group:

	2023	2022	2021
Biologics	37 %	41 %	41 %
Generics	20 %	18 %	17 %
Pharma	24 %	24 %	24 %
Contract-Manufactured Products	19 %	17 %	18 %
	<u>100 %</u>	<u>100 %</u>	<u>100 %</u>

The following table presents the approximate percentage of our net sales by product category:

	2023	2022	2021
High-Value Product Components	50 %	55 %	54 %
High-Value Product Delivery Devices	10 %	5 %	5 %
Standard Packaging	21 %	23 %	23 %
Contract-Manufactured Products	19 %	17 %	18 %
	<u>100 %</u>	<u>100 %</u>	<u>100 %</u>

Due to the Company's reassessment of product categories, beginning in the second quarter of 2023, certain product types have been moved from High-Value Product Components to High-Value Product Delivery Devices. No adjustments were made to the product categorization prior to the second quarter of 2023.

The following table presents the approximate percentage of our net sales by geographic location:

	2023	2022	2021
Americas	45 %	48 %	45 %
Europe, Middle East, Africa	46 %	43 %	45 %
Asia Pacific	9 %	9 %	10 %
	<u>100 %</u>	<u>100 %</u>	<u>100 %</u>

#### Contract Assets and Liabilities

Contract assets and liabilities result from transactions with revenue primarily recorded over time. If the measure of remaining rights exceeds the measure of the remaining performance obligations, we record a contract asset. Contract assets are recorded on the consolidated balance sheet in accounts receivable, net, and other assets (current and noncurrent portions, respectively). Contract assets included in accounts receivable, net, relate to the unbilled amounts of our product sales for which we have recognized revenue over time. Contract assets included in other assets represent the remaining performance obligations of our development and tooling agreements. Conversely, if the measure of the remaining performance obligations exceeds the measure of the remaining rights, we record a contract liability. Contract liabilities are recorded on the consolidated balance sheet within other liabilities (current and noncurrent portions, respectively) and represent cash payments received in advance of our performance.

The following table summarizes our contract assets and liabilities, excluding amounts included in accounts receivable, net:

	(\$ in millions)
Contract assets, December 31, 2022	\$ 16.3
Contract assets, December 31, 2023	\$ 21.5
Change in contract assets - increase (decrease)	<u>\$ 5.2</u>
Deferred income, December 31, 2022	\$ (68.2)
Deferred income, December 31, 2023	\$ (53.9)
Change in deferred income - decrease (increase)	<u>\$ 14.3</u>

Contract assets are included within other current assets and deferred income is included within other current liabilities and other long-term liabilities. The decrease in deferred income during 2023 was primarily due to the recognition of current year revenue of \$47.2 million and the recognition of \$37.4 million of revenue that was included in deferred income at the beginning of the year, partially offset by additional cash payments of \$72.6 million received in advance of satisfying future performance obligations.

#### Note 4: Net Income Per Share

The following table reconciles the shares used in the calculation of basic net income per share to those used for diluted net income per share:

(in millions)	2023	2022	2021
Net income	\$ 593.4	\$ 585.9	\$ 661.8
Weighted average common shares outstanding	74.3	74.4	74.4
Dilutive effect of equity awards, based on the treasury stock method	1.0	1.4	1.9
Weighted average shares assuming dilution	<u>75.3</u>	<u>75.8</u>	<u>76.3</u>

During 2023, 2022 and 2021, there were 0.2 million, 0.2 million, and 0.0 million shares, respectively, from stock-based compensation plans not included in the computation of diluted net income per share because their impact was antidilutive.

In February 2023, the Board of Directors approved a share repurchase program under which we may repurchase up to \$1.0 billion in shares of common stock. The share repurchase program does not have an expiration date under which we may repurchase common stock on the open market or in privately-negotiated transactions. The number of shares to be repurchased and the timing of such transactions will depend on a variety of factors, including market conditions. During the three months ended December 31, 2023, we purchased 512,262 shares of our common stock under the program at a cost of \$177.0 million, or an average price of \$345.56 per share. During the year ended December 31, 2023, we purchased 1,265,661 shares of our common stock under the program at a cost of \$438.3 million, or an average price of \$346.34 per share.

In December 2021, our Board of Directors approved a share repurchase program for calendar-year 2022 authorizing the repurchase of up to 650,000 shares of our common stock from time to time on the open market or in privately-negotiated transactions. The number of shares to be repurchased and the timing of such transactions depended on a variety of factors, including market conditions. This share repurchase program was completed by December 31, 2022. There were no shares purchased during the three months ended December 31, 2022 under the calendar-year 2022 program. During the year ended December 31, 2022, we purchased 563,334 shares of our common stock under the calendar-year 2022 program at a cost of \$202.8 million, or an average price of \$360.03 per share.

#### Note 5: Property, Plant and Equipment

A summary of gross property, plant and equipment at December 31 is presented in the following table:

(\$ in millions)	Expected useful lives (years)	2023	2022
Land		\$ 33.7	\$ 29.0
Buildings and improvements	15-35	771.5	663.6
Machinery and equipment	5-12	1,136.5	1,039.7
Molds and dies	4-7	164.5	154.5
Computer hardware and software	3-10	216.6	193.9
Construction in progress		415.2	305.9
		<u>\$ 2,738.0</u>	<u>\$ 2,386.6</u>

Depreciation expense for the years ended December 31, 2023, 2022 and 2021 was \$133.7 million, \$116.9 million and \$116.9 million, respectively.

We capitalize interest on borrowings during the active construction period of major capital projects. Capitalized interest is added to the cost of the underlying assets and is amortized over the useful lives of the assets. Capitalized interest for the years ended December 31, 2023, 2022 and 2021 was \$5.8 million, \$3.7 million and \$2.0 million, respectively.

#### Note 6: Leases

As of December 31, 2023, we had operating leases primarily related to land, buildings, and machinery and equipment, with lease terms through 2047. Certain of our operating leases provide us with an option, exercisable at our sole discretion, to terminate the lease or extend the lease term for one year or more. At this time, the Company is not able to assert whether any of these options will be exercised. We had no material finance leases as of December 31, 2023. We had no finance leases as of December 31, 2022.

Judgments used in applying ASC 842 include determining: i) whether a contract is, or contains, a lease; ii) the discount rate to be used to discount the unpaid lease payments to present value; iii) the lease term; and iv) the lease payments. We determine if a contract is, or contains, a lease at contract inception. A lease exists when a contract conveys to the customer the right to control the use of identified property, plant, or equipment for a period of time in exchange for consideration. The definition of a lease embodies two conditions: 1) there is an identified asset in the contract that is land or a depreciable asset (i.e., property, plant, and equipment); and 2) the customer has the right to control the use of the identified asset.

ASC 842 requires a lessee to discount its unpaid lease payments using the interest rate implicit in the lease or, if that rate cannot be readily determined, its incremental borrowing rate. As all of our operating leases do not provide an implicit rate, we use our incremental borrowing rate based on the information available at commencement date in determining the present value of lease payments. Our incremental borrowing rate for a lease is the rate of interest we would have to pay on a collateralized basis to borrow an amount equal to the lease payments under similar terms. The lease term for all of our operating leases includes the noncancelable period of the lease plus any additional periods covered by either a lessee option to extend (or not to terminate) the lease that the lessee is reasonably certain to exercise, or an option to extend (or not to terminate) the lease controlled by the lessor. Lease payments included in the measurement of the operating lease right-of-use assets and lease liabilities are comprised of fixed payments (including in-substance fixed payments), variable payments that depend on an index or rate, and the exercise price of a lessee option to purchase the underlying asset if the lessee is reasonably certain to exercise.

The components of lease expense were as follows:

(\$ in millions)	2023	2022	2021
Operating lease cost	\$ 20.3	\$ 15.5	\$ 12.7
Short-term lease cost	6.1	1.3	1.3
Variable lease cost	5.5	6.8	4.8
Total lease cost	<u>\$ 31.9</u>	<u>\$ 23.6</u>	<u>\$ 18.8</u>

Supplemental information related to leases was as follows:

(\$ in millions)	2023	2022	2021
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ 19.1	\$ 13.3	\$ 12.1

(\$ in millions)	2023	2022	2021
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 10.7	\$ 47.6	\$ 13.3

As of December 31, 2023 and December 31, 2022, the weighted average remaining lease term for operating leases was 9.8 years and 9.3 years and the weighted average discount rate was 3.55% and 3.25%, respectively.

Maturities of lease liabilities as of December 31, 2023 were as follows:

Year	Operating Leases
2024	\$ 20.9
2025	18.7
2026	15.7
2027	11.2
2028	9.5
Thereafter	42.1
	<u>118.1</u>
Less: imputed lease interest	(15.9)
Total lease liabilities	<u>\$ 102.2</u>

#### Practical Expedients and Exemptions

We have elected to adopt practical expedients around the combination of lease and non-lease components and the portfolio approach relating to discount rates. These practical expedients were applied consistently to all leases.

We have elected not to recognize operating lease right-of-use assets and operating lease liabilities for all short-term leases (leases with an initial lease term of 12 months or less). We recognize the lease payments associated with our short-term leases as an expense over the lease term.

#### Note 7: Affiliated Companies

At December 31, 2023, the following affiliated companies were accounted for under the equity method:

	Location	Ownership interest
The West Company Mexico, S.A. de C.V.	Mexico	49%
Aluplast S.A. de C.V.	Mexico	49%
Pharma Tap S.A. de C.V.	Mexico	49%
Pharma Rubber S.A. de C.V.	Mexico	49%
Daikyo	Japan	49%

Unremitted income of affiliated companies included in consolidated retained earnings amounted to \$148.0 million, \$133.6 million and \$115.6 million at December 31, 2023, 2022 and 2021, respectively. Dividends received from affiliated companies were \$3.4 million in 2023, \$2.6 million in 2022 and \$2.7 million in 2021.

Our equity in net unrealized gains of Daikyo's investment securities and derivative instruments, as well as pension adjustments, included in accumulated other comprehensive loss was \$2.2 million, \$1.6 million and \$1.5 million at December 31, 2023, 2022 and 2021, respectively.

Our purchases from, and royalty payments made to, affiliates totaled \$142.5 million, \$167.6 million and \$155.0 million, respectively, in 2023, 2022 and 2021, of which \$25.9 million and \$31.2 million was due and payable as of December 31, 2023 and 2022, respectively. The majority of these transactions related to a distributorship agreement with Daikyo that allows us to purchase and resell Daikyo products. Sales to affiliates were \$11.2 million, \$14.2 million and \$12.0 million, respectively, in 2023, 2022 and 2021, of which \$1.6 million and \$2.2 million was receivable as of December 31, 2023 and 2022, respectively.

At December 31, 2023 and 2022, the aggregate carrying amount of our investment in affiliated companies that are accounted for under the equity method was \$203.2 million and \$197.0 million, respectively, and the aggregate carrying amount of our investment in affiliated companies that are not accounted for under the equity method was \$6.8 million and \$7.9 million, respectively. We have elected to record these investments, for which fair value was not readily determinable, at cost, less impairment, adjusted for subsequent observable price changes. We test these investments for impairment whenever circumstances indicate that the carrying value of the investments may not be recoverable.

**Note 8: Goodwill and Intangible Assets**

The changes in the carrying amount of goodwill by reportable segment were as follows:

(\$ in millions)	Proprietary Products	Contract-Manufactured Products	Total
Balance, December 31, 2021	\$ 80.1	\$ 29.8	\$ 109.9
Foreign currency translation	(2.2)	(0.4)	(2.6)
Balance, December 31, 2022	77.9	29.4	107.3
Foreign currency translation	1.0	0.2	1.2
<b>Balance, December 31, 2023</b>	<b>\$ 78.9</b>	<b>\$ 29.6</b>	<b>\$ 108.5</b>

As of December 31, 2023, we had \$0.1 million of accumulated goodwill impairment losses.

Intangible assets and accumulated amortization as of December 31 were as follows:

(\$ in millions)	2023			2022		
	Cost	Accumulated amortization	Net	Cost	Accumulated amortization	Net
Patents and licensing	\$ 24.8	\$ (21.8)	\$ 3.0	\$ 24.5	\$ (20.6)	\$ 3.9
Technology	3.3	(2.5)	0.8	3.3	(2.2)	1.1
Trademarks	1.2	(1.2)	—	1.9	(1.8)	0.1
Customer relationships	39.5	(29.0)	10.5	39.6	(27.2)	12.4
Customer contracts	8.0	(7.2)	0.8	10.9	(10.0)	0.9
	<b>\$ 76.8</b>	<b>\$ (61.7)</b>	<b>\$ 15.1</b>	<b>\$ 80.2</b>	<b>\$ (61.8)</b>	<b>\$ 18.4</b>

The cost basis of intangible assets includes a foreign currency translation loss of \$0.1 million and \$0.9 million for the years ended December 31, 2023 and 2022, respectively. Amortization expense for the years ended December 31, 2023, 2022 and 2021 was \$3.6 million, \$3.7 million and \$5.4 million, respectively. Estimated annual amortization expense for the next five years is as follows: 2024 - \$3.9 million, 2025 - \$3.1 million, 2026 - \$2.7 million, 2027 - \$2.5 million and 2028 - \$2.0 million.

**Note 9: Other Current Liabilities**

Other current liabilities as of December 31 included the following:

(\$ in millions)	2023	2022
Deferred income	\$ 41.7	\$ 57.3
Dividends payable	14.8	14.1
Accrued commissions, rebates and royalties	22.4	32.1
Accrued retirement plans (excluding pension)	10.9	10.6
Accrued taxes other than income	9.2	13.7
Accrued professional services	5.1	5.4
Accrued interest	2.6	2.5
Restructuring and severance related charges	3.8	11.3
Short term derivative instruments	2.1	1.3
International value added tax payable	5.2	4.7
Other	37.4	30.8
Total other current liabilities	<u>\$ 155.2</u>	<u>\$ 183.8</u>

**Note 10: Debt**

The following table summarizes our long-term debt obligations, net of unamortized debt issuance costs and current maturities, at December 31.

(\$ in millions)	2023	2022
Term Loan, due December 31, 2024 (6.32%)	\$ 81.0	\$ 83.2
Series B notes, due July 5, 2024 (3.82%)	53.0	53.0
Series C notes, due July 5, 2027 (4.02%)	<u>73.0</u>	<u>73.0</u>
Less: unamortized debt issuance costs for Term Loan and Series notes	0.2	0.3
Total debt	<u>207.0</u>	<u>209.2</u>
Less: current portion of long-term debt	134.0	2.2
Long-term debt, net	<u>\$ 72.8</u>	<u>\$ 206.7</u>

#### **Credit Facility**

In March 2022, we amended and extended the existing credit facility (entered into in March 2019), which was scheduled to expire in March 2024, from \$300.0 million to a \$500.0 million senior unsecured revolving credit facility by entering into a Second Amendment and Joinder and Assumption Agreement (the "Amended Credit Agreement"). The Amended Credit Agreement, which expires March 2027, contains a senior unsecured, multi-currency revolving credit facility of \$500.0 million, with sublimits of up to \$50.0 million for swing line loans for Domestic Borrowers in U.S. dollars and a \$40.0 million swing line loan for West Pharmaceuticals Services Holding GmbH and up to \$50.0 million for the issuance of standby letters of credit. The credit facility may be increased from time-to-time by the greater of (a) \$929.0 million or (b) EBITDA for the preceding twelve month period in the aggregate through an increase in the revolving credit facility, subject to the satisfaction of certain conditions. Borrowings under the credit facility bear interest, at the Company's option, at either: (a) the Term Secured Overnight Financing Rate ("SOFR") plus 0.10% plus an applicable margin; or (b) a base rate defined as the highest of: (i) the Bank of America "prime rate"; (ii) the Federal Funds effective rate plus 0.50%; and (iii) Term SOFR plus 1.00%. The applicable margin is based on the ratio of the Company's Net Consolidated Debt to its modified EBITDA, ranging from 0 to 37.5 basis points for base rate loans and 87.5 to 137.5 basis points for Term SOFR loans. The Amended Credit Agreement contains financial covenants providing that the Company shall not permit the ratio of the Company's Net Consolidated Debt to its Modified EBITDA to be greater than 3.5 to 1; provided that, no more than three times during the term of the Amended Credit Agreement, upon the occurrence of a Qualified Acquisition for each of the four fiscal quarters of the Company immediately following such Qualified Acquisition, the ratio set forth above shall be increased to 4.0 to 1. The Amended Credit Agreement also contains customary limitations on liens securing indebtedness of the Company and its subsidiaries, fundamental changes (mergers, consolidations, liquidations and dissolutions), asset sales, distributions and acquisitions. As of December 31, 2023 and 2022, total unamortized debt issuance costs of \$1.0 million and \$1.3 million, respectively, were recorded in other current assets and other noncurrent assets and are being amortized as additional interest expense over the term of the Credit Facility.

At December 31, 2023, we had no outstanding borrowings under the Credit Facility. At December 31, 2023, the borrowing capacity available under the Credit Facility, including outstanding letters of credit of \$2.4 million, was \$497.6 million.

#### **Term Loan**

In December 2019, we entered into a First Amendment and Incremental Facility Amendment (the "First Amendment") to the Credit Agreement. Pursuant to the First Amendment and the Credit Agreement, we established the Term Loan in the amount of \$90.0 million, which is due on December 31, 2024. Borrowings under the Term Loan bear interest at the three-month Term SOFR plus 87.5 basis points. As of December 31, 2023 and 2022, there were unamortized debt issuance costs remaining of \$0.1 million and \$0.1 million, respectively, which are being amortized as additional interest expense over the term of the Term Loan.

At December 31, 2023, we had \$81.0 million in borrowings under the Term Loan, of which \$81.0 million was classified as current. Please refer to Note 11, [Derivative Financial Instruments](#), for a discussion of the foreign currency hedge associated with the Term Loan.

#### **Private Placement**

In 2012, we concluded a private placement issuance of \$168.0 million in senior unsecured notes. The total amount of the private placement issuance was divided into three tranches - \$42.0 million 3.67% Series A Notes due July 5, 2022, \$53.0 million 3.82% Series B Notes due July 5, 2024, and \$73.0 million 4.02% Series C Notes due July 5, 2027 (the "Notes"). The Notes rank pari passu with our other senior unsecured debt. The weighted average of the coupon interest rates on the Notes outstanding as of December 31, 2023 is 3.94%. As of December 31, 2023 and 2022, there were unamortized debt issuance costs remaining of \$0.1 million and \$0.2 million, respectively, which are being amortized as additional interest expense over the term of the Notes.

## Covenants

Pursuant to the financial covenants in our debt agreements, we are required to maintain established interest coverage ratios and to not exceed established leverage ratios. In addition, the agreements contain other customary covenants, none of which we consider restrictive to our operations. At December 31, 2023, we were in compliance with all of our debt covenants.

Interest costs incurred during 2023, 2022 and 2021 were \$14.8 million, \$11.6 million and \$10.2 million, respectively. The aggregate annual maturities of long-term debt, excluding unamortized debt issuance costs, are as follows: \$134.0 million in 2024, 2025 - \$0.0 million, 2026 - \$0.0 million, 2027 - \$73.0 million, 2028 - \$0.0 million, and thereafter - \$0.0 million.

## Note 11: Derivative Financial Instruments

Our ongoing business operations expose us to various risks, such as fluctuating interest rates, foreign currency exchange rates and increasing commodity prices. To manage these market risks, we periodically enter into derivative financial instruments, such as interest rate swaps, options and foreign exchange contracts for periods consistent with, and for notional amounts equal to or less than, the related underlying exposures. We do not purchase or hold any derivative financial instruments for investment or trading purposes. All derivatives are recorded in our consolidated balance sheet at fair value.

### Foreign Currency Exchange Rate Risk

We have entered into forward exchange contracts, designated as fair value hedges, to manage our exposure to fluctuating foreign exchange rates on cross-currency intercompany loans. As of both December 31, 2023 and December 31, 2022, the total amount of these forward exchange contracts was Singapore Dollar ("SGD") 601.5 million and \$13.4 million. We have also entered into forward exchange contracts, designated as fair value hedges, to manage our exposure to fluctuating foreign exchange rates on cross-currency intercompany demand notes which were executed in June 2023. As of December 31, 2023, the total amount of these forward exchange contracts was Euro ("EUR") 278.6 million and SGD 94.0 million.

In addition, we have entered into several foreign currency contracts, designated as cash flow hedges, for periods of up to eighteen months, intended to hedge the currency risk associated with a portion of our forecasted transactions denominated in foreign currencies. As of December 31, 2023, we had outstanding foreign currency contracts to purchase and sell certain pairs of currencies, as follows:

(in millions)	Currency	Purchase	Sell	
			USD	EUR
	EUR	19.8	21.6	—
	Yen	6,065.2	30.7	13.2
	SGD	41.6	13.9	15.8

In November and December 2019, in conjunction with the repayment of the outstanding long-term borrowings under our Credit Facility denominated in Euro and Japanese Yen, we de-designated these borrowings as hedges of our net investments in certain European subsidiaries and Daikyo. The amounts recorded as cumulative translation adjustments within accumulated other comprehensive loss related to these borrowings (prior to de-designation) will remain in accumulated other comprehensive loss indefinitely, unless certain future events occur, such as the disposition of the operations for which the net investment hedges relate.

In December 2019, we entered into a five-year floating-to-floating forward-starting cross-currency swap (the “cross-currency swap”) for \$90 million, which we designated as a hedge of our net investment in Daikyo. The notional amount of the cross-currency swap is ¥8.9 billion (\$81.0 million) as of December 31, 2023. Under the cross-currency swap, we receive floating interest rate payments based on USD compounded SOFR plus a margin, in return for paying floating interest rate payments based on Japanese Yen (“Yen”) Tokyo Overnight Average Rate (“TONAR”) plus a margin. In addition, we receive periodic fixed payments of USD in return for paying fixed principal payments of Yen.

#### **Commodity Price Risk**

Many of our proprietary products are made from synthetic elastomers, which are derived from the petroleum refining process. We purchase the majority of our elastomers via long-term supply contracts, some of which contain clauses that provide for surcharges related to fluctuations in crude oil prices. The following economic hedges did not qualify for hedge accounting treatment since they did not meet the highly effective requirement at inception.

From November 2017 through December 2023, we purchased several series of call options for a total of 995,426 barrels of crude oil to mitigate our exposure to such oil-based surcharges and protect operating cash flows with regard to a portion of our forecasted elastomer purchases.

As of December 31, 2023, we had outstanding contracts to purchase 206,316 barrels of crude oil from December 2023 to June 2025, at a weighted-average strike price of \$88.78 per barrel.

#### **Effects of Derivative Instruments on Financial Position and Results of Operations**

Please refer to Note 12, *Fair Value Measurements*, for the balance sheet location and fair values of our derivative instruments as of December 31, 2023 and 2022.

The following table summarizes the effects of derivative instruments designated as fair value hedges in our consolidated statements of income for the years ended December 31:

(\$ in millions)	Amount of Gain (Loss) Recognized in Income			Location on Statement of Income
	2023	2022	2021	
<b>Fair Value Hedges:</b>				
Hedged item (intercompany loan)	\$ (0.3)	\$ (28.3)	\$ (22.1)	Other expense (income)
Derivative designated as hedging instrument	0.3	28.3	22.1	Other expense (income)
Amount excluded from effectiveness testing	(1.4)	5.2	3.0	Other expense (income)
<b>Total</b>	<b>\$ (1.4)</b>	<b>\$ 5.2</b>	<b>\$ 3.0</b>	

We recognize in earnings the initial value of forward point components on a straight-line basis over the life of the fair value hedge. The expense recognized in earnings, pre-tax, for forward point components for the year ended December 31, 2023 was \$0.2 million. The income recognized in earnings, pre-tax, for forward point components for the years ended December 31, 2022 and 2021 was \$4.0 million and \$2.6 million, respectively. We expect to recognize a loss of \$2.5 million in earnings, pre-tax, for forward point components in 2024.

The following tables summarize the effects of derivative instruments designated as fair value, cash flow, and net investment hedges on OCI and earnings, net of tax, for the years ended December 31:

(\$ in millions)	Amount of Gain (Loss) Recognized in OCI		
	2023	2022	2021
<b>Fair Value Hedges:</b>			
Foreign currency hedge contracts	\$ (2.0)	\$ 1.3	\$ 0.6
Total	\$ (2.0)	\$ 1.3	\$ 0.6
<b>Cash Flow Hedges:</b>			
Foreign currency hedge contracts (hedges of net sales)	\$ (0.8)	\$ 0.3	\$ (0.2)
Foreign currency hedge contracts (hedges of cost of goods and services sold)	(4.0)	(1.1)	(1.8)
Forward treasury locks	—	—	—
Total	\$ (4.8)	\$ (0.8)	\$ (2.0)
<b>Net Investment Hedges:</b>			
Cross-currency swap	\$ 8.6	\$ 9.1	\$ 7.7
Total	\$ 8.6	\$ 9.1	\$ 7.7

(\$ in millions)	Amount of (Gain) Loss Reclassified from Accumulated OCI into Income			Location of (Gain) Loss Reclassified from Accumulated OCI into Income
	2023	2022	2021	
<b>Fair Value Hedges:</b>				
Foreign currency hedge contracts	\$ 2.9	\$ (1.6)	\$ (0.8)	Other expense (income)
Total	\$ 2.9	\$ (1.6)	\$ (0.8)	
<b>Cash Flow Hedges:</b>				
Foreign currency hedge contracts	\$ 1.3	\$ (1.2)	\$ 0.9	Net sales
Foreign currency hedge contracts	2.2	3.5	1.7	Cost of goods and services sold
Forward treasury locks	0.2	0.2	0.3	Interest expense
Total	\$ 3.7	\$ 2.5	\$ 2.9	
<b>Net Investment Hedges:</b>				
Cross-currency swap	—	—	—	Other expense (income)
Total	\$ —	\$ —	\$ —	

Refer to the above table which summarizes the effects of derivative instruments designated as fair value hedges within the other expense (income) line in our consolidated statements of income for the years ended December 31. The following table summarizes the effects of derivative instruments designated as cash flow and net investment hedges by line item in our consolidated statements of income for the years ended December 31:

(\$ in millions)	2023	2022	2021
Net sales	\$ 1.3	\$ (1.2)	\$ 0.9
Cost of goods and services sold	2.2	3.5	1.7
Interest expense	0.2	0.2	0.3

The following table summarizes the effects of derivative instruments not designated as hedges in our consolidated statements of income for the years ended December 31:

(\$ in millions)	<b>Amount of Gain (Loss) Recognized in Income</b>			<b>Location on Statement of Income</b>
	2023	2022	2021	
Commodity call options	\$ (1.3)	\$ 1.5	\$ 1.7	Other expense (income)
Currency forwards	0.1	0.0	0.0	Other expense (income)
<b>Total</b>	<b>\$ (1.2)</b>	<b>\$ 1.5</b>	<b>\$ 1.7</b>	

During 2023, 2022 and 2021 there was no material ineffectiveness related to our hedges.

#### Note 12: Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The following fair value hierarchy classifies the inputs to valuation techniques used to measure fair value into one of three levels:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- Level 3: Unobservable inputs that reflect the reporting entity's own assumptions.

The following tables present the assets and liabilities recorded at fair value on a recurring basis:

(\$ in millions)	Balance at December 31, 2023	Basis of Fair Value Measurements		
		Level 1	Level 2	Level 3
<b>Assets:</b>				
Deferred compensation assets	\$ 10.2	\$ 10.2	—	—
Foreign currency contracts	5.0	—	5.0	—
Cross-currency swap	18.4	—	18.4	—
Commodity call options	0.6	—	0.6	—
	<b>\$ 34.2</b>	<b>\$ 10.2</b>	<b>\$ 24.0</b>	<b>\$ —</b>
<b>Liabilities:</b>				
Contingent consideration	\$ 3.6	—	\$ 3.6	—
Deferred compensation liabilities	10.4	10.4	—	—
Foreign currency contracts	2.2	—	2.2	—
	<b>\$ 16.2</b>	<b>\$ 10.4</b>	<b>\$ 2.2</b>	<b>\$ 3.6</b>

(\$ in millions)	Balance at December 31, 2022	Basis of Fair Value Measurements		
		Level 1	Level 2	Level 3
<b>Assets:</b>				
Deferred compensation assets	\$ 12.5	\$ 12.5	—	—
Foreign currency contracts	4.5	—	4.5	—
Cross-currency swap	13.9	—	13.9	—
Commodity call options	1.2	—	1.2	—
	<b>\$ 32.1</b>	<b>\$ 12.5</b>	<b>\$ 19.6</b>	<b>\$ —</b>
<b>Liabilities:</b>				
Contingent consideration	\$ 4.7	—	\$ 4.7	—
Deferred compensation liabilities	12.7	12.7	—	—
Foreign currency contracts	1.4	—	1.4	—
	<b>\$ 18.8</b>	<b>\$ 12.7</b>	<b>\$ 1.4</b>	<b>\$ 4.7</b>

Deferred compensation assets are included within other noncurrent assets and are valued using a market approach based on quoted market prices in an active market. The fair value of our foreign currency contracts, included within other current and other noncurrent assets, as well as other current and other long-term liabilities, is valued using an income approach based on quoted forward foreign exchange rates and spot rates at the reporting date. The fair value of our commodity call options, included within other current and other noncurrent assets, is valued using a market approach. The fair value of the contingent consideration liability, within current and long-term liabilities, related to the SmartDose® technology platform (the “SmartDose® contingent consideration”) was initially determined using a probability-weighted income approach, and is revalued at each reporting date or more frequently if circumstances dictate. The fair value of deferred compensation liabilities is based on quoted prices of the underlying employees’ investment selections and is included within other long-term liabilities. The fair value of the cross-currency swap, included within other current assets as of December 31, 2023 and other non-current assets as of December 31, 2022, is valued using a market approach. Please refer to Note 11, [Derivative Financial Instruments](#), for further discussion of our derivatives.

#### **Other Financial Instruments**

We believe that the carrying amounts of our cash and cash equivalents and accounts receivable approximate their fair values due to their near-term maturities.

The estimated fair value of long-term debt is based on quoted market prices for debt issuances with similar terms and maturities and is classified as Level 2 within the fair value hierarchy. At December 31, 2023, the estimated fair value of long-term debt was \$70.8 million compared to a carrying amount of \$72.8 million. At December 31, 2022, the estimated fair value of long-term debt was \$201.8 million and the carrying amount was \$206.7 million.

**Note 13: Accumulated Other Comprehensive Loss**

The following table presents the changes in the components of accumulated other comprehensive loss, net of tax:

(\$ in millions)	Derivatives	Equity affiliate investment AOCI	Defined benefit pension and other postretirement plans	Foreign currency translation	Total
Balance, December 31, 2020	\$ (1.9)	\$ 0.6	\$ (40.5)	\$ (68.8)	\$ (110.6)
Other comprehensive income (loss) before reclassifications	(1.4)	0.9	7.4	(59.3)	(52.4)
Amounts reclassified out	2.1	—	1.3	—	3.4
Other comprehensive income (loss), net of tax	0.7	0.9	8.7	(59.3)	(49.0)
Balance, December 31, 2021	(1.2)	1.5	(31.8)	(128.1)	(159.6)
Other comprehensive (loss) income before reclassifications	0.5	0.1	(9.3)	(47.3)	(56.0)
Amounts reclassified out	0.9	—	31.7	—	32.6
Other comprehensive (loss) income, net of tax	1.4	0.1	22.4	(47.3)	(23.4)
Balance, December 31, 2022	0.2	1.6	(9.4)	(175.4)	(183.0)
Other comprehensive income (loss) before reclassifications	(6.8)	0.7	0.8	39.4	34.1
Amounts reclassified out	6.6	—	(1.5)	—	5.1
Other comprehensive income (loss), net of tax	(0.2)	0.7	(0.7)	39.4	39.2
Balance, December 31, 2023	<u>\$ —</u>	<u>\$ 2.3</u>	<u>\$ (10.1)</u>	<u>\$ (136.0)</u>	<u>\$ (143.8)</u>

A summary of the reclassifications out of accumulated other comprehensive loss is presented in the following table (\$ in millions):

Detail of components	2023	2022	2021	Location on Statement of Income
Gains (losses) on derivatives:				
Foreign currency contracts	\$ (1.5)	\$ 1.4	\$ (1.1)	Net sales
Foreign currency contracts	(3.1)	(4.1)	(2.4)	Cost of goods and services sold
Foreign currency contracts	(4.2)	2.4	1.2	Other expense (income)
Forward treasury locks	(0.3)	(0.3)	(0.4)	Interest expense
Total before tax	(9.1)	(0.6)	(2.7)	
Tax benefit (expense)	2.5	(0.3)	0.6	
Net of tax	<u>\$ (6.6)</u>	<u>\$ (0.9)</u>	<u>\$ (2.1)</u>	
Amortization of defined benefit pension and other postretirement plans:				
Prior service credit	\$ —	\$ —	\$ 0.3	(a)
Actuarial gains (losses)	1.7	0.6	(0.2)	(a)
Settlements	(0.1)	(52.2)	(1.8)	(a)
Other	0.4	(0.4)	—	(a)
Total before tax	2.0	(52.0)	(1.7)	
Tax (expense) benefit	(0.5)	20.3	0.4	
Net of tax	<u>\$ 1.5</u>	<u>\$ (31.7)</u>	<u>\$ (1.3)</u>	
Total reclassifications for the period, net of tax	<u>\$ (5.1)</u>	<u>\$ (32.6)</u>	<u>\$ (3.4)</u>	

(a) These components are included in the computation of net periodic benefit cost. Please refer to Note 15, [Benefit Plans](#), for additional details.

**Note 14: Stock-Based Compensation**

The West Pharmaceutical Services, Inc. 2016 Omnibus Incentive Compensation Plan (the “2016 Plan”) provides for the granting of stock options, stock appreciation rights, restricted stock awards and performance awards to employees and non-employee directors. A committee of the Board of Directors determines the terms and conditions of awards to be granted. Vesting requirements vary by award. At December 31, 2023, there were 1,434,547 shares remaining in the 2016 Plan for future grants.

Stock options and stock appreciation rights reduce the number of shares available by one share for each award granted. All other awards under the 2016 Plan will reduce the total number of shares available for grant by an amount equal to 2.5 times the number of shares awarded. If awards made under previous plans would entitle a plan participant to an amount of West stock in excess of the target amount, the additional shares (up to a maximum threshold amount) will be distributed under the 2016 Plan.

The following table summarizes our stock-based compensation expense recorded within selling, general and administrative expenses for the years ended December 31:

(\$ in millions)	2023	2022	2021
Stock option and appreciation rights	\$ 11.3	\$ 5.6	\$ 12.5
Performance share units, stock-settled	5.5	15.6	17.6
Performance share units, cash-settled	0.3	(0.1)	1.0
Performance share units, dividend equivalents	0.1	0.1	0.2
Employee stock purchase plan	1.3	1.3	1.4
Deferred compensation plans and restricted share awards	4.8	1.2	4.8
<b>Total stock-based compensation expense</b>	<b>\$ 23.3</b>	<b>\$ 23.7</b>	<b>\$ 37.5</b>

The Company estimates expected forfeitures. The amount of unrecognized compensation expense for all non-vested awards as of December 31, 2023 was \$28.2 million, which is expected to be recognized over a weighted average period of 1.6 years.

**Stock Options**

Stock options granted to employees vest in equal increments. All awards expire 10 years from the date of grant. Upon the exercise of stock options, shares are issued in exchange for the exercise price of the options.

The following table summarizes changes in outstanding options:

(in millions, except per share data)	2023
Options outstanding, January 1	1.9
Granted	0.1
Exercised	(0.6)
Forfeited	0.0
Options outstanding, December 31	<u>1.4</u>
Options vested and expected to vest, December 31	1.4
Options vested and exercisable, December 31	1.1
Weighted Average Exercise Price	2023
Options outstanding, January 1	\$ 118.72
Granted	306.97
Exercised	80.18
Forfeited	289.70
Options outstanding, December 31	<u>\$ 145.40</u>
Options vested and expected to vest, December 31	\$ 143.46
Options vested and exercisable, December 31	\$ 105.08

As of December 31, 2023, the weighted average remaining contractual life of options outstanding and of options exercisable was 4.7 years and 3.8 years, respectively.

As of December 31, 2023, the aggregate intrinsic value of total options outstanding was \$296.0 million, of which \$276.9 million represented vested options.

The fair value of the options was estimated on the date of grant using a Black-Scholes option valuation model that used the following weighted average assumptions in 2023, 2022 and 2021: a risk-free interest rate of 4.1%, 1.8%, and 0.8%, respectively; stock volatility of 29.8%, 25.1%, and 23.9%, respectively; and dividend yields of 0.3%, 0.2%, and 0.3%, respectively. Stock volatility is estimated based on historical data and the impact from expected future trends. Expected lives, which are based on prior experience, averaged 5.7 years for 2023 and 5.6 years for 2022 and 2021. The weighted average grant date fair value of options granted in 2023, 2022 and 2021 was \$108.95, \$96.43 and \$64.51, respectively. Stock option expense is recognized over the vesting period, net of forfeitures.

For the years ended December 31, 2023, 2022 and 2021, the intrinsic value of options exercised was \$151.0 million, \$60.1 million and \$147.3 million, respectively. The grant date fair value of options vested during those same periods was \$8.6 million, \$8.8 million and \$8.3 million, respectively.

#### **Stock Appreciation Rights**

Stock appreciation rights ("SARs") granted to eligible international employees vest in equal annual increments over 4 years of continuous service. All awards expire 10 years from the date of grant. The fair value of each cash-settled SAR is adjusted at the end of each reporting period, with the resulting change reflected in expense. As of December 31, 2023, SARs outstanding were 15,407, all of which were cash-settled. Upon exercise of a cash-settled SAR, the employee receives cash for the difference between the grant date price and the fair market value of the Company's stock on the date of exercise. As a result of the cash settlement feature, cash-settled SARs are recorded within other long-term liabilities.

The following table summarizes changes in outstanding SARs:

	2023
SARs outstanding, January 1	20,402
Granted	228
Exercised	(4,646)
Forfeited	(577)
<b>SARs outstanding, December 31</b>	<b>15,407</b>
 SARs vested and expected to vest, December 31	15,407
SARs vested and exercisable, December 31	14,355
 Weighted Average Exercise Price	2023
SARs outstanding, January 1	\$ 97.28
Granted	306.68
Exercised	67.89
Forfeited	287.26
<b>SARs outstanding, December 31</b>	<b>\$ 102.12</b>
 SARs vested and expected to vest, December 31	102.12
SARs vested and exercisable, December 31	89.44

#### **Performance Awards**

In addition to stock options and SAR awards, we grant performance share unit (“PSU”) awards to eligible employees. These awards are earned based on the Company’s performance against pre-established targets, including annual growth rate of revenue and return on invested capital, over a specified performance period. Depending on the achievement of the targets, recipients of stock-settled PSU awards are entitled to receive a certain number of shares of common stock, whereas recipients of cash-settled PSU awards are entitled to receive a payment in cash per unit based on the fair market value of a share of our common stock at the end of the performance period.

The following table summarizes changes in our outstanding stock-settled PSU awards:

	2023
Non-vested stock-settled PSU awards, January 1	112,553
Granted at target level	37,736
Adjustments above/(below) target	47,154
Vested and converted	(93,902)
Forfeited	(5,100)
<b>Non-vested stock-settled PSU awards, December 31</b>	<b>98,441</b>
 Weighted Average Fair Value	2023
Non-vested stock-settled PSU awards, January 1	\$ 278.38
Granted at target level	306.97
Adjustments above/(below) target	181.31
Vested and converted	306.68
Forfeited	317.85
<b>Non-vested stock-settled PSU awards, December 31</b>	<b>\$ 334.03</b>

Shares earned under PSU awards may vary from 0% to 200% of an employee's targeted award. The fair value of stock-settled PSU awards is based on the market price of our stock at the grant date and is recognized as expense over the performance period, adjusted for estimated target outcomes and net of forfeitures. The weighted average grant date fair value of stock-settled PSU awards granted during the years 2023, 2022 and 2021 was \$306.97, \$362.40 and \$333.58, respectively. Including forfeiture and target achievement expectations, we expect that the stock-settled PSU awards will convert to 36,080 shares to be issued over an average remaining term of one year.

The fair value of cash-settled PSU awards is also based on the market price of our stock at the grant date. These awards are revalued at the end of each quarter based on changes in our stock price. As a result of the cash settlement feature, cash-settled PSU awards are recorded within other long-term liabilities.

The following table summarizes changes in our outstanding cash-settled PSU awards:

	2023
Non-vested cash-settled PSU awards, January 1	890
Granted at target level	82
Adjustments above/(below) target	591
Vested and converted	(1,181)
Forfeited	(178)
Non-vested cash-settled PSU awards, December 31	<u>204</u>

	2023
Weighted Average Fair Value	
Non-vested cash-settled PSU awards, January 1	\$ 242.29
Granted at target level	306.68
Adjustments above/(below) target	191.43
Vested and converted	306.68
Forfeited	310.52
Non-vested cash-settled PSU awards, December 31	<u>\$ 355.74</u>

#### **Employee Stock Purchase Plan**

We also offer an Employee Stock Purchase Plan ("ESPP"), which provides for the sale of our common stock to eligible employees at 85% of the current market price on the last trading day of each quarterly offering period. Payroll deductions are limited to 25% of the employee's base salary, not to exceed \$25,000 in any one calendar year. In addition, employees may not buy more than 2,000 shares during any offering period (8,000 shares per year). Purchases under the ESPP were 23,955 shares, 27,894 shares and 27,016 shares for the years 2023, 2022 and 2021, respectively. At December 31, 2023, there were 3,714,353 shares available for issuance under the ESPP.

#### **Deferred Compensation Plans and Restricted Share Awards**

Our deferred compensation plans include a Non-Qualified Deferred Compensation Plan for Non-Employee Directors, under which non-employee directors may defer all or part of their annual cash or stock retainers. The deferred fees may be credited to a stock-equivalent account. Amounts credited to this account are converted into deferred stock units based on the fair market value of one share of our common stock on the last day of the quarter. For deferred stock units ultimately paid in cash, a liability is calculated at an amount determined by multiplying the number of units by the fair market value of our common stock at the end of each reporting period. In addition, annual stock awards are granted on the date of our annual meeting and are distributed in shares of common stock at the next annual meeting, unless deferred. In 2023, we granted 6,160 deferred stock awards, with a weighted grant date fair value of \$357.00. In 2022, we granted 4,827 deferred stock awards, with a grant date fair value of \$300.78.

As of December 31, 2023, the two deferred compensation plans held a total of 352,541 deferred stock units, including 8,931 units to be paid in cash.

In addition, during 2023, we granted 8,343 restricted share awards at a weighted grant-date fair value of \$314.06 per share to employees under the 2016 Plan. During 2022, we granted 9,648 restricted share awards at a weighted grant-date fair value of \$310.52 per share to employees under the 2016 Plan. During 2021, we granted 6,002 restricted share awards at a weighted grant-date fair value of \$312.41 per share to employees under the 2016 Plan. The fair value of these awards is based on the market price of our stock at the grant date and is recognized as expense over the vesting period.

#### Note 15: Benefit Plans

Certain of our U.S. and international subsidiaries sponsor defined benefit pension plans. In addition, we pay a portion of healthcare costs for retired U.S. salaried employees and their dependents. We also sponsor a defined contribution plan for certain salaried and hourly U.S. employees. Our 401(k) plan contributions were \$22.7 million for 2023, \$22.8 million for 2022 and \$19.5 million for 2021.

##### Pension and Other Retirement Benefits

The components of net periodic benefit cost and other amounts recognized in OCI were as follows:

(\$ in millions)	Pension benefits			Other retirement benefits		
	2023	2022	2021	2023	2022	2021
<b>Net periodic benefit cost:</b>						
Service cost	\$ 1.1	\$ 1.5	\$ 1.6	\$ —	\$ 0.2	\$ 0.2
Interest cost	2.4	4.2	6.2	0.2	0.2	0.2
Expected return on plan assets	(1.2)	(6.1)	(11.9)	—	—	—
Amortization of prior service credit	—	—	0.1	—	—	(0.4)
Amortization of actuarial loss (gain)	0.6	1.3	1.8	(2.0)	(1.9)	(1.6)
Settlement loss	0.1	52.2	1.8	—	—	—
Other	0.3	1.0	—	0.4	0.4	—
Net periodic benefit cost	<b>\$ 3.3</b>	<b>\$ 54.1</b>	<b>\$ (0.4)</b>	<b>\$ (1.4)</b>	<b>\$ (1.3)</b>	<b>\$ (1.8)</b>
<b>Other changes in plan assets and benefit obligations recognized in OCI, pre-tax:</b>						
Net (gain) loss arising during period	\$ (1.4)	\$ 16.0	\$ (6.3)	\$ (0.5)	\$ (2.0)	\$ (0.9)
Prior service credit arising during period	—	—	(2.0)	—	—	—
Amortization of prior service credit	—	—	(0.1)	—	—	0.4
Amortization of actuarial (loss) gain	(0.3)	(1.3)	(1.8)	2.0	1.9	1.6
Settlement loss	(0.1)	(52.2)	(1.8)	—	—	—
Foreign currency translation	0.7	(2.3)	(0.9)	—	—	—
Other	0.4	—	—	—	(0.4)	—
Total recognized in OCI	<b>\$ (0.7)</b>	<b>\$ (39.8)</b>	<b>\$ (12.9)</b>	<b>\$ 1.5</b>	<b>\$ (0.5)</b>	<b>\$ 1.1</b>
Total recognized in net periodic benefit cost and OCI	<b>\$ 2.6</b>	<b>\$ 14.3</b>	<b>\$ (13.3)</b>	<b>\$ 0.1</b>	<b>\$ (1.8)</b>	<b>\$ (0.7)</b>

Net periodic benefit cost by geographic location is as follows:

(\$ in millions)	Pension benefits			Other retirement benefits		
	2023	2022	2021	2023	2022	2021
U.S. plans	\$ 0.8	\$ 51.7	\$ (2.3)	\$ (1.4)	\$ (1.3)	\$ (1.8)
International plans	2.5	2.4	1.9	—	—	—
<b>Net periodic benefit cost</b>	<b>\$ 3.3</b>	<b>\$ 54.1</b>	<b>\$ (0.4)</b>	<b>\$ (1.4)</b>	<b>\$ (1.3)</b>	<b>\$ (1.8)</b>

The service cost component included within net periodic benefit cost is considered employee compensation and is therefore presented within the selling, general, and administrative and costs of goods and services sold financial statement line items of our consolidated statements of income. The remaining components of net periodic benefit cost are reported separately and are therefore presented within the other nonoperating (income) expense financial statement line item of our consolidated statements of income.

During 2021, the Company approved the termination of our U.S. qualified defined benefit pension plan (the "U.S. pension plan"). During 2021, a Notice of Intent to Terminate was sent to all interested parties and in 2022 a favorable determination letter was received from the Internal Revenue Service. During 2022, lump sum payments were offered to all current employees and former employees with vested benefits under the U.S. pension plan. A cash contribution of \$7.1 million was made by the Company to ensure the U.S. pension plan was fully funded in preparation for the group annuity contract purchase which was executed in August of 2022 to settle the outstanding benefit obligations, as well as to cover any ancillary benefits and expenses remaining. During 2022, we recorded a \$52.2 million pension settlement charge within other nonoperating (income) expense, which primarily related to the full settlement and relief of the historical balance sheet position, inclusive of accumulated other comprehensive income, of the U.S. pension plan. During 2021, we recorded a \$1.8 million pension settlement charge within other nonoperating (income) expense, as we determined that normal-course lump-sum payments for the U.S. pension plan exceeded the threshold for settlement accounting under U.S. GAAP for the year.

During 2023, we did not contribute to our U.S. pension plan due to the termination of the plan in 2022. During 2022, we contributed \$7.1 million to our U.S. pension plan. During 2021, we did not contribute to our U.S. pension plan.

The following table presents the changes in the benefit obligation and the fair value of plan assets, as well as the funded status of the plans:

(\$ in millions)	Pension benefits		Other retirement benefits	
	2023	2022	2023	2022
<b>Change in benefit obligation:</b>				
Benefit obligation, January 1	\$ (55.5)	\$ (269.8)	\$ (3.9)	\$ (5.6)
Service cost	(1.1)	(1.5)	—	—
Interest cost	(2.4)	(4.2)	(0.2)	(0.2)
Participants' contributions	(0.2)	(0.4)	(0.4)	(0.4)
Actuarial gain (loss)	0.7	33.0	0.5	2.0
Benefits paid	2.5	6.9	0.3	0.3
Settlement loss	0.5	174.4	—	—
Foreign currency translation	(2.0)	6.1	—	—
Benefit obligation, December 31	\$ (57.5)	\$ (55.5)	\$ (3.7)	\$ (3.9)
<b>Change in plan assets:</b>				
Fair value of assets, January 1	\$ 29.4	\$ 249.2	\$ —	\$ —
Actual return on plan assets	2.4	(42.4)	—	—
Employer contribution	1.1	8.4	(0.1)	(0.1)
Participants' contributions	0.2	0.4	0.4	0.4
Benefits paid	(1.8)	(7.2)	(0.3)	(0.3)
Settlement loss	(0.5)	(174.4)	—	—
Foreign currency translation	1.5	(4.6)	—	—
Fair value of assets, December 31	\$ 32.3	\$ 29.4	\$ —	\$ —
Funded status at end of year	\$ (25.2)	\$ (26.1)	\$ (3.7)	\$ (3.9)

International pension plan assets, at fair value, included in the preceding table were \$32.3 million and \$29.4 million at December 31, 2023 and 2022, respectively.

Amounts recognized in the balance sheet were as follows:

(\$ in millions)	Pension benefits		Other retirement benefits	
	2023	2022	2023	2022
Noncurrent assets	\$ 2.7	\$ 0.3	\$ —	\$ —
Current liabilities	(1.4)	(1.5)	(0.6)	(0.6)
Noncurrent liabilities	(26.5)	(24.9)	(3.1)	(3.3)
	\$ (25.2)	\$ (26.1)	\$ (3.7)	\$ (3.9)

The amounts in accumulated other comprehensive loss, pre-tax, consisted of:

(\$ in millions)	Pension benefits		Other retirement benefits	
	2023	2022	2023	2022
Net actuarial loss (gain)	\$ 15.8	\$ 16.7	\$ (3.6)	\$ (5.2)
Prior service cost (credit)	(1.1)	(1.1)	—	—
Total	\$ 14.7	\$ 15.6	\$ (3.6)	\$ (5.2)

The accumulated benefit obligation for all defined benefit pension plans was \$53.7 million and \$52.4 million at December 31, 2023 and 2022, respectively, including \$47.7 million and \$46.0 million, respectively, for international pension plans.

As of December 31, 2023 and December 31, 2022, our United Kingdom qualified defined benefit pension plan had plan assets in excess of its obligations. As of December 31, 2023 and December 31, 2022, our other defined benefit pension plans had projected benefit obligations and accumulated benefit obligations in excess of plan assets.

Benefit payments expected to be paid under our defined benefit pension and other retirement benefit plans in the next ten years are as follows. The expected benefit payments listed correspond to regular ongoing benefit payments expected to be made by the plans during future years.

(\$ in millions)	Domestic	International	Total
2024	\$ 1.4	\$ 2.5	\$ 3.9
2025	1.3	2.5	3.8
2026	1.1	3.2	4.3
2027	1.0	3.8	4.8
2028	1.0	3.2	4.2
2029 to 2033	3.8	17.4	21.2
	<u>\$ 9.6</u>	<u>\$ 32.6</u>	<u>\$ 42.2</u>

In 2024, we expect to contribute \$0.6 million to pension plans, all of which is in the U.S. In addition, we expect to contribute \$0.5 million for other retirement benefits in 2024. We periodically consider additional, voluntary contributions depending on the investment returns generated by pension plan assets, changes in benefit obligation projections and other factors.

Weighted average assumptions used to determine net periodic benefit cost were as follows:

	Pension benefits			Other retirement benefits		
	2023	2022	2021	2023	2022	2021
Discount rate	4.35 %	2.48 %	2.29 %	5.55 %	2.75 %	2.30 %
Rate of compensation increase	3.09 %	2.79 %	2.41 %	—	—	—
Expected long-term rate of return on assets	4.22 %	4.14 %	4.93 %	—	—	—

Weighted average assumptions used to determine the benefit obligations were as follows:

	Pension benefits		Other retirement benefits	
	2023	2022	2023	2022
Discount rate	3.95 %	4.35 %	5.20 %	5.55 %
Rate of compensation increase	3.08 %	3.09 %	—	—

The discount rate used to determine the benefit obligations for U.S. pension plans was 5.20% and 5.55% as of December 31, 2023 and 2022, respectively. The weighted average discount rate used to determine the benefit obligations for all international plans was 3.80% and 4.20% as of December 31, 2023 and 2022, respectively. The weighted average rate of compensation increase for all international plans was 3.08% for 2023 and 3.09% for 2022, while there was no rate increase for the U.S. plans since they are frozen. Other retirement benefits were only available to U.S. employees. The expected long-term rate of return for U.S. plans was not applicable for 2023, 3.70% for 2022 and 5.10% for 2021.

The assumed healthcare cost trend rate used to determine benefit obligations and net periodic benefit cost was 6.75% for all participants in 2023, decreasing to 5.00% by 2030.

The defined pension plan benefit obligation increased for the year ended December 31, 2023 primarily due to a decrease in the discount rate used to calculate the obligation. The net actuarial losses will be impacted in future periods by actual asset returns, discount rate changes, currency exchange rate fluctuations, actual demographic experience, and certain other factors. The other retirement plan benefit obligation decreased due to actuarial gains and benefit payments during the period.

The Company has cash balance plans and other plans with promised interest crediting rates. For these plans, the interest crediting rates are set in line with plan rules or country legislation and do not change with market conditions.

The weighted average interest crediting rating used to determine net periodic benefit cost by geographic location for our pension plans, at December 31, were as follows:

	2023	2022	2021
U.S. plans	4.00 %	3.31 %	3.31 %
International plans	1.13 %	1.75 %	0.67 %

The weighted average asset allocations by asset category for our pension plans, at December 31, were as follows:

	2023	2022
Equity securities	16 %	28 %
Debt securities	80 %	68 %
Other	4 %	4 %
	<u>100 %</u>	<u>100 %</u>

Diversification across and within asset classes is the primary means by which we mitigate risk. We maintain guidelines for all asset and sub-asset categories in order to avoid excessive investment concentrations. Fund assets are monitored on a regular basis. If at any time the fund asset allocation is not within the acceptable allocation range, funds will be reallocated. We also review the fund on a regular basis to ensure that the investment returns received are consistent with the short-term and long-term goals of the fund and with comparable market returns. We are prohibited from pledging fund securities and from investing pension fund assets in our own stock, securities on margin or derivative securities.

The following are the target asset allocations and acceptable allocation ranges across:

	Target allocation	Allocation range
Equity securities	19%	15% - 20%
Debt securities	79%	75% - 85%
Other	2%	2% - 5%

The following tables present the fair value of our pension plan assets, utilizing the fair value hierarchy discussed in Note 12, [Fair Value Measurements](#). In accordance with U.S. GAAP, certain pension plan assets measured at net asset value (“NAV”) have not been classified in the fair value hierarchy.

(\$ in millions)	Balance at December 31, 2023	Basis of Fair Value Measurements			Level 3
		Level 1	Level 2	—	
Cash	\$ 0.6	\$ 0.6	\$ —	—	\$ —
Equity securities:					
International mutual funds	5.3	—	—	5.3	—
Fixed income securities:					
International mutual funds	25.9	—	—	25.9	—
Other mutual funds	0.5	—	—	0.5	—
Pension plan assets in the fair value hierarchy	\$ 32.3	\$ 0.6	\$ 31.7	\$ —	\$ —
Pension plan assets measured at NAV	—				
Pension plan assets at fair value	\$ 32.3				

(\$ in millions)	Balance at December 31, 2022	Basis of Fair Value Measurements			Level 3
		Level 1	Level 2	—	
Cash	\$ 0.7	\$ 0.7	\$ —	—	\$ —
Equity securities:					
International mutual funds	8.2	—	—	8.2	—
Fixed income securities:					
International mutual funds	20.4	—	—	20.4	—
Other mutual funds	0.1	—	—	0.1	—
Pension plan assets in the fair value hierarchy	\$ 29.4	\$ 0.7	\$ 28.7	\$ —	\$ —
Pension plan assets measured at NAV	—				
Pension plan assets at fair value	\$ 29.4				

#### Note 16: Other Expense (Income)

Other expense (income) consisted of:

(\$ in millions)	2023	2022	2021
Restructuring and related charges:			
Severance and benefits	\$ (2.8)	\$ 8.7	\$ 0.6
Asset-related charges	—	15.3	—
Other charges	—	(0.2)	1.6
Total restructuring and related charges	\$ (2.8)	\$ 23.8	\$ 2.2
Loss on disposal of plant	11.6	—	—
Asset impairments	9.6	6.2	5.6
Foreign exchange transaction losses (gains)	9.4	(4.1)	(1.4)
Contingent consideration	2.3	3.0	1.5
Loss (gain) on oil hedges	1.3	(1.5)	(1.7)
Other items	—	(0.6)	1.7
Total other expense (income)	\$ 31.4	\$ 26.8	\$ 7.9

#### **Restructuring and Related Charges**

In December 2022, the Company approved a restructuring plan to adjust our operating cost base to better respond to the macroeconomic factors influencing our business. These changes are expected to be implemented over a period of up to twenty-four months from the date of the approval. The plan is expected to require restructuring and related charges of approximately \$22 million to \$24 million, with annualized savings in the range of \$22 million to \$24 million. The following table presents activity related to our restructuring obligations related to our 2022 restructuring plan: (\$ in millions)

	Severance and benefits	Other charges	Total
Balance, December 31, 2022	\$ 10.1	\$ 15.3	\$ 25.4
(Credits) charges	(2.6)	—	(2.6)
Cash payments	(4.5)	—	(4.5)
Non-cash asset write downs	—	(15.3)	(15.3)
Balance, December 31, 2023	<u>\$ 3.0</u>	<u>\$ —</u>	<u>\$ 3.0</u>

#### **Loss on Disposal of Plant**

During 2023, the Company recorded expense of \$11.6 million, within other expense (income), as a result of the sale of one of the Company's manufacturing facilities within the Proprietary Products segment. The transaction closed during the second quarter of 2023.

#### **Asset Impairments**

During 2023, we recorded impairment charges of \$4.3 million specific to our cost method investments and expense of \$5.3 million related to fixed assets impaired and taken out of service. During 2022, we recorded an impairment charge of \$3.5 million specific to our cost method investments and expense of \$2.7 million related to fixed assets impaired and taken out of service. During 2021, specific to our cost method investments, we recorded a total impairment charge of \$4.6 million which was offset by a net gain of \$0.3 million on the sale of a cost investment. We also recorded expense of \$1.3 million related to fixed assets impaired and taken out of service.

#### **Foreign Exchange Transaction Losses (Gains)**

During 2023, we recorded a loss on foreign exchange transactions of \$9.4 million. The loss on foreign exchange transactions in 2023 was primarily driven by a highly inflationary environment in Argentina. During 2022 and 2021, we recorded a gain on foreign exchange transactions of \$4.1 million and \$1.4 million, respectively.

#### **Contingent Consideration**

Contingent consideration represents changes in the fair value of the SmartDose® contingent consideration. Please refer to Note 12, [Fair Value Measurements](#), for additional details.

#### **Oil Hedges**

During 2023, 2022 and 2021, we recorded a loss of \$1.3 million, a gain of \$1.5 million, and a gain of \$1.7 million, respectively, related to oil hedges. Please refer to Note 11, [Derivative Financial Instruments](#), for further discussion of our hedging activity.

**Note 17: Income Taxes**

As a global organization, we and our subsidiaries file income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. As of December 31, 2023, the statute of limitations for the U.S. federal tax years 2017 through 2023 remain open to examination. For U.S. state and local jurisdictions, tax years 2013 through 2023 are open to examination. We are also subject to examination in various foreign jurisdictions for tax years 2016 through 2023.

A reconciliation of the beginning and ending amount of the liability for unrecognized tax benefits is as follows:

(\$ in millions)	2023	2022	2021
Balance at January 1	\$ 36.5	\$ 24.9	\$ 10.4
Increase due to current year position	6.4	11.4	16.3
(Decrease) increase due to prior year position	(1.0)	0.6	(1.0)
Reduction for expiration of statute of limitations/audits	(3.1)	(0.4)	(0.8)
<b>Balance at December 31</b>	<b>\$ 38.8</b>	<b>\$ 36.5</b>	<b>\$ 24.9</b>

In addition, we had balances in accrued liabilities for interest and penalties of \$3.8 million and \$1.6 million at December 31, 2023 and 2022, respectively. As of December 31, 2023, we had \$38.8 million of total gross unrecognized tax benefits, which, if recognized, \$38.8 million would favorably impact the effective income tax rate. It is reasonably possible that, due to the expiration of statutes and the closing of tax audits, the amount of gross unrecognized tax benefits may be reduced by approximately \$0.1 million during the next twelve months, which would favorably impact our effective tax rate.

The components of income before income taxes and equity in net income of affiliated companies are:

(\$ in millions)	2023	2022	2021
U.S. operations	\$ 369.4	\$ 394.4	\$ 420.0
International operations	328.6	285.5	328.9
<b>Total income before income taxes and equity in net income of affiliated companies</b>	<b>\$ 698.0</b>	<b>\$ 679.9</b>	<b>\$ 748.9</b>

The related provision for income taxes consists of:

(\$ in millions)	2023	2022	2021
Current:			
Federal	\$ 30.2	\$ 75.7	\$ 64.8
State	(4.2)	8.4	10.9
International	58.8	61.4	74.4
Current income tax provision	84.8	145.5	150.1
Deferred:			
Federal and state	(11.6)	(20.3)	7.3
International	49.1	(10.5)	(50.2)
Deferred income tax provision	37.5	(30.8)	(42.9)
<b>Income tax expense</b>	<b>\$ 122.3</b>	<b>\$ 114.7</b>	<b>\$ 107.2</b>

Deferred income taxes result from temporary differences between the amount of assets and liabilities recognized for financial reporting and tax purposes.

The significant components of our deferred tax assets and liabilities at December 31 are:

	2023	2022
(\$ in millions)		
Deferred tax assets		
Net operating loss carryforwards	\$ 10.0	\$ 10.3
Tax credit carryforwards	1.1	1.9
Pension and deferred compensation	22.7	31.4
Royalty acceleration	15.0	46.2
Other	13.9	18.3
Capitalized R&D expenses	23.9	8.1
Leases	18.6	20.6
Unrealized profit in inventory	8.5	7.2
Valuation allowance	(15.5)	(13.3)
Total deferred tax assets	<u>98.2</u>	<u>130.7</u>
Deferred tax liabilities:		
Property, plant, and equipment	61.7	53.7
Tax on undistributed earnings of subsidiaries	3.8	1.5
Leases	18.1	19.7
Other	1.6	4.5
Total deferred tax liabilities	<u>85.2</u>	<u>79.4</u>
Net deferred tax asset	<u>\$ 13.0</u>	<u>\$ 51.3</u>

A reconciliation of the U.S. federal corporate tax rate to our effective consolidated tax rate on income before income taxes and equity in net income of affiliated companies is as follows:

	2023	2022	2021
U.S. federal corporate tax rate	21.0 %	21.0 %	21.0 %
Tax on international operations other than U.S. tax rate	1.2	(1.5)	1.9
Adjustments to reserves for unrecognized tax benefits	0.3	2.9	0.1
U.S. tax on international earnings, net of foreign tax credits	0.5	(0.3)	0.3
Foreign-Derived Intangible Income Deductions (FDII)	(1.6)	(2.1)	(1.5)
State income taxes, net of federal tax effect	0.1	1.0	(0.1)
U.S. research and development credits	(0.7)	(0.6)	(0.4)
Excess tax benefits on share-based payments	(4.6)	(2.4)	(4.2)
Royalty acceleration	0.5	—	(2.5)
Pension settlement	—	(1.2)	—
Tax on undistributed earnings of subsidiaries	0.3	—	(0.6)
Other	0.5	0.1	0.3
<b>Effective tax rate</b>	<b>17.5 %</b>	<b>16.9 %</b>	<b>14.3 %</b>

During 2023, we recorded a tax benefit of \$32.0 million associated with stock-based compensation. The Company recognized a \$3.0 million state tax benefit based on the outcome of a recent court case.

During 2022, we recorded tax expense of \$5.7 million due to the impact of tax law changes enacted during the year, \$19.8 million of tax expense due to the Company's recognition of reserves for unrecognized tax benefits, and a tax benefit of \$16.5 million associated with stock-based compensation. A tax benefit of \$20.6 million was recognized for the 2022 termination of our U.S. pension plan. The Company did not elect to reclassify to retained earnings the stranded tax effects on items within AOCI related to the Tax Cuts and Jobs Act of 2017, and therefore included within the \$20.6 million pension termination benefit is a deferred tax benefit of \$8.0 million.

During 2021, we recorded a tax benefit of \$1.4 million due to the impact of tax law changes enacted during 2021, a tax benefit of \$18.5 million due to the Company's prepayment of future royalties from one of its subsidiaries, and a tax benefit of \$31.5 million associated with stock-based compensation.

State operating loss carryforwards of \$118.6 million created a deferred tax asset of \$6.7 million, while foreign operating loss carryforwards of \$10.2 million created a deferred tax asset of \$3.3 million. Management estimates that certain state and foreign operating loss carryforwards are unlikely to be utilized and the associated deferred tax assets have been appropriately reserved. State loss carryforwards expire as follows: \$19.8 million in 2024 and \$98.8 million thereafter. Foreign loss carryforwards will begin to expire in 2029, while \$0.9 million of the total \$10.2 million will not expire.

During 2019, we utilized all of our remaining U.S. federal research and development credit carryforwards. State research and development credit carryforwards of \$1.6 million created a deferred tax asset of \$1.3 million. As of December 31, 2023, \$0.4 million of state research and development credits expire in 2025.

Since 2018, West has reasserted indefinite reinvestment related to all post-2017 unremitted earnings in all of our foreign subsidiaries. During 2023 and consistent with the approved plan mentioned in Note 4, *Net Income Per Share*, the Company began repurchasing common stock on the open market. To support the funding for this program, West may repatriate earnings from its German affiliates during 2024 and has recorded a tax liability of \$2.8 million. Accordingly, West will no longer assert permanent reinvestment related to all of the earnings of its wholly owned German affiliates through 2023. West will continue to assert permanent reinvestment of earnings for all other foreign jurisdictions, and intends to only repatriate earnings when the tax impact is de minimis.

Accordingly, no deferred taxes have been provided for withholding taxes or other taxes that would result upon repatriation of approximately \$857 million of undistributed earnings from foreign subsidiaries (except our German affiliates) to the U.S., as those earnings continue to be permanently reinvested. Further, it is impracticable for us to estimate any future tax costs for any unrecognized deferred tax liabilities associated with our indefinite reinvestment assertion, because the actual tax liability, if any, would be dependent on complex analysis and calculations considering various tax laws, exchange rates, circumstances existing when there is a repatriation, sale or liquidation, or other factors.

#### **Note 18: Commitments and Contingencies**

At December 31, 2023, we were obligated under various operating lease agreements. Please refer to Note 6, *Leases*, for additional details.

At December 31, 2023, we were obligated under debt agreements, net of unamortized debt issuance costs including fixed and variable-rate debt. Please refer to Note 10, *Debt*, for additional details.

At December 31, 2023, we were obligated under various tax-qualified and non-qualified defined benefit pension plans in the U.S. and other countries that cover employees and former employees who meet eligibility requirements. Please refer to Note 15, *Benefit Plans*, for additional details.

At December 31, 2023, our outstanding unconditional contractual commitments, including for the purchase of raw materials and finished goods, amounted to \$298.3 million, the majority of which is to be paid over the next five years, with \$76.8 million due to be paid in 2024.

We have letters of credit totaling \$2.4 million supporting the reimbursement of workers' compensation and other claims paid on our behalf by insurance carriers. Our accrual for insurance obligations was \$2.1 million at December 31, 2023, of which \$0.7 million is in excess of our deductible and, therefore, is reimbursable by the insurance company.

#### Note 19: Segment Information

Our business operations are organized into two reportable segments, Proprietary Products and Contract-Manufactured Products. Our Proprietary Products reportable segment offers proprietary packaging, containment solutions and drug delivery products, along with analytical lab services and other integrated services and solutions, primarily to biologic, generic and pharmaceutical drug customers. Our Contract-Manufactured Products reportable segment serves as a fully integrated business, focused on the design, manufacture, and automated assembly of complex devices, primarily for pharmaceutical, diagnostic, and medical device customers.

The Chief Operating Decision Maker ("CODM") evaluates the performance of our segments based upon, among other things, segment net sales and operating profit. Segment operating profit excludes general corporate costs, which include executive and director compensation, stock-based compensation, certain pension and other retirement benefit costs, and other corporate facilities and administrative expenses not allocated to the segments. Also excluded are items that the CODM considers not representative of ongoing operations. Such items are referred to as other unallocated items and generally include restructuring and related charges, certain asset impairments and other specifically-identified income or expense items. The segment operating profit metric is what the CODM uses in evaluating our results of operations and the financial measure that provides a valuable insight into our overall performance and financial position.

The following table presents net sales information about our reportable segments, reconciled to consolidated totals:

(\$ in millions)	2023	2022	2021
<b>Net sales:</b>			
Proprietary Products	\$ 2,397.3	\$ 2,406.8	\$ 2,317.3
Contract-Manufactured Products	552.5	480.4	514.7
Intersegment sales elimination	<u>—</u>	<u>(0.3)</u>	<u>(0.4)</u>
<b>Consolidated net sales</b>	<b>\$ 2,949.8</b>	<b>\$ 2,886.9</b>	<b>\$ 2,831.6</b>

The intersegment sales elimination, which is required for the presentation of consolidated net sales, represents the elimination of components sold between our segments.

In 2023, one of our customers individually accounted for more than 10% of consolidated net sales, at 10.9% or \$322.1 million, contributing to net sales in both the Proprietary and Contract Manufacturing reportable segments. We did not have any customers accounting for greater than 10% of consolidated net sales in 2022 or 2021.

The following table presents net sales and long-lived assets, by the country in which the legal subsidiary is domiciled and assets are located:

(\$ in millions)	Net Sales			Long-Lived Assets	
	2023	2022	2021	2023	2022
United States	\$ 1,238.5	\$ 1,286.5	\$ 1,198.0	\$ 757.1	\$ 611.5
Germany	406.1	398.7	474.3	176.0	139.0
Ireland	285.7	240.3	247.6	207.0	179.5
France	282.9	237.9	213.0	78.5	68.8
Other European countries	388.1	359.2	341.3	99.2	81.8
Other	348.5	364.3	357.4	194.7	182.1
	<b>\$ 2,949.8</b>	<b>\$ 2,886.9</b>	<b>\$ 2,831.6</b>	<b>\$ 1,512.5</b>	<b>\$ 1,262.7</b>

The following tables provide summarized financial information for our segments:

(\$ in millions)	2023	2022	2021
<b>Operating profit (loss):</b>			
Proprietary Products	\$ 710.1	\$ 784.4	\$ 796.1
Contract-Manufactured Products	72.1	60.4	67.2
Total business segment operating profit	<u>\$ 782.2</u>	<u>\$ 844.8</u>	<u>\$ 863.3</u>
<b>Corporate and Unallocated</b>			
Stock-based compensation expense	\$ (23.3)	\$ (23.7)	\$ (37.5)
Corporate general costs <sup>(1)</sup>	(68.3)	(59.1)	(63.4)
Unallocated Items:			
Restructuring and other charges <sup>(2)</sup>	2.0	(23.8)	(2.2)
Amortization of acquisition-related intangible assets <sup>(3)</sup>	(0.7)	(0.7)	(0.8)
Cost investment activity <sup>(4)</sup>	(4.3)	(3.5)	(4.3)
Loss on disposal of plant <sup>(5)</sup>	(11.6)	—	—
Asset impairment <sup>(5)</sup>	—	—	(2.8)
Total Corporate and Unallocated	<u>(106.2)</u>	<u>(110.8)</u>	<u>(111.0)</u>
<b>Total consolidated operating profit</b>	<b>\$ 676.0</b>	<b>\$ 734.0</b>	<b>\$ 752.3</b>
Interest (income) expense and other nonoperating (income) expense, net	(22.0)	54.1	3.4
<b>Income before income taxes and equity in net income of affiliated companies</b>	<b>\$ 698.0</b>	<b>\$ 679.9</b>	<b>\$ 748.9</b>

(1) Corporate general costs includes executive and director compensation, certain pension and other retirement benefit costs, and other corporate facilities and administrative expenses not allocated to the segments.

(2) During 2023, the Company recorded a benefit to restructuring and other charges of \$2.0 million, which represents the net impact of a \$2.8 million benefit within other expense (income) for revised severance estimates in connection with its 2022 restructuring plan and an inventory write down of \$0.8 million within cost of goods and services sold. During 2022, the Company recorded expense to restructuring and other charges of \$23.8 million, which primarily included a charge of \$8.7 million in net severance and post-employment benefits primarily in connection with our plan to adjust our operating cost base and \$15.3 million in asset-related charges associated with this plan. During 2021, the Company recorded expense to restructuring and other charges of \$2.2 million to optimize certain organizational structures within the Company.

(3) During 2023, 2022 and 2021, the company recorded \$0.7 million, \$0.7 million and \$0.8 million, respectively, of amortization expense within operating profit associated with an acquisition of an intangible asset during the second quarter of 2020.

(4) During 2023, the Company recorded a cost investment impairment charge of \$4.3 million. During 2022, the Company recorded a cost investment impairment charge of \$3.5 million. During 2021, the net cost investment activity was equal to \$4.3 million, inclusive of an impairment charge of \$4.6 million partially offset by a \$0.3 million gain on the sale of a cost investment.

(5) During 2023, the Company recorded expense of \$11.6 million, as a result of the sale of one of the Company's manufacturing facilities within the Proprietary Products segment. The transaction closed during the second quarter of 2023. During 2021, the Company recorded a \$2.8 million impairment charge for certain long-lived and intangible assets related to the Company's manufacturing facility within the Proprietary Products segment that was sold during the second quarter of 2023, as it determined the carrying value was not fully recoverable. \$1.9 million of this charge was recorded within cost of goods and services sold and \$0.9 million of the charge is recorded in selling, general, and administrative expense, due to the nature of the impaired assets.

Please refer to Note 16, *Other Expense (Income)*, for further discussion of unallocated items.

The following tables provide summarized financial information for our two reportable segments and corporate and unallocated:

(\$ in millions)

**Assets**

	2023	2022
Proprietary Products	\$ 2,629.1	\$ 2,578.3
Contract-Manufactured Products	527.5	480.3
Corporate and Unallocated	672.9	558.2
Total consolidated	<u>3,829.5</u>	<u>3,616.8</u>

(\$ in millions)

**Depreciation and Amortization**

	2023	2022	2021
Proprietary Products	\$ 112.9	\$ 96.9	\$ 93.8
Contract-Manufactured Products	20.4	19.0	21.1
Corporate and Unallocated	4.0	4.7	7.4
Total consolidated	<u>137.3</u>	<u>120.6</u>	<u>122.3</u>

(\$ in millions)

**Capital Expenditures**

	2023	2022	2021
Proprietary Products	\$ 259.1	\$ 237.3	\$ 218.0
Contract-Manufactured Products	90.2	34.0	26.6
Corporate and Unallocated	12.7	13.3	8.8
Total consolidated	<u>362.0</u>	<u>284.6</u>	<u>253.4</u>

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders of West Pharmaceutical Services, Inc.

***Opinions on the Financial Statements and Internal Control over Financial Reporting***

We have audited the accompanying consolidated balance sheets of West Pharmaceutical Services, Inc. and its subsidiaries (the "Company") as of December 31, 2023 and 2022, and the related consolidated statements of income, comprehensive income, equity and cash flows for each of the three years in the period ended December 31, 2023, including the related notes and schedule of valuation and qualifying accounts for each of the three years in the period ended December 31, 2023 appearing under Item 15(a)(2) (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2023 and 2022, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2023 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2023, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

***Basis for Opinions***

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

#### ***Definition and Limitations of Internal Control over Financial Reporting***

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### ***Critical Audit Matters***

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

#### ***Provision for Income Taxes***

As described in Notes 1 and 17 to the consolidated financial statements, the Company's consolidated deferred tax assets were \$98.2 million, net of a valuation allowance of \$15.5 million, as of December 31, 2023, and income tax expense was \$122.3 million for the year ended December 31, 2023. As a global organization, the Company files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. As disclosed by management, management estimates income taxes payable based upon current domestic and international tax legislation. Deferred income taxes are recognized by applying enacted statutory tax rates to tax loss carryforwards and temporary differences between the tax basis and financial statement carrying values of assets and liabilities. The enacted statutory tax rate applied is based on the rate expected to be applicable at the time of the forecasted utilization of the loss carryforward or reversal of the temporary difference. Valuation allowances on deferred tax assets are established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. The realizability of deferred tax assets is subject to estimates of future taxable income, generally at the respective subsidiary company and the country level.

The principal considerations for our determination that performing procedures relating to the provision for income taxes is a critical audit matter are the significant judgment by management in determining the income tax provision due to the Company's global footprint and complexity in the various tax laws applicable in determining the Company's effective tax rate. This in turn led to a high degree of auditor judgment, effort, and subjectivity in performing procedures and in evaluating audit evidence related to the income tax provision. Also, the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to income taxes, including controls over the determination of the income tax provision. These procedures also included, among others, (i) testing the income tax provision, including testing the Company's rate reconciliation, return to provision adjustments, permanent and temporary differences, and financial data used in the income tax provision calculation, and (ii) testing the accuracy of the income tax rates utilized in the provision. Professionals with specialized skill and knowledge were used to assist in evaluating the appropriateness of management's application of relevant income tax law in certain jurisdictions.

/s/ PricewaterhouseCoopers LLP  
Philadelphia, Pennsylvania  
February 20, 2024

We have served as the Company's auditor since 1963.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

Disclosure controls are controls and procedures designed to reasonably ensure that information required to be disclosed in our reports filed under the Exchange Act, such as this annual report, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to our management, including our CEO and Chief Financial Officer ("CFO"), or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure. Our disclosure controls include some, but not all, components of our internal control over financial reporting.

**Evaluation of Disclosure Controls and Procedures**

An evaluation was performed under the supervision and with the participation of our management, including our CEO and CFO, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934), as of the end of the period covered by this Form 10-K. Based on this evaluation, our CEO and CFO have concluded that, as of December 31, 2023, our disclosure controls and procedures are effective.

**Management's Report on Internal Control over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is a process designed under the supervision of our CEO and CFO to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external reporting purposes in accordance with U.S. generally accepted accounting principles.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2023 based on the framework established in "Internal Control-Integrated Framework (2013)" issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management has determined that our internal control over financial reporting was effective as of December 31, 2023.

Internal control over financial reporting has inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements will not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

The effectiveness of our internal control over financial reporting as of December 31, 2023 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which is included herein.

**Changes in Internal Controls**

During the fourth quarter ended December 31, 2023, there have been no changes to our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**ITEM 9B. OTHER INFORMATION****Rule 10b5-1 Trading Plans**

Eric M. Green, President and Chief Executive Officer, Chair of the Board of Directors, entered into a prearranged stock trading arrangement on May 5, 2023. Mr. Green's plan provides for the purchase and sale of an aggregate number of 234,864 shares of the Company's common stock (of which Mr. Green will sell 204,864 shares and retain the rest immediately following the exercise) between August 8, 2023 and August 6, 2024. The trading plan was entered into during an open insider trading window and is intended to satisfy Rule 10b5-1(c) under the Exchange Act and the Company's policies regarding insider transactions. This plan was terminated on October 24, 2023.

Mr. Green entered into a new prearranged stock trading arrangement on November 17, 2023. Mr. Green's plan provides for the purchase and sale of an aggregate number of 184,864 shares of the Company's common stock (of which Mr. Green will sell 160,864 shares and retain the rest immediately following the exercise) between February 27, 2024 and August 6, 2024. The trading plan was entered into during an open insider trading window and is intended to satisfy Rule 10b5-1(c) under the Exchange Act and the Company's policies regarding insider transactions.

**ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

**PART III****ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information is incorporated by reference from the discussion under the heading *Proposal 1 - Election of Directors; Corporate Governance Documents and Policies - West's Code of Conduct; Voting and Other Information - Shareholder Proposals or Nominations; and Board and Director Information and Policies - Committees - Audit Committee* in our 2024 Proxy Statement. The balance of the information required by this item is contained in the discussion entitled *Information About Our Executive Officers* in Part I of this Form 10-K.

**ITEM 11. EXECUTIVE COMPENSATION**

Information about director and executive compensation is incorporated by reference from the discussion under the headings *Director Compensation, Compensation Committee Report, Compensation Discussion and Analysis, and Compensation Tables* in our 2024 Proxy Statement.

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by this Item is incorporated by reference from the discussion under the heading *Stock Ownership* in our 2024 Proxy Statement.

### Equity Compensation Plan Information Table

The following table sets forth information about the grants of stock options, all share units and other rights under all of the Company's equity compensation plans as of the close of business on December 31, 2023. The table does not include information about tax-qualified plans such as the West 401(k) Plan or the West Contract Manufacturing Savings and Retirement Plan.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Columns (a)) (c)
Equity compensation plans approved by security holders	1,753,588 <sup>(1)</sup>	\$ 145.40 <sup>(2)</sup>	5,148,900 <sup>(3)</sup>
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>1,753,588</b>	<b>\$ 145.40</b>	<b>5,148,900</b>

<sup>(1)</sup> Includes 1,071,534 outstanding stock options, 98,441 performance share units, 16,461 restricted retention share units, and 109,909 deferred stock-equivalents units under the 2016 Plan. Includes 350,914 outstanding stock options and 89,201 deferred stock-equivalents units under the 2011 Omnibus Incentive Compensation Plan (which was terminated in 2016). Includes 17,128 deferred stock-equivalents under the 2007 Omnibus Incentive Compensation Plan (which was terminated in 2011). Excludes cash-settled performance share units, cash-settled restricted retention share units, cash-settled deferred stock-equivalents units and cash-settled stock appreciation rights. The average term of remaining options is 4.7 years. No future grants or awards may be made under the terminated plans. The total includes restricted performance share units at 100% of grant. The restricted performance share unit payouts were at 200.00%, 189.25%, and 154.52% in 2023, 2022 and 2021, respectively.

<sup>(2)</sup> All share units, deferred stock-equivalent units and stock appreciation rights are excluded when determining the weighted-average exercise price of outstanding options.

<sup>(3)</sup> Represents 3,714,353 shares reserved under the Company's Employee Stock Purchase Plan and 1,434,547 shares remaining available for issuance under the 2016 Plan. The estimated number of shares that could be issued for 2023 from the Employee Stock Purchase Plan is 137,310. This number of shares is calculated by multiplying the 69 shares per offering period per participant limit by 1,990, the number of current participants in the plan.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information called for by this Item is incorporated by reference from the discussion under the heading *Corporate Governance Documents and Policies - Related Person Transactions and Procedures* in our 2024 Proxy Statement. Information about director independence is incorporated by reference from the discussion under the heading *Corporate Governance Documents and Policies - Director Independence* in our 2024 Proxy Statement.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information is incorporated by reference from the discussion under the heading *Independent Auditors and Fees - Fees Paid to PricewaterhouseCoopers LLP and Independent Auditors and Fees - Audit Committee Policy on Pre-Approval of Audit and Permissible Non-Audit Services* in our 2024 Proxy Statement.

**PART IV****ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

## (a) 1. Financial Statements

The following documents are included in Part II, Item 8:

Consolidated Statements of Income for the years ended December 31, 2023, 2022 and 2021  
Consolidated Statements of Comprehensive Income for the years ended December 31, 2023, 2022 and 2021  
Consolidated Balance Sheets at December 31, 2023 and 2022  
Consolidated Statements of Equity for the years ended December 31, 2023, 2022 and 2021  
Consolidated Statements of Cash Flows for the years ended December 31, 2023, 2022 and 2021  
Notes to Consolidated Financial Statements  
Report of Independent Registered Public Accounting Firm (PCAOB ID 238)

(a) 2. Financial Statement Schedules

Schedule II - Valuation and Qualifying Accounts

(\$ in millions)	Balance at beginning of period	Charged to costs and expenses	Deductions (1)	Balance at end of period
<b>For the year ended December 31, 2023</b>				
Allowances deducted from assets:				
Deferred tax asset valuation allowance	\$ 13.3	\$ 2.2	— \$	15.5
Allowance for credit losses	0.2	2.3	(1.7)	0.8
<b>Total allowances deducted from assets</b>	<b>\$ 13.5</b>	<b>\$ 4.5</b>	<b>(1.7) \$</b>	<b>16.3</b>
<b>For the year ended December 31, 2022</b>				
Allowances deducted from assets:				
Deferred tax asset valuation allowance	\$ 12.2	\$ 1.1	— \$	13.3
Allowance for credit losses	0.4	0.3	(0.5)	0.2
<b>Total allowances deducted from assets</b>	<b>\$ 12.6</b>	<b>\$ 1.4</b>	<b>(0.5) \$</b>	<b>13.5</b>
<b>For the year ended December 31, 2021</b>				
Allowances deducted from assets:				
Deferred tax asset valuation allowance	\$ 15.1	\$ (2.9)	— \$	12.2
Allowance for credit losses	1.1	(0.7)	—	0.4
<b>Total allowances deducted from assets</b>	<b>\$ 16.2</b>	<b>\$ (3.6)</b>	<b>— \$</b>	<b>12.6</b>

(1) Includes accounts receivable written off, the write-off or write-down of valuation allowances, and translation adjustments.

All other schedules are omitted because they are either not applicable, not required or because the information required is contained in the consolidated financial statements or notes thereto.

- (a) 3. Exhibits - An index of the exhibits included in this Form 10-K is contained on pages F-1 through F-3 and is incorporated herein by reference
- (b) See subsection (a) 3. above.
- (c) Financial Statements of affiliates are omitted because they do not meet the tests of a significant subsidiary at the 20% level.

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Our Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q report for the quarter ended June 30, 2020, filed July 24, 2020).</a>
3.2	<a href="#">Our Amended and Restated Bylaws, effective October 23, 2023 (incorporated by reference to Exhibit 3.2 to the Company's Form 10-Q report for the quarter ended September 30, 2023, filed October 26, 2023)</a>
4.1	<a href="#">Form of stock certificate for common stock (incorporated by reference to Exhibit 4 to the Company's 1998 Form 10-K, filed May 6, 1999)</a>
4.2	<a href="#">Article 5, 6, 8(c) and 9 of our Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Form 10-Q report for the quarter ended June 30, 2020, filed July 24, 2020).</a>
4.3	<a href="#">Article I and V of our Bylaws, as amended through February 23, 2021 (incorporated by reference from our Form 8-k, filed March 1, 2021).</a>
4.4	<a href="#">Description of Registered Securities (incorporated by reference to Exhibit 4.4 to the Company's 2020 Form 10-K, filed February 23, 2021).</a>
4.5 <sup>(1)</sup>	Instruments defining the rights of holders of long-term debt securities of West and its subsidiaries constituting less than 10% of West's total assets have been omitted.
10.1	<a href="#">Credit Agreement, dated as of March 28, 2019, between West, certain of its subsidiaries, the lenders party thereto from time to time, Bank of America, N.A., as Administrative Agent, Swing Line Lender and an Issuing Lender; Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Wells Fargo Securities, LLC, MUFG Bank, Ltd., and JPMorgan Chase Bank, N.A., as Joint Lead Arrangers and Joint Bookrunners, and Wells Fargo Bank, National Association, MUFG Bank, Ltd., and JPMorgan Chase Bank, N.A., as Co-Syndication Agents (incorporated by reference from our Form 8-k, filed April 1, 2019).</a>
10.2	<a href="#">LIBOR Transition Amendment to the Credit Agreement, dated as of March 28, 2019, between West, each of the lenders party thereto from time to time, and Bank of America, N.A. (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q report for the quarter ended September 30, 2021, filed October 28, 2021).</a>
10.3	<a href="#">Credit Agreement Second Amendment and Joinder and Assumption Agreement, dated as of March 31, 2022, between West, certain of its subsidiaries, the lenders party thereto from time-to-time, Bank of America, N.A., as Administrative Agent, Swing Line Lender and an Issuing Lender; BOFA Securities, Inc., Wells Fargo Securities, LLC, U.S. Bank National Association, and JPMorgan Chase Bank, N.A., as Joint Lead Arrangers and Joint Bookrunners, and Wells Fargo Bank, National Association, U.S. Bank National Association, and JPMorgan Chase Bank, N.A., as Co-Syndication Agents (incorporated by reference from our Form 8-k, filed April 1, 2022).</a>
10.4	<a href="#">First Amendment and Incremental Facility Amendment, dated as of December 30, 2019, between West, each of the lenders party thereto from time to time, and Bank of America, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.2 to the Company's 2019 10-K file February 24, 2020).</a>
10.5	<a href="#">Note Purchase Agreement, dated July 5, 2012, among the Company and the Purchasers named therein (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed July 10, 2012).</a>
10.6 <sup>(2)</sup>	<a href="#">Employment Agreement, dated as of April 13, 2015, between us and Eric M. Green (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K dated April 15, 2015).</a>
10.7 <sup>(2)</sup>	<a href="#">Indemnification Agreement, dated as of April 24, 2015, between us and Eric M. Green (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K dated April 30, 2015).</a>
10.8 <sup>(2)</sup>	<a href="#">Sign-On Retention Award Notice, dated as of April 24, 2015, from us to Eric M. Green (incorporated by reference to Exhibit 10.2 to the Company's Form 8-K dated April 30, 2015).</a>
10.9 <sup>(2)</sup>	<a href="#">Employment Agreement, dated May 29, 2018, between us and Bernard J. Birkett (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed June 21, 2018).</a>
10.10 <sup>(2)</sup>	<a href="#">Employment Agreement, dated August 28, 2016, between David Montecalvo and us (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q report for the quarter ended September 30, 2016, filed October 31, 2016).</a>

- 10.11<sup>(2)</sup> [Employment Agreement dated November 4, 2020, between Kimberly MacKay and us \(incorporated by reference to Exhibit 10.9 to the Company's Form 10-K report for the year ended December 31, 2021 filed February 22, 2022\).](#)
- 10.12<sup>(2)</sup> [Employment Agreement dated February 8, 2018, between Silji Abraham and us \(incorporated by reference to Exhibit 10.10 to the Company's Form 10-K report for the year ended December 31, 2021 filed February 22, 2022\).](#)
- 10.13<sup>(2)</sup> [Supplemental Employees' Retirement Plan, as amended and restated effective January 1, 2008 \(incorporated by reference to Exhibit 10.17 to the Company's 2008 Form 10-K report, filed February 27, 2009\).](#)
- 10.14<sup>(2)</sup> [Non-Qualified Deferred Compensation Plan for Designated Employees, as amended and restated effective January 1, 2024](#)
- 10.15<sup>(2)</sup> [Deferred Compensation Plan for Outside Directors, as amended and restated effective June 30, 2013 \(incorporated by reference to Exhibit 10.26 to the Company's 2013 Form 10-K report, filed February 27, 2014\).](#)
- 10.16<sup>(2)</sup> [2016 Omnibus Incentive Compensation Plan, as amended through May 4, 2021 \(incorporated by reference from our Form 8-k, filed May 4, 2021\).](#)
- 10.17<sup>(2)</sup> [2011 Omnibus Incentive Compensation Plan \(incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed May 6, 2011\).](#)
- 10.18<sup>(2)</sup> [2007 Omnibus Incentive Compensation Plan effective as of May 1, 2007 \(incorporated by reference to Exhibit 99.1 to the Company's Form 8-K filed May 4, 2007\).](#)
- 10.19<sup>(2)</sup> [Form of Executive 2006 Non-Qualified Stock Option Award is incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q report for the quarter ended March 31, 2006, filed May 10, 2006\).](#)
- 10.20<sup>(2)</sup> [Form of Director 2006 Non-Qualified Stock Option Award Notice \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q report for the quarter ended June 30, 2006, filed August 7, 2006\).](#)
- 10.21<sup>(2)</sup> [Form of Director 2006 Stock Unit Award Notice \(incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q report for the quarter ended June 30, 2006, filed August 7, 2006\).](#)
- 10.22<sup>(2)</sup> [Form of Director 2007 Deferred Stock Award, issued pursuant to the 2007 Omnibus Incentive Compensation Plan \(incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q report for the quarter ended June 30, 2007, filed August 3, 2007\).](#)
- 10.23<sup>(2)</sup> [Form of 2008 Non-Qualified Stock Option and Performance-Vesting Share Unit Award, issued pursuant to the 2007 Omnibus Incentive Compensation Plan \(incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q report for the quarter ended March 31, 2008, filed May 8, 2008\).](#)
- 10.24<sup>(2)</sup> [Form of Director 2008 Deferred Stock Award, issued pursuant to the 2007 Omnibus Incentive Compensation Plan \(incorporated by reference to Exhibit 10.41 to the Company's 2008 Form 10-K report, filed February 27, 2009\).](#)
- 10.25<sup>(2)</sup> [Form of 2009 Supplemental Long-Term Incentive Award \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q report for the quarter ended September 30, 2009, filed November 14, 2009\).](#)
- 10.26<sup>(2)</sup> [Form of 2014 Long-Term Incentive Plan Award \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q report for the quarter ended March 31, 2014, filed May 8, 2014\).](#)
- 10.27<sup>(2)</sup> [Form of 2014 Stock-Settled Restricted Stock Unit Award \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q report for the quarter ended June 30, 2014, filed August 1, 2014\).](#)
- 10.28<sup>(2)</sup> [Form of 2019 Performance Stock Unit \(PSU\) Award issued under the 2016 Omnibus Incentive Compensation Plan \(incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q report for the quarter ended March 31, 2019, filed May 8, 2019\).](#)
- 10.29<sup>(2)</sup> [Form of 2019 Stock Option Award issued under the 2016 Omnibus Incentive Compensation Plan \(incorporated by reference to Exhibit 10.3 to the Company's Form 10-Q report for the quarter ended March 31, 2019, filed May 8, 2019\).](#)
- 10.30 [Indemnification agreements between us and each of our directors \(incorporated by reference to Exhibit 10.1 to the Company's Form 8-K report filed January 6, 2009\).](#)
- 10.31<sup>(2)</sup> [Form of Change-in-Control Agreement between us and certain of our executive officers \(incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q report for the quarter ended September 30, 2017, filed October 31, 2017\).](#)

10.32 <sup>(3)</sup>	<a href="#">Agreement, effective as of January 1, 2005, between us and The Goodyear Tire &amp; Rubber Company (incorporated by reference to Exhibit 10d to the Company's Form 10-Q report for the quarter ended June 30, 2005, filed August 9, 2005).</a>
10.33 <sup>(3)</sup>	<a href="#">First Agreement, effective as of July 1, 2008, to amend Agreement between us and The Goodyear Tire &amp; Rubber Company (incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q report for the quarter ended March 31, 2009, filed May 6, 2009).</a>
10.34 <sup>(3)</sup>	<a href="#">Second Agreement, dated August 16, 2016, to amend Agreement between us and The Goodyear Tire &amp; Rubber Company and us (incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q report for the quarter ended September 30, 2016, filed October 31, 2016).</a>
10.35 <sup>(3)</sup>	<a href="#">Distributorship Agreement, dated and effective January 18, 2017, between Daikyo Seiko, Ltd. and us (incorporated by reference to Exhibit 10.39 to the Company's 2016 Form 10-K report filed February 28, 2017).</a>
10.36 <sup>(3)</sup>	<a href="#">Amended and Restated Technology Exchange and CrossLicense Agreement, dated and effective January 18, 2017, between Daikyo Seiko, Ltd. and us (incorporated by reference to Exhibit 10.40 to the Company's 2016 Form 10-K report, filed February 28, 2017).</a>
10.37 <sup>(3)</sup>	<a href="#">Amended Agreement, dated and effective July 2, 2018, between Daikyo Seiko, Ltd. and us (incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q report for the quarter ended June 30, 2018, filed July 31, 2018).</a>
10.38 <sup>(4)</sup>	<a href="#">Amendment Agreement, dated as of October 15, 2019, between us and Daikyo Seiko, Ltd., (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K filed October 16, 2019).</a>
10.39 <sup>(4)</sup>	<a href="#">Global Master Supply Agreement by and between ExxonMobil Chemical Company and us, entered into on January 10, 2020, and effective January 1, 2019 through December 31, 2023 (incorporated by reference to Exhibit 10.1 to the Company's Form 8-K report filed January 16, 2020).</a>
10.40 <sup>(4)</sup>	<a href="#">Global Master Supply Amendment by and between ExxonMobil Product Solutions Company and us, entered into on November 27, 2023, and effective January 1, 2024 through December 31, 2028 (incorporated by reference to Exhibit 10.40 to the Company's Form 8-K report filed November 30, 2023).</a>
10.41	<a href="#">Executive Officer Incentive-based Compensation Recovery Policy, dated and effective October 2, 2023</a>
10.42	<a href="#">Securities Trading Policy, dated and effective April 15, 2021, and Section 10b5-1 Approved Trading Plan Guidelines, dated and effective February 27, 2023</a>
21	<a href="#">Subsidiaries of the Company</a>
23	<a href="#">Consent of Independent Registered Public Accounting Firm</a>
31.1	<a href="#">Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2	<a href="#">Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32.1*	<a href="#">Certification by the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
32.2*	<a href="#">Certification by the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101.INS	The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
104*	Inline XBRL for the cover page of this Annual Report on Form 10-K, included in the Exhibit 101 Inline XBRL Document Set.

- <sup>(1)</sup> We agree to furnish to the SEC, upon request, a copy of each instrument with respect to issuances of long-term debt of the Company and its subsidiaries.
  - <sup>(2)</sup> Management compensatory plan.
  - <sup>(3)</sup> Certain portions of this exhibit have been omitted and filed separately with the SEC pursuant to a confidential treatment order of the SEC.
  - <sup>(4)</sup> Portions of this exhibit (indicated therein by asterisks) have been omitted for confidential treatment.
- \* Furnished, not filed.

**ITEM 16. FORM 10-K SUMMARY**

None.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, West Pharmaceutical Services, Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WEST PHARMACEUTICAL SERVICES, INC.  
(Registrant)

By: /s/ Bernard J. Birkett  
Bernard J. Birkett  
Senior Vice President, Chief Financial and Operations Officer

February 20, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of West Pharmaceutical Services, Inc. and in the capacities and on the dates indicated.

<u><b>Signature</b></u>	<u><b>Title</b></u>	<u><b>Date</b></u>
/s/ Eric M. Green Eric M. Green	President, Chief Executive Officer and Chair of the Board (Principal Executive Officer)	February 20, 2024
/s/ Bernard J. Birkett Bernard J. Birkett	Senior Vice President, Chief Financial and Operations Officer (Principal Financial Officer)	February 20, 2024
/s/ Chad R. Winters Chad R. Winters	Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	February 20, 2024
/s/ Mark A. Buthman Mark A. Buthman	Director	February 20, 2024
/s/ William F. Feehery, Ph.D. William F. Feehery, Ph.D.	Director	February 20, 2024
/s/ Robert F. Friel Robert F. Friel	Director	February 20, 2024
/s/ Thomas W. Hofmann Thomas W. Hofmann	Director	February 20, 2024
/s/ Molly E. Joseph Molly E. Joseph	Director	February 20, 2024
/s/ Deborah L.V. Keller Deborah L.V. Keller	Director	February 20, 2024
/s/ Myla P. Lai-Goldman, M.D. Myla P. Lai-Goldman, M.D.	Director	February 20, 2024
/s/ Douglas A. Michels Douglas A. Michels	Director	February 20, 2024
/s/ Paolo Pucci Paolo Pucci	Director	February 20, 2024
/s/ Stephen Lockhart, Ph.D. Stephen Lockhart, Ph.D.	Director	February 20, 2024

**WEST PHARMACEUTICAL SERVICES, INC.**

**NON-QUALIFIED DEFERRED COMPENSATION PLAN FOR  
DESIGNATED EMPLOYEES**

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Effective January 1, 2024

**IMPORTANT NOTE**

This document has not been approved by the Department of Labor, Internal Revenue Service, or any other governmental entity. An adopting Employer must determine whether the Plan is subject to the Federal securities laws and the securities laws of the various states. An adopting Employer may not rely on this document to ensure any particular tax consequences or to ensure that the Plan is "unfunded and maintained primarily for the purpose of providing deferred compensation to a select group of management or highly compensated employees" under Title I of the Employee Retirement Income Security Act of 1974, as amended, with respect to the Employer's particular situation. FMR LLC, its affiliates and employees cannot provide you with legal advice in connection with the execution of this document. This document should be reviewed by the Employer's attorney prior to execution.

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## **Preamble**

The Plan is intended to be a "plan which is unfunded and is maintained by an employer primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees" within the meaning of Sections 201(2), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974, as amended, or an "excess benefit plan" within the meaning of Section 3(36) of the Employee Retirement Income Security Act of 1974, as amended, or a combination of both. The Plan is further intended to conform with the requirements of Internal Revenue Code Section 409A and the final regulations issued thereunder and shall be interpreted, implemented, and administered in a manner consistent therewith.

## **Article 1 - General**

### **1.1. Plan**

The Plan will be referred to by the name specified in the Adoption Agreement.

### **1.2. Effective Dates**

- (a) **Original Effective Date.** The Original Effective Date is the date as of which the Plan was initially adopted.
- (b) **Amendment Effective Date.** The Amendment Effective Date is the date specified in the Adoption Agreement as of which the Plan is amended and restated. Except as otherwise provided in the Adoption Agreement, all amounts deferred under the Plan prior to the Amendment Effective Date shall be governed by the terms of the Plan as in effect on the day before the Amendment Effective Date.
- (c) **Special Effective Date.** A Special Effective Date may apply to any given provision if so specified in Appendix A of the Adoption Agreement. A Special Effective Date will control over the Original Effective Date or Amendment Effective Date, whichever is applicable, with respect to such provision of the Plan.

### **1.3. Amounts Not Subject to Code Section 409A**

Except as otherwise indicated by the Plan Sponsor in Section 1.01 of the Adoption Agreement, amounts deferred before January 1, 2005 that are earned and vested on December 31, 2004 will be separately accounted for and administered in accordance with the terms of the Plan as in effect on December 31, 2004.

## **Article 2 - Definitions**

Wherever used herein, the following terms have the meanings set forth below, unless a different meaning is clearly required by the context:

### **2.1. *Account***

"Account" means an account and any subaccounts established for the purpose of recording amounts credited on behalf of a Participant and any earnings, expenses, gains, losses, or distributions included thereon. The Account shall be a bookkeeping entry only and shall be utilized solely as a device for the measurement and determination of the amounts to be paid to a Participant or to the Participant's Beneficiary pursuant to the Plan.

### **2.2. *Administrator***

"Administrator" means the person or persons designated by the Plan Sponsor in Section 1.05 of the Adoption Agreement to be responsible for the administration of the Plan. If no Administrator is designated in the Adoption Agreement, the Administrator is the Plan Sponsor.

### **2.3. *Adoption Agreement***

"Adoption Agreement" means the agreement adopted by the Plan Sponsor that establishes the Plan.

### **2.4. *Beneficiary***

"Beneficiary" means the persons, trusts, estates, or other entities entitled under Section 8.2 to receive benefits under the Plan upon the death of a Participant.

### **2.5. *Board or Board of Directors***

"Board" or "Board of Directors" means the Board of Directors of the Plan Sponsor.

### **2.6. *Bonus***

"Bonus" means an amount of incentive remuneration payable by the Employer to a Participant.

### **2.7. *Change in Control***

"Change in Control" means the occurrence of an event involving the Plan Sponsor that is described in Section 9.7.

### **2.8. *Code***

"Code" means the Internal Revenue Code of 1986, as amended.

### **2.9. *Compensation***

"Compensation" has the meaning specified in Section 3.01 of the Adoption Agreement.

**2.10. *Director***

"Director" means a non-employee member of the Board who has been designated by the Employer as eligible to participate in the Plan.

**2.11. *Disability***

"Disability" means that a Participant is disabled as defined in Section 6.01(i) of the Adoption Agreement.

**2.12. *Eligible Employee***

"Eligible Employee" means an employee of the Employer who satisfies the requirements in Section 2.01 of the Adoption Agreement.

**2.13. *Employer***

"Employer" means the Plan Sponsor and any other Related Employer that is listed in Section 1.04 of the Adoption Agreement and which is authorized by the Plan Sponsor to participate in and, in fact, does adopt the Plan.

**2.14. *ERISA***

"ERISA" means the Employee Retirement Income Security Act of 1974, as amended.

**2.15. *Identification Date***

"Identification Date" means the date as of which Key Employees are determined which is specified in Section 1.06 of the Adoption Agreement.

**2.16. *Key Employee***

"Key Employee" means an employee who satisfies the conditions set forth in Section 9.6.

**2.17. *Participant***

"Participant" means an Eligible Employee or Director who commences participation in the Plan in accordance with Article 3.

**2.18. *Plan***

"Plan" means the unfunded plan of deferred compensation set forth herein, including the Adoption Agreement and any trust agreement, as adopted by the Plan Sponsor, and as amended from time to time.

**2.19. *Plan Sponsor***

"Plan Sponsor" means the entity identified in Section 1.03 of the Adoption Agreement or any successor by merger, consolidation or otherwise.

**2.20. *Plan Year***

"Plan Year" means the period identified in Section 1.02 of the Adoption Agreement.

## **2.21. *Related Employer***

"Related Employer" means the Plan Sponsor and (a) any corporation that is a member of a controlled group of corporations as defined in Code Section 414(b) that includes the Plan Sponsor and (b) any trade or business that is under common control as defined in Code Section 414(c) that includes the Plan Sponsor.

## **2.22. *Retirement***

"Retirement" has the meaning specified in 6.01(f) of the Adoption Agreement.

## **2.23. *Separation from Service***

"Separation from Service" means the date that the Participant dies, retires, or otherwise has a termination of employment with respect to all entities comprising the Related Employer. A Separation from Service does not occur if the Participant is on military leave, sick leave or other bona fide leave of absence if the period of leave does not exceed six months or such longer period during which the Participant's right to re-employment is provided by statute or contract. If the period of leave exceeds six months and the Participant's right to re-employment is not provided either by statute or contract, a Separation from Service will be deemed to have occurred on the first day following the six-month period. If the period of leave is due to any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than six months, where the impairment causes the Participant to be unable to perform the duties of his or her position of employment or any substantially similar position of employment, a 29 month period of absence may be substituted for the six month period.

Whether a termination of employment has occurred is based on whether the facts and circumstances indicate that the Related Employer and the Participant reasonably anticipated that no further services would be performed after a certain date or that the level of bona fide services the Participant would perform after such date (whether as an employee or as an independent contractor) would permanently decrease to no more than 20 percent of the average level of bona fide services performed (whether as an employee or an independent contractor) over the immediately preceding 36 month period (or the full period of services to the Related Employer if the employee has been providing services to the Related Employer for less than 36 months).

An independent contractor is considered to have experienced a Separation from Service with the Related Employer upon the expiration of the contract (or, in the case of more than one contract, all contracts) under which services are performed for the Related Employer if the expiration constitutes a good-faith and complete termination of the contractual relationship.

If a Participant provides services as both an employee and an independent contractor of the Related Employer, the Participant must separate from service both as an employee and as an independent contractor to be treated as having incurred a Separation from Service. If a Participant ceases providing services as an independent contractor and begins providing services as an employee, or ceases providing services as an employee and begins providing services as an independent contractor, the Participant will not be considered to have experienced a Separation from Service until the Participant has ceased providing services in both capacities.

If a Participant provides services both as an employee and as a member of the Board of Directors of a corporate Related Employer (or an analogous position with respect to a noncorporate Related Employer), the services provided as a Director are not taken into account in determining whether the Participant has incurred a Separation from Service as an employee for purposes of a nonqualified deferred compensation plan in which the Participant participates as an employee that is not aggregated under Code Section 409A with any plan in which the Participant participates as a Director.

If a Participant provides services both as an employee and as a member of the Board of Directors of a corporate related Employer (or an analogous position with respect to a noncorporate Related Employer), the services provided as an employee are not taken into account in determining whether the Participant has experienced a Separation from Service as a Director for purposes of a nonqualified deferred compensation plan in which the Participant participates as a Director that is not aggregated under Code Section 409A with any plan in which the Participant participates as an employee.

All determinations of whether a Separation from Service has occurred will be made in a manner consistent with Code Section 409A and the final regulations thereunder.

#### **2.24. *Unforeseeable Emergency***

"Unforeseeable Emergency" means a severe financial hardship of the Participant resulting from an illness or accident of the Participant, the Participant's spouse, the Participant's Beneficiary, or the Participant's dependent (as defined in Code Section 152, without regard to Code section 152(b)(1), (b)(2) and (d)(1)(B); loss of the Participant's property due to casualty; or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant.

#### **2.25. *Valuation Date***

"Valuation Date" means each business day of the Plan Year that the New York Stock Exchange is open.

#### **2.26. *Years of Service***

"Years of Service" means each one-year period for which the Participant receives service credit in accordance with the provisions of Section 7.01(d) of the Adoption Agreement.

## **Article 3 - Participation**

### ***3.1. Participation***

The Participants in the Plan shall be those Eligible Employees and Directors of the Employer who satisfy the requirements of Section 2.01 of the Adoption Agreement.

### ***3.2. Termination of Participation***

The Administrator may terminate a Participant's participation in the Plan in a manner consistent with Code Section 409A. If the Employer terminates a Participant's participation before the Participant experiences a Separation from Service, the Participant's vested Accounts shall be paid in accordance with the provisions of Article 9.

## **Article 4 - Participant Elections**

### **4.1. *Deferral Agreement***

If permitted by the Plan Sponsor in accordance with Section 4.01 of the Adoption Agreement, each Eligible Employee and Director may elect to defer his or her Compensation within the meaning of Section 3.01 of the Adoption Agreement by executing in writing or electronically, a deferral agreement in accordance with rules and procedures established by the Administrator and the provisions of this Article 4.

A new deferral agreement must be timely executed for each Plan Year during which the Eligible Employee or Director desires to defer Compensation. An Eligible Employee or Director who does not timely execute a deferral agreement shall be deemed to have elected zero deferrals of Compensation for such Plan Year.

A deferral agreement may be changed or revoked during the period specified by the Administrator. Except as provided in Section 9.3, a deferral agreement becomes irrevocable at the close of the specified period.

### **4.2. *Amount of Deferral***

An Eligible Employee or Director may elect to defer Compensation in any amount permitted by Section 4.01(a) of the Adoption Agreement.

### **4.3. *Timing of Election to Defer***

Each Eligible Employee or Director who desires to defer Compensation otherwise payable during a Plan Year must execute a deferral agreement within the period preceding the Plan Year specified by the Administrator. Each Eligible Employee who desires to defer Compensation that is a Bonus must execute a deferral agreement within the period preceding the Plan Year during which the Bonus is earned that is specified by the Administrator, except that if the Bonus can be treated as performance based compensation as described in Code Section 409A(a)(4)(B)(iii), the deferral agreement may be executed within the period specified by the Administrator, which period, in no event, shall end after the date which is six months prior to the end of the period during which the Bonus is earned, provided the Participant has performed services continuously from the later of the beginning of the performance period or the date the performance criteria are established through the date the Participant executed the deferral agreement and provided further that the compensation has not yet become 'readily ascertainable' within the meaning of Treas. Reg. § 1.409A-2(a)(8). In addition, if the Compensation qualifies as 'fiscal year compensation' within the meaning of Treas. Reg. § 1.409A-2(a)(6), the deferral agreement may be made not later than the end of the Employer's taxable year immediately preceding the first taxable year of the Employer in which any services are performed for which such Compensation is payable.

Except as otherwise provided below, an employee who is classified or designated as an Eligible Employee during a Plan Year or a Director who is designated as eligible to participate during a Plan Year may elect to defer Compensation otherwise payable during the remainder of such Plan Year in accordance with the rules of this Section 4.3 by executing a deferral agreement within the thirty (30) day period beginning on the date the employee is classified or designated as an Eligible Employee or the date the Director is designated as eligible, whichever is applicable, if permitted by Section 4.01(b)(ii) of the Adoption Agreement. If Compensation is based on a specified performance period that begins before the Eligible Employee or Director executes his or her deferral agreement, the election will be deemed to apply to the portion of such Compensation equal to the total amount of Compensation for the performance period multiplied by the ratio of the number of days remaining in the performance period after the election becomes irrevocable and effective over the total number of days in the performance period. The rules of this paragraph shall not apply unless the Eligible Employee or Director can be treated as initially eligible in accordance with Treas. Reg. § 1.409A-2(a)(7).

#### **4.4. *Election of Payment Schedule and Form of Payment***

All elections of a payment schedule and a form of payment will be made in accordance with rules and procedures established by the Administrator and the provisions of this Section 4.4.

- (a) If the Plan Sponsor has elected to permit annual distribution elections in accordance with Section 6.01(h) of the Adoption Agreement the following rules apply. At the time an Eligible Employee or Director completes a deferral agreement, the Eligible Employee or Director must elect a distribution event (which includes a specified time) and a form of payment for the Compensation subject to the deferral agreement from among the options the Plan Sponsor has made available for this purpose and which are specified in 6.01(b) of the Adoption Agreement. Prior to the time required by Treas. Reg. § 1.409A-2, the Eligible Employee or Director shall elect a distribution event (which includes a specified time) and a form of payment for any Employer contributions that may be credited to the Participant's Account during the Plan Year. If an Eligible Employee or Director fails to elect a distribution event, he or she shall be deemed to have elected Separation from Service as the distribution event. If he or she fails to elect a form of payment, he or she shall be deemed to have elected a lump sum form of payment.
- (b) If the Plan Sponsor has elected not to permit annual distribution elections in accordance with Section 6.01(h) of the Adoption Agreement the following rules apply. At the time an Eligible Employee or Director first completes a deferral agreement but in no event later than the time required by Treas. Reg. § 1.409A-2, the Eligible Employee or Director must elect a distribution event (which includes a specified time) and a form of payment for amounts credited to his or her Account from among the options the Plan Sponsor has made available for this purpose and which are specified in Section 6.01(b) of the Adoption Agreement. If an Eligible Employee or Director fails to elect a distribution event, he or she shall be deemed to have elected Separation from Service in the distribution event. If the Participant fails to elect a form of payment, he or she shall be deemed to have elected a lump sum form of payment.

## **Article 5 - Employer Contributions**

### **5.1. *Matching Contributions***

If elected by the Plan Sponsor in Section 5.01(a) of the Adoption Agreement, the Employer will credit the Participant's Account with a matching contribution determined in accordance with the formula specified in Section 5.01(a) of the Adoption Agreement. The matching contribution will be treated as allocated to the Participant's Account at the time specified in Section 5.01(a)(iii) of the Adoption Agreement.

### **5.2. *Other Contributions***

If elected by the Plan Sponsor in Section 5.01(b) of the Adoption Agreement, the Employer will credit the Participant's Account with a contribution or contributions determined in accordance with the formula or method specified in Section 5.01(b) of the Adoption Agreement. These contributions will be treated as allocated to the Participant's Account at the time specified in Section 5.01(b)(iii) of the Adoption Agreement.

## **Article 6 - Accounts and Credits**

### **6.1. *Establishment of Account***

For accounting and computational purposes only, the Administrator will establish and maintain an Account on behalf of each Participant which will reflect the credits made pursuant to Section 6.2, distributions or withdrawals, along with the earnings, expenses, gains and losses allocated thereto, attributable to the hypothetical investments made with the amounts in the Account as provided in Article 7. The Administrator may establish and maintain such other records and accounts, as it decides in its discretion to be reasonably required or appropriate to discharge its duties under the Plan.

### **6.2. *Credits to Account***

A Participant's Account will be credited for each Plan Year with the amount of his or her elective deferrals under Section 4.1 at the time the amount subject to the deferral election would otherwise have been payable to the Participant and the amount of Employer contributions, if any, treated as allocated on his or her behalf under Article 5.

## **Article 7 - Investment of Contributions**

### **7.1. *Investment Options***

The amount credited to each Account shall be treated as invested in the investment options designated for this purpose by the Administrator.

### **7.2. *Adjustment of Accounts***

The amount credited to each Account shall be adjusted for hypothetical investment earnings, expenses, gains or losses in an amount equal to the earnings, expenses, gains or losses attributable to the investment options selected by the party designated in Section 9.01 of the Adoption Agreement from among the investment options provided in Section 7.1. If permitted by Section 9.01 of the Adoption Agreement, a Participant (or the Participant's Beneficiary after the death of the Participant) may, in accordance with rules and procedures established by the Administrator, select the investments from among the options provided in Section 7.1 to be used for the purpose of calculating future hypothetical investment adjustments to the Account or to future credits to the Account under Section 6.2 effective as of the Valuation Date coincident with or next following notice to the Administrator. Each Account shall be adjusted as of each Valuation Date to reflect: (a) the hypothetical earnings, expenses, gains, and losses described above; (b) amounts credited pursuant to Section 6.2; and (c) distributions or withdrawals. In addition, each Account may be adjusted for its allocable share of the hypothetical costs and expenses associated with the maintenance of the hypothetical investments provided in Section 7.1.

## **Article 8 - Right to Benefits**

### **8.1. *Vesting***

A Participant, at all times, has a 100% nonforfeitable interest in the amounts credited to his or her Account attributable to his or her elective deferrals made in accordance with Section 4.1.

A Participant's right to the amounts credited to his or her Account attributable to Employer contributions made in accordance with Article 5 shall be determined in accordance with the relevant schedule and provisions in Section 7.01 of the Adoption Agreement. Upon a Separation from Service and after application of the provisions of Section 7.01 of the Adoption Agreement, the Participant shall forfeit the nonvested portion of his or her Account.

### **8.2. *Death***

The Plan Sponsor may elect to accelerate vesting upon the death of the Participant in accordance with Section 7.01(c) of the Adoption Agreement and/or to accelerate distributions upon death in accordance with Section 6.01(b) or Section 6.01(d) of the Adoption Agreement. If the Plan Sponsor does not elect to accelerate distributions upon death in accordance with Section 6.01(b) or Section 6.01(d) of the Adoption Agreement, the vested amount credited to the Participant's Account will be paid in accordance with the provisions of Article 9.

A Participant may designate a Beneficiary or Beneficiaries, or change any prior designation of Beneficiary or Beneficiaries in accordance with rules and procedures established by the Administrator. Whenever a Participant designates a new Beneficiary, all former Beneficiary designations by such Participant shall be revoked automatically. If a Participant and the Participant's spouse divorce, any designations of the spouse as Beneficiary shall become null and void. The former spouse shall be treated as the Beneficiary under the Plan only if after the divorce is final, the Participant expressly re-designates the former spouse as the Participant's Beneficiary.

A copy of the death notice or other sufficient documentation must be filed with and approved by the Administrator. If upon the death of the Participant there is, in the opinion of the Administrator, no designated Beneficiary for part or all of the Participant's vested Account, such amount will be paid to his or her estate (such estate shall be deemed to be the Beneficiary for purposes of the Plan) in accordance with the provisions of Article 9.

### **8.3. *Disability***

If the Plan Sponsor has elected to accelerate vesting upon the occurrence of a Disability in accordance with Section 7.01(c) of the Adoption Agreement and/or to permit distributions upon Disability in accordance with Section 6.01(b) or Section 6.01(d) of the Adoption Agreement, the determination of whether a Participant has incurred a Disability shall be based on the definition of Disability in Section 6.01(i) of the Adoption Agreement and in a manner consistent with the requirements of Code Section 409A.

## **Article 9 - Distribution of Benefits**

### **9.1. *Amount of Benefits***

The vested amount credited to a Participant's Account as determined under Articles 6, 7 and 8 shall determine and constitute the basis for the value of benefits payable to the Participant under the Plan.

### **9.2. *Method and Timing of Distributions***

Except as otherwise provided in this Article 9, distributions under the Plan shall be made in accordance with the elections made or deemed made by the Participant under Article 4. Subject to the provisions of Section 9.6 requiring a six-month delay for certain distributions to Key Employees, distributions following a payment event shall commence at the time specified in Section 6.01(a) of the Adoption Agreement. If permitted by Section 6.01(g) of the Adoption Agreement, a Participant may elect, at least twelve months before a scheduled distribution event, to delay the payment date for a minimum period of sixty months from the originally scheduled date of payment, provided the election does not take effect for at least twelve months from the date on which the election is made. The distribution election change must be made in accordance with procedures and rules established by the Administrator. The Participant may, at the same time the date of payment is deferred, change the form of payment but such change in the form of payment may not effect an acceleration of payment in violation of Code Section 409A or the provisions of Treas. Reg. § 1.409A-2(b). For purposes of this Section 9.2, a series of installment payments is always treated as a single payment and not as a series of separate payments.

### **9.3. *Unforeseeable Emergency***

A Participant may request a distribution due to an Unforeseeable Emergency if the Plan Sponsor has elected to permit Unforeseeable Emergency withdrawals under Section 8.01(a) of the Adoption Agreement. The request must be in writing and must be submitted to the Administrator along with evidence that the circumstances constitute an Unforeseeable Emergency. The Administrator has the discretion to require whatever evidence it deems necessary to determine whether a distribution is warranted, and may require the Participant to certify that the need cannot be met from other sources reasonably available to the Participant. Whether a Participant has incurred an Unforeseeable Emergency will be determined by the Administrator on the basis of the relevant facts and circumstances in its sole discretion, but, in no event, will an Unforeseeable Emergency be deemed to exist if the hardship can be relieved: (a) through reimbursement or compensation by insurance or otherwise, (b) by liquidation of the Participant's assets to the extent such liquidation would not itself cause severe financial hardship, or (c) by cessation of deferrals under the Plan. A distribution due to an Unforeseeable Emergency must be limited to the amount reasonably necessary to satisfy the emergency need and may include any amounts necessary to pay any federal, state, foreign or local income taxes and penalties reasonably anticipated to result from the distribution. The distribution will be made in the form of a single lump sum cash payment. If permitted by Section 8.01(b) of the Adoption Agreement, a Participant's deferral elections for the remainder of the Plan Year will be cancelled upon a withdrawal due to an Unforeseeable Emergency. If the payment of all or any portion of the Participant's vested Account is being delayed in accordance with Section 9.6 at the time he or she experiences an Unforeseeable Emergency, the amount being delayed shall not be subject to the provisions of this Section 9.3 until the expiration of the six month period of delay required by section 9.6.

#### **9.4. *Payment Election Overrides***

If the Plan Sponsor has elected one or more payment election overrides in accordance with Section 6.01(d) of the Adoption Agreement, the following provisions apply. Upon the occurrence of the first event selected by the Plan Sponsor, the remaining vested amount credited to the Participant's Account shall be paid in the form designated to the Participant or his or her Beneficiary regardless of whether the Participant had made different elections of time and/or form of payment or whether the Participant was receiving installment payments at the time of the event.

#### **9.5. *Cashouts of Amounts Not Exceeding Stated Limit***

If the vested amount credited to the Participant's Account does not exceed the limit established for this purpose by the Plan Sponsor in Section 6.01(e) of the Adoption Agreement at the time he or she incurs a Separation from Service for any reason, the Employer shall distribute such amount to the Participant at the time specified in Section 6.01(a) of the Adoption Agreement in a single lump sum cash payment following such Separation from Service regardless of whether the Participant had made different elections of time or form of payment as to the vested amount credited to his or her Account or whether the Participant was receiving installments at the time of such termination. A Participant's Account, for purposes of this Section 9.5, shall include any amounts described in Section 1.3.

#### **9.6. *Required Delay in Payment to Key Employees***

Except as otherwise provided in this Section 9.6, a distribution made on account of Separation from Service (or Retirement, if applicable) to a Participant who is a Key Employee as of the date of his or her Separation from Service (or Retirement, if applicable) shall not be made before the date which is six months after the Separation from Service (or Retirement, if applicable).

- (a) A Participant is treated as a Key Employee if: (i) he or she is employed by a Related Employer any of whose stock is publicly traded on an established securities market, and (ii) he or she satisfies the requirements of Code Section 416(i)(1)(A)(i), (ii) or (iii), determined without regard to Code Section 416(i)(5), at any time during the twelve month period ending on the Identification Date.
- (b) A Participant who is a Key Employee on an Identification Date shall be treated as a Key Employee for purposes of the six month delay in distributions for the twelve month period beginning on the first day of a month no later than the fourth month following the Identification Date. The Identification Date and the effective date of the delay in distributions shall be determined in accordance with Section 1.06 of the Adoption Agreement.

- (c) The Plan Sponsor may elect to apply an alternative method to identify Participants who will be treated as Key Employees for purposes of the six month delay in distributions if the method satisfies each of the following requirements: (i) is reasonably designed to include all Key Employees, (ii) is an objectively determinable standard providing no direct or indirect election to any Participant regarding its application, and (iii) results in either all Key Employees or no more than 200 Key Employees being identified in the class as of any date. Use of an alternative method that satisfies the requirements of this Section 9.6(c) will not be treated as a change in the time and form of payment for purposes of Treas. Reg. § 1.409A-2(b).
- (d) The six-month delay does not apply to payments described in Section 9.9(a), (b) or (d) or to payments that occur after the death of the Participant. If the payment of all or any portion of the Participant's vested Account is being delayed in accordance with this Section 9.6 at the time he or she incurs a Disability which would otherwise require a distribution under the terms of the Plan, no amount shall be paid until the expiration of the six month period of delay required by this Section 9.6.

## **9.7. *Change in Control***

If the Plan Sponsor has elected to permit distributions upon a Change in Control, the following provisions shall apply. A distribution made upon a Change in Control will be made at the time specified in Section 6.01(a) of the Adoption Agreement in the form elected by the Participant in accordance with the procedures described in Article 4. Alternatively, if the Plan Sponsor has elected in accordance with Section 11.02 of the Adoption Agreement to require distributions upon a Change in Control, the Participant's remaining vested Account shall be paid to the Participant or the Participant's Beneficiary at the time specified in Section 6.01(a) of the Adoption Agreement as a single lump sum payment. A Change in Control, for purposes of the Plan, will occur upon a change in the ownership of the Plan Sponsor, a change in the effective control of the Plan Sponsor or a change in the ownership of a substantial portion of the assets of the Plan Sponsor, but only if elected by the Plan Sponsor in Section 11.03 of the Adoption Agreement. The Plan Sponsor, for this purpose, includes any corporation identified in this Section 9.7. All distributions made in accordance with this Section 9.7 are subject to the provisions of Section 9.6.

If a Participant continues to make deferrals in accordance with Article 4 after he or she has received a distribution due to a Change in Control, the residual amount payable to the Participant shall be paid at the time and in the form specified in the elections he or she makes in accordance with Article 4 or upon his or her death or Disability as provided in Article 8.

Whether a Change in Control has occurred will be determined by the Administrator in accordance with the rules and definitions set forth in this Section 9.7. A distribution to the Participant will be treated as occurring upon a Change in Control if the Plan Sponsor terminates the Plan in accordance with Section 10.2 and distributes the Participant's benefits within twelve months of a Change in Control as provided in Section 10.3.

- (a) **Relevant Corporations.** To constitute a Change in Control for purposes of the Plan, the event must relate to: (i) the corporation for whom the Participant is performing services at the time of the Change in Control, (ii) the corporation that is liable for the payment of the Participant's benefits under the Plan (or all corporations liable if more than one corporation is liable) but only if either the deferred compensation is attributable to the performance of services by the Participant for such corporation (or corporations) or there is a bona fide business purpose for such corporation (or corporations) to be liable for such payment and, in either case, no significant purpose of making such corporation (or corporations) liable for such payment is the avoidance of federal income tax, or (iii) a corporation that is a majority shareholder of a corporation identified in (i) or (ii), or any corporation in a chain of corporations in which each corporation is a majority shareholder of another corporation in the chain, ending in a corporation identified in (i) or (ii). A majority shareholder is defined as a shareholder owning more than fifty percent (50%) of the total fair market value and voting power of such corporation.
- (b) **Stock Ownership.** Code Section 318(a) applies for purposes of determining stock ownership. Stock underlying a vested option is considered owned by the individual who owns the vested option (and the stock underlying an unvested option is not considered owned by the individual who holds the unvested option). If, however, a vested option is exercisable for stock that is not substantially vested (as defined by Treas. Reg. § 1.83-3(b) and (j)) the stock underlying the option is not treated as owned by the individual who holds the option.
- (c) **Change in the Ownership of a Corporation.** A change in the ownership of a corporation occurs on the date that any one person or more than one person acting as a group, acquires ownership of stock of the corporation that, together with stock held by such person or group, constitutes more than fifty percent (50%) of the total fair market value or total voting power of the stock of such corporation. If any one person or more than one person acting as a group is considered to own more than fifty percent (50%) of the total fair market value or total voting power of the stock of a corporation, the acquisition of additional stock by the same person or persons is not considered to cause a change in the ownership of the corporation (or to cause a change in the effective control of the corporation as discussed below in Section 9.7(d)). An increase in the percentage of stock owned by any one person, or persons acting as a group, as a result of a transaction in which the corporation acquires its stock in exchange for property will be treated as an acquisition of stock. Section 9.7(c) applies only when there is a transfer of stock of a corporation (or issuance of stock of a corporation) and stock in such corporation remains outstanding after the transaction. For purposes of this Section 9.7(c), persons will not be considered to be acting as a group solely because they purchase or own stock of the same corporation at the same time or as a result of a public offering. Persons will, however, be considered to be acting as a group if they are owners of a corporation that enters into a merger, consolidation, purchase, or acquisition of stock, or similar business transaction with the corporation. If a person, including an entity, owns stock in both corporations that enter into a merger, consolidation, purchase or acquisition of stock, or similar transaction, such shareholder is considered to be acting as a group with other shareholders in a corporation only with respect to ownership in that corporation prior to the transaction giving rise to the change and not with respect to the ownership interest in the other corporation.

(d) **Change in the Effective Control of a Corporation.** A change in the effective control of a corporation occurs on the date that either (i) any one person, or more than one person acting as a group, acquires (or has acquired during the twelve month period ending on the date of the most recent acquisition by such person or persons) ownership of stock of the corporation possessing thirty percent (30%) or more of the total voting power of the stock of such corporation, or (ii) a majority of members of the corporation's Board of Directors is replaced during any twelve month period by Directors whose appointment or election is not endorsed by a majority of the members of the corporation's Board of Directors prior to the date of the appointment or election, provided that for purposes of this paragraph (ii), the term corporation refers solely to the relevant corporation identified in Section 9.7(a) for which no other corporation is a majority shareholder for purposes of Section 9.7(a). In the absence of an event described in Section 9.7(d)(i) or (ii), a change in the effective control of a corporation will not have occurred. A change in effective control may also occur in any transaction in which either of the two corporations involved in the transaction has a change in the ownership of such corporation as described in Section 9.7(c) or a change in the ownership of a substantial portion of the assets of such corporation as described in Section 9.7(e). If any one person, or more than one person acting as a group, is considered to effectively control a corporation within the meaning of this Section 9.7(d), the acquisition of additional control of the corporation by the same person or persons is not considered to cause a change in the effective control of the corporation or to cause a change in the ownership of the corporation within the meaning of Section 9.7(c). For purposes of this Section 9.7(d), persons will or will not be considered to be acting as a group in accordance with rules similar to those set forth in Section 9.7(c) with the following exception. If a person, including an entity, owns stock in both corporations that enter into a merger, consolidation, purchase or acquisition of stock, or similar transaction, such shareholder is considered to be acting as a group with other shareholders in a corporation only with respect to the ownership in that corporation prior to the transaction giving rise to the change and not with respect to the ownership interest in the other corporation.

- (e) **Change in the Ownership of a Substantial Portion of a Corporation's Assets.** A change in the ownership of a substantial portion of a corporation's assets occurs on the date that any one person, or more than one person acting as a group (as determined in accordance with rules similar to those set forth in Section 9.7(d)), acquires (or has acquired during the twelve month period ending on the date of the most recent acquisition by such person or persons) assets from the corporation that have a total gross fair market value equal to or more than forty percent (40%) of the total gross fair market value of all of the assets of the corporation immediately prior to such acquisition or acquisitions. For this purpose, gross fair market value means the value of the assets of the corporation or the value of the assets being disposed of determined without regard to any liabilities associated with such assets. There is no Change in Control event under this Section 9.7(e) when there is a transfer to an entity that is controlled by the shareholders of the transferring corporation immediately after the transfer. A transfer of assets by a corporation is not treated as a change in ownership of such assets if the assets are transferred to (i) a shareholder of the corporation (immediately before the asset transfer) in exchange for or with respect to its stock, (ii) an entity, fifty percent (50%) or more of the total value or voting power of which is owned, directly or indirectly, by the corporation, (iii) a person, or more than one person acting as a group, that owns, directly or indirectly, fifty percent (50%) or more of the total value or voting power of all the outstanding stock of the corporation, or (iv) an entity, at least fifty (50%) of the total value or voting power of which is owned, directly or indirectly, by a person described in Section 9.7(e)(iii). For purposes of the foregoing, and except as otherwise provided, a person's status is determined immediately after the transfer of assets.

## **9.8. Permissible Delays in Payment**

Distributions may be delayed beyond the date payment would otherwise occur in accordance with the provisions of Articles 8 and 9 in any of the following circumstances (as long as the Employer treats all payments to similarly situated Participants on a reasonably consistent basis):

- (a) The Employer may delay payment if it reasonably anticipates that its deduction with respect to such payment would be limited or eliminated by the application of Code Section 162(m). Payment must be made during the Participant's first taxable year in which the Employer reasonably anticipates, or should reasonably anticipate, that if the payment is made during such year the deduction of such payment will not be barred by the application of Code Section 162(m) or during the period beginning with the Participant's Separation from Service and ending on the later of the last day of the Employer's taxable year in which the Participant separates from service or the 15<sup>th</sup> day of the third month following the Participant's Separation from Service. If a scheduled payment to a Participant is delayed in accordance with this Section 9.8(a), all scheduled payments to the Participant that could be delayed in accordance with this Section 9.8(a) will also be delayed.
- (b) The Employer may also delay payment if it reasonably anticipates that the making of the payment will violate federal securities laws or other applicable laws provided payment is made at the earliest date on which the Employer reasonably anticipates that the making of the payment will not cause such violation.

- (c) The Employer reserves the right to amend the Plan to provide for a delay in payment upon such other events and conditions as the Secretary of the Treasury may prescribe in generally applicable guidance published in the Internal Revenue Bulletin.

## **9.9. Permitted Acceleration of Payment**

The Employer may permit acceleration of the time or schedule of any payment or amount scheduled to be paid pursuant to a payment under the Plan provided such acceleration would be permitted by the provisions of Treas. Reg. § 1.409A-3(j)(4), including the following events:

- (a) **Domestic Relations Order.** A payment may be accelerated if such payment is made to an alternate payee pursuant to and following the receipt and qualification of a domestic relations order as defined in Code Section 414(p).
- (b) **Compliance with Ethics Agreement and Legal Requirements.** A payment may be accelerated as may be necessary to comply with ethics agreements with the Federal government or as may be reasonably necessary to avoid the violation of Federal, state, local or foreign ethics law or conflicts of laws, in accordance with the requirements of Code Section 409A.
- (c) **De Minimis Amounts.** A payment may be accelerated if (i) the amount of the payment is not greater than the applicable dollar amount under Code Section 402(g)(1)(B), and (ii) at the time the payment is made the amount constitutes the Participant's entire interest under the Plan and all other plans that are aggregated with the Plan under Treas. Reg. § 1.409A-1(c)(2).
- (d) **FICA Tax.** A payment may be accelerated to the extent required to pay the Federal Insurance Contributions Act tax imposed under Code Sections 3101, 3121(a) and 3121(v)(2) of the Code with respect to compensation deferred under the Plan (the "FICA Amount"). Additionally, a payment may be accelerated to pay the income tax on wages imposed under Code Section 3401 of the Code on the FICA Amount and to pay the additional income tax at source on wages attributable to the pyramiding Code Section 3401 wages and taxes. The total payment under this subsection (d) may not exceed the aggregate of the FICA Amount and the income tax withholding related to the FICA Amount.
- (e) **Section 409A Additional Tax.** A payment may be accelerated if the Plan fails to meet the requirements of Code Section 409A; provided that such payment may not exceed the amount required to be included in income as a result of the failure to comply with the requirements of Code Section 409A.
- (f) **Offset.** A payment may be accelerated in the Employer's discretion as satisfaction of a debt of the Participant to the Employer, where such debt is incurred in the ordinary course of the service relationship between the Participant and the Employer, the entire amount of the reduction in any of the Employer's taxable years does not exceed \$5,000, and the reduction is made at the same time and in the same amount as the debt otherwise would have been due and collected from the Participant.
- (g) **Other Events.** A payment may be accelerated in the Administrator's discretion in connection with such other events and conditions as permitted by Code Section 409A.

## **Article 10 - Amendment and Termination**

### **10.1. *Amendment by Plan Sponsor***

The Plan Sponsor reserves the right to amend the Plan (for itself and each Employer) through action of its Board of Directors or other authorized person. No amendment can directly or indirectly deprive any current or former Participant or Beneficiary of all or any portion of his or her Account which had accrued and vested prior to the amendment.

### **10.2. *Plan Termination Following Change in Control or Corporate Dissolution***

If so elected by the Plan Sponsor in 11.01 of the Adoption Agreement, the Plan Sponsor reserves the right to terminate the Plan and distribute all amounts credited to all Participant Accounts within the 30 days preceding or the twelve months following a Change in Control as determined in accordance with the rules set forth in Section 9.7. For this purpose, the Plan will be treated as terminated only if all agreements, methods, programs and other arrangements sponsored by the Related Employer immediately after the Change in Control which are treated as a single plan under Treas. Reg. § 1.409A-1(c)(2) are also terminated so that all Participants under the Plan and all similar arrangements are required to receive all amounts deferred under the terminated arrangements within twelve months of the date the Plan Sponsor irrevocably takes all necessary action to terminate the arrangements. In addition, the Plan Sponsor reserves the right to terminate the Plan within twelve months of a corporate dissolution taxed under Code Section 331 or with the approval of a bankruptcy court pursuant to 11 U. S. C. Section 503(b)(1)(A) provided that amounts deferred under the Plan are included in the gross incomes of Participants in the latest of (a) the calendar year in which the termination and liquidation occurs, (b) the first calendar year in which the amount is no longer subject to a substantial risk of forfeiture, or (c) the first calendar year in which payment is administratively practicable.

### **10.3. *Other Plan Terminations***

The Plan Sponsor retains the discretion to terminate the Plan if (a) all arrangements sponsored by the Plan Sponsor that would be aggregated with any terminated arrangement under Code Section 409A and Treas. Reg. § 1.409A-1(c)(2) are terminated, (b) no payments other than payments that would be payable under the terms of the arrangements if the termination had not occurred are made within twelve months of the termination of the arrangements, (c) all payments are made within twenty-four months of the date the Plan Sponsor takes all necessary action to irrevocably terminate and liquidate the arrangements, (d) the Plan Sponsor does not adopt a new arrangement that would be aggregated with any terminated arrangement under Code Section 409A and the regulations thereunder at any time within the three year period following the date of termination of the arrangement, and (e) the termination does not occur proximate to a downturn in the financial health of the Plan Sponsor. The Plan Sponsor also reserves the right to amend the Plan to provide that termination of the Plan will occur under such conditions and events as may be prescribed by the Secretary of the Treasury in generally applicable guidance published in the Internal Revenue Bulletin.

## **Article 11 - The Trust**

### **11.1. *Establishment of Trust***

The Plan Sponsor may but is not required to establish a trust to hold amounts which the Plan Sponsor may contribute from time to time to correspond to some or all amounts credited to Participants under Section 6.2. In the event that the Plan Sponsor wishes to establish a trust to provide a source of funds for the payment of Plan benefits, any such trust shall be constructed to constitute an unfunded arrangement that does not affect the status of the Plan as an unfunded plan for purposes of Title I of ERISA and the Code. If the Plan Sponsor elects to establish a trust in accordance with Section 10.01 of the Adoption Agreement, the provisions of Sections 11.2 and 11.3 shall become operative.

### **11.2. *Trust***

Any trust established by the Plan Sponsor shall be between the Plan Sponsor and a trustee pursuant to a separate written agreement under which assets are held, administered and managed, subject to the claims of the Plan Sponsor's creditors in the event of the Plan Sponsor's insolvency. The Plan Sponsor must notify the trustee in the event of a bankruptcy or insolvency.

### **11.3. *Investment of Trust Funds***

Any amounts contributed to the trust by the Plan Sponsor shall be invested by the trustee in accordance with the provisions of the trust and the instructions of the Administrator. Trust investments need not reflect the hypothetical investments selected by Participants under Section 7.1 for the purpose of adjusting Accounts and the earnings or investment results of the trust need not affect the hypothetical investment adjustments to Participant Accounts under the Plan.

## **Article 12 - Plan Administration**

### **12.1. *Powers and Responsibilities of the Administrator***

The Administrator has the full power and the full responsibility to administer the Plan in all of its details; subject, however, to the applicable requirements of ERISA. The Administrator's powers and responsibilities include, but are not limited to, the following:

- (a) To make and enforce such rules and procedures as it deems necessary or proper for the efficient administration of the Plan;
- (b) To interpret the Plan, its interpretation thereof to be final, except as provided in Section 12.2, on all persons claiming benefits under the Plan;
- (c) To decide all questions concerning the Plan and the eligibility of any person to participate in the Plan;
- (d) To administer the claims and review procedures specified in Section 12.2;
- (e) To compute the amount of benefits which will be payable to any Participant, former Participant or Beneficiary in accordance with the provisions of the Plan;
- (f) To determine the person or persons to whom such benefits will be paid;
- (g) To authorize the payment of benefits;
- (h) To make corrections and recover the overpayment of any benefits;
- (i) To comply with the reporting and disclosure requirements of Part 1 of Subtitle B of Title I of ERISA;
- (j) To appoint such agents, counsel, accountants, and consultants as may be required to assist in administering the Plan;
- (k) By written instrument, to allocate and delegate its responsibilities, including the formation of an Administrative Committee to administer the Plan.

## **12.2. *Claims and Review Procedures***

- (a) **Claims Procedure.** If any person believes he or she is being denied any rights or benefits under the Plan, such person may file a claim in writing with the Administrator. If any such claim is wholly or partially denied, the Administrator will notify such person of its decision in writing. Such notification will contain (i) specific reasons for the denial, (ii) specific reference to pertinent Plan provisions, (iii) a description of any additional material or information necessary for such person to perfect such claim and an explanation of why such material or information is necessary, and (iv) a description of the Plan's review procedures and the time limits applicable to such procedures, including a statement of the person's right to bring a civil action following an adverse decision on review. If the claim involves a Disability, the denial must also include the standards that governed the decision, including the basis for disagreeing with any health care professionals, vocational professionals or the Social Security Administration as well as an explanation of the scientific or clinical judgement underlying the denial. Such notification will be given within 90 days (45 days in the case of a claim regarding Disability) after the claim is received by the Administrator. The Administrator may extend the period for providing the notification by 90 days (30 days in the case of a claim regarding Disability, which may be extended an additional 30 days) if special circumstances require an extension of time for processing the claim and if written notice of such extension and circumstance is given to such person within the initial 90 day period (45 day period in the case of a claim regarding Disability). If such notification is not given within such period, the claim will be considered denied as of the last day of such period and such person may request a review of his or her claim.
- (b) **Review Procedure.** Within 60 days (180 days in the case of a claim regarding Disability) after the date on which a person receives a written notification of denial of claim (or, if written notification is not provided, within 60 days (180 days in the case of a claim regarding Disability) of the date denial is considered to have occurred), such person (or his or her duly authorized representative) may (i) file a written request with the Administrator for a review of his or her denied claim and of pertinent documents and (ii) submit written issues and comments to the Administrator. The Administrator will notify such person of its decision in writing. Such notification will be written in a manner calculated to be understood by such person and will contain specific reasons for the decision as well as specific references to pertinent Plan provisions. The notification will explain that the person is entitled to receive, upon request and free of charge, reasonable access to and copies of all pertinent documents and has the right to bring a civil action following an adverse decision on review. The decision on review will be made within 60 days (45 days in the case of a claim regarding Disability). The Administrator may extend the period for making the decision on review by 60 days (45 days in the case of a claim regarding Disability) if special circumstances require an extension of time for processing the request such as an election by the Administrator to hold a hearing, and if written notice of such extension and circumstances is given to such person within the initial 60-day period (45 days in the case of a claim regarding Disability). If the decision on review is not made within such period, the claim will be considered denied.

If the claim is regarding Disability, and the determination of Disability has not been made by the Social Security Administration, the Railroad Retirement Board, or under the Plan Sponsor's long-term disability plan, the person may, upon written request and free of charge, also receive the identification of medical or vocational experts whose advice was obtained in connection with the denial of a claim regarding Disability, even if the advice was not relied upon.

Before issuing any decision with respect to a claim involving Disability, the Administrator will provide to the person, free of charge, the following information as soon as possible and sufficiently in advance of the date on which the response is required to be provided to the person to allow the person a reasonable opportunity to respond prior to the due date of the response:

- (i) Any new or additional evidence considered, relied upon, or generated by the Administrator or other person making the decision; and
  - (ii) A new or addition rationale if the decision will be based on that rationale.
- (c) Exhaustion of Claims Procedures and Right to Bring Legal Claim. No action at law or equity shall be brought more than one year after the Administrator's affirmation of a denial of a claim, or, if earlier, more than four years after the facts or events giving rising to the claimant's allegation(s) or claim(s) first occurred.

### **12.3. *Plan Administrative Costs***

All reasonable costs and expenses (including legal, accounting, and employee communication fees) incurred by the Administrator in administering the Plan shall be paid by the Plan to the extent not paid by the Employer.

## **Article 13 - Miscellaneous**

### **13.1. *Unsecured General Creditor of the Employer***

Participants and their Beneficiaries, heirs, successors, and assigns shall have no legal or equitable rights, interests or claims in any property or assets of the Employer. For purposes of the payment of benefits under the Plan, any and all of the Employer's assets shall be, and shall remain, the general, unpledged, unrestricted assets of the Employer. Each Employer's obligation under the Plan shall be merely that of an unfunded and unsecured promise to pay money in the future.

### **13.2. *Employer's Liability***

Each Employer's liability for the payment of benefits under the Plan shall be defined only by the Plan and by the deferral agreements entered into between a Participant and the Employer. An Employer shall have no obligation or liability to a Participant under the Plan except as provided by the Plan and a deferral agreement or agreements. An Employer shall have no liability to Participants employed by other Employers.

### **13.3. *Limitation of Rights***

Neither the establishment of the Plan, nor any amendment thereof, nor the creation of any fund or account, nor the payment of any benefits, will be construed as giving to the Participant or any other person any legal or equitable right against the Employer, the Plan or the Administrator, except as provided herein; and in no event will the terms of employment or service of the Participant be modified or in any way affected hereby.

### **13.4. *Anti-Assignment***

Except as may be necessary to fulfill a domestic relations order within the meaning of Code Section 414(p), none of the benefits or rights of a Participant or any Beneficiary of a Participant shall be subject to the claim of any creditor. In particular, to the fullest extent permitted by law, all such benefits and rights shall be free from attachment, garnishment, or any other legal or equitable process available to any creditor of the Participant and his or her Beneficiary. Neither the Participant nor his or her Beneficiary shall have the right to alienate, anticipate, commute, pledge, encumber, or assign any of the payments which he or she may expect to receive, contingently or otherwise, under the Plan, except the right to designate a Beneficiary to receive death benefits provided hereunder. Notwithstanding the preceding, the benefit payable from a Participant's Account may be reduced, at the discretion of the Administrator, to satisfy any debt or liability to the Employer.

### **13.5. Facility of Payment**

If the Administrator determines, on the basis of medical reports or other evidence satisfactory to the Administrator, that the recipient of any benefit payments under the Plan is incapable of handling his or her affairs by reason of minority, illness, infirmity or other incapacity, the Administrator may direct the Employer to disburse such payments to a person or institution designated by a court which has jurisdiction over such recipient or a person or institution otherwise having the legal authority under State law for the care and control of such recipient. The receipt by such person or institution of any such payments therefore, and any such payment to the extent thereof, shall discharge the liability of the Employer, the Plan and the Administrator for the payment of benefits hereunder to such recipient.

### **13.6. Notices**

Any notice or other communication to the Employer or Administrator in connection with the Plan shall be deemed delivered in writing if addressed to the Plan Sponsor at the address specified in Section 1.03 of the Adoption Agreement and if either actually delivered at said address or, in the case of a letter, five business days shall have elapsed after the same shall have been deposited in the United States mails, first-class postage prepaid and registered or certified.

### **13.7. Tax Withholding**

If the Employer concludes that tax is owing with respect to any deferral or payment hereunder, the Employer shall withhold such amounts from any payments due the Participant or from amounts deferred, as permitted by law, or otherwise make appropriate arrangements with the Participant or his or her Beneficiary for satisfaction of such obligation. Tax, for purposes of this Section 13.7 means any federal, state, local or any other governmental income tax, employment or payroll tax, excise tax, or any other tax or assessment owing with respect to amounts deferred, any earnings thereon, and any payments made to Participants under the Plan.

### **13.8. Indemnification**

- (a) Each Indemnitee (as defined in Section 13.8(e)) shall be indemnified and held harmless by the Employer for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action), to the fullest extent permitted by the law of the jurisdiction in which the Employer is incorporated, against all expense, liability, and loss (including, without limitation, attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined in subsection (e)). No indemnification pursuant to this Section shall be made, however, in any case where (1) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness or (2) there is a settlement to which the Employer does not consent.
- (b) The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Employer in advance of the final disposition of the Proceeding, to the fullest extent permitted by the law of the jurisdiction in which the Employer is incorporated; provided that, if such law requires, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only on delivery to the Employer of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.
- (c) Indemnification pursuant to this Section shall continue as to an Indemnitee who has ceased to be such and shall inure to the benefit of his or her heirs, executors, and administrators. The Employer agrees that the undertakings made in this Section shall be binding on its successors or assigns and shall survive the termination, amendment, or restatement of the Plan.
- (d) The foregoing right to indemnification shall be in addition to such other rights as the Indemnitee may enjoy as a matter of law or by reason of insurance coverage of any kind and is in addition to and not in lieu of any rights to indemnification to which the Indemnitee may be entitled pursuant to the by-laws of the Employer.
- (e) For the purposes of this Section, the following definitions shall apply:
  - (i) "Indemnitee" shall mean each person serving as an Administrator (or any other person who is an employee, Director, or officer of the Employer) who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was performing administrative functions under the Plan.
  - (ii) "Proceeding" shall mean any threatened, pending, or completed action, suit, or proceeding (including, without limitation, an action, suit, or proceeding by or in the right of the Employer), whether civil, criminal, administrative, investigative, or through arbitration.

### **13.9. *Successors***

The provisions of the Plan shall bind and inure to the benefit of the Plan Sponsor, the Employer and their successors and assigns and the Participant and the Participant's designated Beneficiaries.

### **13.10. *Disclaimer***

It is the Plan Sponsor's intention that the Plan comply with the requirements of Code Section 409A. Neither the Plan Sponsor nor the Employer shall have any liability to any Participant should any provision of the Plan fail to satisfy the requirements of Code Section 409A.

### **13.11. *Governing Law***

The Plan will be construed, administered, and enforced according to the laws of the State specified by the Plan Sponsor in Section 12.01 of the Adoption Agreement.

**WEST PHARMACEUTICAL SERVICES, INC.**

**NON-QUALIFIED DEFERRED COMPENSATION PLAN  
FOR DESIGNATED EMPLOYEES**

**Adoption Agreement**

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# **Adoption Agreement**

## **1.01 Preamble**

By the execution of this Adoption Agreement the Plan Sponsor hereby [complete (a) or (b)]

- (a)  adopts a new plan as of [month, day, year]
- (b)  amends and restates its existing plan as of January 1, 2024 which is the Amendment Effective Date. Except as otherwise provided in Appendix A, all amounts deferred under the Plan prior to the Amendment Effective Date shall be governed by the terms of the Plan as in effect on the day before the Amendment Effective Date.

Original Effective Date: August 30, 1994 and most recently amended and restated as of January 1, 2020.

Pre-409A Grandfathering:  Yes  No

By executing this Adoption Agreement, the Plan Sponsor (as defined below) has adopted the Plan (as defined below) consisting of the Basic Plan Document along with this Adoption Agreement (and any exhibits or schedules attached hereto). The Plan Sponsor, by completing this Adoption Agreement has made the specific choices regarding plan design as set forth in the Adoption Agreement together with the detailed additional provisions set out in the Basic Plan Document. All capitalized terms used in this Adoption Agreement have the same meaning given in the Basic Plan Document.

## **1.02 Plan**

West Pharmaceutical Services, Inc. Non-Qualified Deferred Compensation  
Plan Name: Plan for Designated Employees

Plan Year: Calendar

## **1.03 Plan Sponsor**

Name: West Pharmaceutical Services, Inc.

Address: 530 Herman O. West Drive Exton, PA 19341

Phone #: (610) 594-2900

EIN #: 23-1210010

Fiscal Year: Calendar

Is stock of the Plan Sponsor, any Employer or any Related Employer publicly traded on an established securities market?       Yes       No

#### **1.04 Employer**

The following entities have been authorized by the Plan Sponsor to participate in and have adopted the Plan [insert "Not Applicable" if none have been authorized]:

<u>Entity</u>	<u>Publicly Traded on Est. Securities Market</u>	
	Yes	No
West Pharmaceutical Services of Delaware, Inc.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
West Pharmaceutical Services of Florida, Inc.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
West Pharmaceutical Services AZ, Inc.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Tech Group Grand Rapids, Inc.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
West Pharmaceutical Services Delaware Acquisition, Inc.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
West Services and Solutions, LLC	<input type="checkbox"/>	<input checked="" type="checkbox"/>

#### **1.05 Administrator**

The Plan Sponsor has designated the following party or parties to be responsible for the administration of the Plan:

Name: West Pharmaceutical Services, Inc. Compensation Committee

Address: Same as above

Note: The Administrator is the person or persons designated by the Plan Sponsor to be responsible for the administration of the Plan. Neither Fidelity Employer Services Company nor any other Fidelity affiliate can be the Administrator.

#### **1.06 Key Employee Determination Dates**

The Employer has designated [month, day, year] as the Identification Date for purposes of determining Key Employees.

In the absence of a designation, the Identification Date is December 31.

The Employer has designated [month, day, year] as the effective date for purposes of applying the six month delay in distributions to Key Employees.

In the absence of a designation, the effective date is the first day of the fourth month following the Identification Date.

## **2.01 Participation**

- (a)  Employees [complete (i), (ii) or (iii)]
- (i)  Eligible Employees are selected by the Employer.
- (ii)  Eligible Employees are those employees of the Employer (as designated by the Employer's Senior Vice President and Chief Human Resources Officer) who satisfy at least one of the following criteria:
- Employed in the United States by the Employer or a designated subsidiary and are designated as a Senior Director or higher by the Employer,
- Any employee who was eligible for and participated in the Plan by making elective deferrals hereunder on or prior to January 1, 2024, or
- Any other employee of the Employer or its subsidiaries who is specially designated by the Compensation Committee as eligible to participate in the Plan
- (iii)  Employees are not eligible to participate.
- (b)  Directors [complete (i), (ii) or (iii)]
- (i)  All Directors are eligible to participate.
- (ii)  Only Directors selected by the Employer are eligible to participate.
- (iii)  Directors are not eligible to participate.

### **3.01 Compensation**

For purposes of determining Participant contributions under Article 4 and Employer contributions under Article 5, Compensation shall be defined in the following manner [complete (a) or (b) and select (c) and/or (d), if applicable]:

- (a)  Compensation is defined as:

Base Salary: annual aggregate base salary paid by the Employer for services rendered exclusive of any additional allowances, payments or non-cash benefits

Bonus: annual bonus earned and payable under the Employer's Annual Incentive Plan, or any successor plan thereto, whether payable in cash or stock issued under the 2004 Stock-Based Compensation Plan, the 2007 Omnibus Incentive Compensation Plan and/or any successor plan(s) (collectively the "Omnibus Plans")

Other Designated Compensation: other compensation that is not otherwise described by the foregoing provisions, but only to the extent specifically designated by the Compensation Committee as eligible for deferral, and subject to all terms and conditions as the Compensation Committee may establish in order to defer any such compensation

- (b)  Compensation as defined in [insert name of qualified plan] without regard to the limitation in Section 401(a)(17) of the Code for such Plan Year.

- (c)  Director Compensation is defined as:
- 
- 
- 

- (d)  Compensation shall, for all Plan purposes, be limited to \$ \_\_\_\_\_.

- (e)  Not Applicable.

### **3.02 Bonuses**

Compensation, as defined in Section 3.01 of the Adoption Agreement, includes the following type of bonuses that will be the subject of a separate deferral election:

<u>Type</u>	<u>[Will be treated as]</u>	
	<u>Performance Based Compensation</u>	
	Yes	No
Bonus	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>

Not Applicable.

## **4.01 Participant Contributions**

If Participant contributions are permitted, complete (a), (b), and (c). Otherwise complete (d).

### **(a) Amount of Deferrals**

A Participant may elect within the period specified in Section 4.01(b) of the Adoption Agreement to defer the following amounts of remuneration. For each type of remuneration listed, complete "dollar amount" and/or "percentage amount".

- (i) Compensation other than Bonuses [do not complete if you complete (iii)]

Type of Remuneration	Dollar Amount		% Amount		Increment
	Min	Max	Min	Max	
Base Salary			1%	75%	1%
Other Designated Compensation			1%	100%	1%
			%	%	%

Note: The increment is required to determine the permissible deferral amounts. For example, a minimum of 0% and maximum of 20% with a 5% increment would allow an individual to defer 0%, 5%, 10%, 15% or 20%.

- (ii) Bonuses [do not complete if you complete (iii)]

Type of Bonus	Dollar Amount		% Amount		Increment
	Min	Max	Min	Max	
Bonus			1%	100%	1%
			%	%	%
			%	%	%

- (iii) Compensation [do not complete if you completed (i) and (ii)]

Dollar Amount		% Amount		Increment
Min	Max	Min	Max	
		%	%	%

(iv) Director Compensation

Type of Compensation	Dollar Amount		% Amount		Increment
	Min	Max	Min	Max	
Annual Retainer			%	%	%
Meeting Fees Other:			%	%	%
Other:			%	%	%
Other:			%	%	%

(b) **Election Period**

(i) Performance Based Compensation

A special election period

Does

Does Not

apply to each eligible type of performance based compensation referenced in Section 3.02 of the Adoption Agreement.

The special election period, if applicable, will be determined by the Employer.

(ii) Newly Eligible Participants

An employee who is classified or designated as an Eligible Employee during a Plan Year

May

May Not

elect to defer Compensation earned during the remainder of the Plan Year by completing a deferral agreement within the 30 day period beginning on the date he or she is eligible to participate in the Plan.

The special election period, if applicable, will be determined by the Employer.

(c) **No Participant Contributions**

Participant contributions are not permitted under the Plan.

## **5.01 Employer Contributions**

If Employer contributions are permitted, complete (a) and/or (b). Otherwise complete (c).

### **(a) Matching Contributions**

#### **(i) Amount**

For each Plan Year, the Employer shall make a matching contribution on behalf of each Participant who defers Compensation for the Plan Year and satisfies the requirements of Section 5.01(a)(ii) of the Adoption Agreement equal to [complete the ones that are applicable]:

- (A)  [insert percentage]% of the Compensation the Participant has elected to defer for the Plan Year
- (B)  An amount determined by the Employer in its sole discretion
- (C)  Matching contributions for each Participant shall be limited to \$\_\_\_\_\_ and/or [insert percentage]% of Compensation
- (D)  Other:

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- (E)  Not Applicable [Proceed to Section 5.01(b)]

#### **(ii) Eligibility for matching contribution**

A Participant who defers Compensation for the Plan Year shall receive an allocation of matching contributions determined in accordance with Section 5.01(a)(i) provided he or she satisfies the following requirements [complete the ones that are applicable]:

- (A)  Describe requirements:

---

---

(B)  Is selected by the Employer in its sole discretion to receive an allocation of matching contributions

(C)  No requirements

(iii) Time of Allocation

Matching contributions, if made, shall be treated as allocated [select one]:

(A)  As of the last day of the Plan Year

(B)  At such times as the Employer shall determine in its sole discretion

(C)  At the time the Compensation on account of which the matching contribution is being made would otherwise have been paid to the Participant

(D)  Other:

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(b) **Other Contributions**

(i) Amount

The Employer shall make a contribution(s) on behalf of each Participant who satisfies the requirements of Section 5.01(b)(ii) equal to [complete the ones that are applicable]:

(A)  With respect to any Eligible Employee who is first hired by the Employer on or after January 1, 2017 or any Eligible Employee employed by West Pharmaceutical Services of Delaware, Inc., West Pharmaceutical Services of Florida, Inc. West Pharmaceutical Services AZ, Inc. , Tech Group Grand Rapids, Inc., West Services and Solutions LLC, or West Pharmaceutical Services Delaware Acquisition, Inc., an amount equal to 3% of such Participant's Base Salary and Other Compensation in excess of the limits in Section 401(a)(17) of the Code

(B)  An amount determined by the Employer in its sole discretion pursuant to a written agreement entered into between the Eligible Employee and the Employer ("Discretionary Contribution Agreement")

(C)  Contributions for each Participant shall be limited to \$ \_\_\_\_\_

(D)  Other:

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(E)  Not Applicable [Proceed to Section 6.01]

(ii) Eligibility for Other Contribution

A Participant shall receive an allocation of other Employer contributions determined in accordance with Section 5.01(b)(i) for the Plan Year if he or she satisfies the following requirements [complete the one that is applicable]:

(A)  Describe requirements:

As to the Employer contribution provided in Section 5.01(b)(i)(A), as so described therein, provided such Eligible Employee was (a) employed by the Employer or the applicable participating subsidiary on the last day of the year to which such Employer contribution relates, (b) terminates employment due to death or disability (as defined in the 401(k) Plan) during such year, (c) dies or becomes disabled while on qualified military service (as defined in the 401(k) Plan) during such year, or (d) terminates employment during such year after attaining age 55 with 10 years of service

---

(B)  As to the Employer contribution provided in Section 5.01(b)(i)(B), if he or she is selected by the Employer in its sole discretion to receive such an allocation of other Employer contributions pursuant to a Discretionary Contribution Agreement entered into by the Eligible Employee and the Employer

(C)  No requirements

(iii) Time of Allocation

Employer contributions, if made, shall be treated as allocated [select one]:

(A)  As of the last day of the Plan Year

(B)  At such times or times as the Employer shall determine in its sole discretion

(C)  Other:

---

---

**(c) No Employer Contributions**

Employer contributions are not permitted under the Plan.

## **6.01 Distributions**

The timing and form of payment of distributions made from the Participant's vested Account shall be made in accordance with the elections made in this Section 6.01 of the Adoption Agreement except when Section 9.6 of the Plan requires a six month delay for certain distributions to Key Employees of publicly traded companies.

### **(a) Timing of Distributions**

- (i) All distributions shall commence in accordance with the following:
- (A)  As to distribution events other than those based on Specified Date or Specified Age, as soon as administratively feasible following the distribution event but in no event later than the time prescribed by Treas. Reg. Sec. 1.409A-3(d) with the next following installment payment (as applicable) payable as of January 15<sup>th</sup> of the immediately following calendar year and all subsequent installment payments payable each January 15<sup>th</sup> thereafter
  - (B)  As to a Specified Date distribution event, the first date of the month elected
  - (C)  Annually on specified month and day [insert month and day]
  - (D)  Calendar quarter on specified month and day [insert month and day]  
[insert numerical quarter 1, 2, 3, or 4]
- (ii) The timing of distributions as determined in Section 6.01(a)(i) shall be modified by the adoption of:
- (A)  Event Delay – Distribution events other than those based on Specified Date or Specified Age will be treated as not having occurred for 6 months
  - (B)  Hold Until Next Year – Distribution events other than those based on Specified Date or Specified Age will be treated as not having occurred for twelve months from the date of the event if payment pursuant to Section 6.01(a)(i) will thereby occur in the next calendar year or on the first payment date in the next calendar year in all other cases
  - (C)  Immediate Processing – The timing method selected by the Plan Sponsor under Section 6.01(a)(i) shall be overridden for the following distribution events [insert events]:
  - (D)  Not applicable

**(b) Distribution Events**

**(i) Participant Contributions under Section 4.01(a)**

Participants may elect the following payment events and the associated form or forms of payment. If multiple events for each year are selected, the earliest to occur will trigger payment. For installments, insert the range of available periods (e.g., 5-15) or insert the periods available (e.g., 5, 7, 9).

	<u>Lump Sum</u>	<u>Installments</u>
(A) <input checked="" type="checkbox"/> Specified Date	<input checked="" type="checkbox"/>	____ years
(B) <input type="checkbox"/> Specified Age	<input type="checkbox"/>	____ years
(C) <input checked="" type="checkbox"/> Separation from Service	<input checked="" type="checkbox"/>	<u>2-10</u> years
(D) <input type="checkbox"/> Separation from Service plus 6 months	<input type="checkbox"/>	____ years
(E) <input type="checkbox"/> Separation from Service plus ____ months [not to exceed ____ months]	<input type="checkbox"/>	____ years
(F) <input type="checkbox"/> Retirement	<input type="checkbox"/>	____ years
(G) <input type="checkbox"/> Retirement plus 6 months	<input type="checkbox"/>	____ years
(H) <input type="checkbox"/> Retirement plus <u>12</u> months	<input type="checkbox"/>	____ years
(I) <input type="checkbox"/> Disability	<input type="checkbox"/>	____ years
(J) <input type="checkbox"/> Death	<input type="checkbox"/>	____ years
(K) <input type="checkbox"/> Change in Control	<input type="checkbox"/>	____ years

The minimum deferral period for Specified Date or Specified Age event shall be 5 years.

Installments may be paid [select each that applies]

- Monthly
- Quarterly
- Semi-Annually
- Annually

(ii) Employer Contributions under Section 5.01(a) and (b)

Participants may elect the following payment events and the associated form or forms of payment. If multiple events for each year are selected, the earliest to occur will trigger payment. For installments, insert the range of available periods (e.g., 5-15) or insert the periods available (e.g., 5, 7, 9).

		<u>Lump Sum</u>	<u>Installments</u>
(A)	<input type="checkbox"/> Specified Date	<input type="checkbox"/>	_____ years
(B)	<input type="checkbox"/> Specified Age	<input type="checkbox"/>	_____ years
(C)	<input checked="" type="checkbox"/> Separation from Service	<input checked="" type="checkbox"/>	_____ years
(D)	<input type="checkbox"/> Separation from Service plus 6 months	<input type="checkbox"/>	_____ years
(E)	<input type="checkbox"/> Separation from Service plus _____ months [not to exceed _____ months]	<input type="checkbox"/>	_____ years
(F)	<input type="checkbox"/> Retirement	<input type="checkbox"/>	_____ years
(G)	<input type="checkbox"/> Retirement plus 6 months	<input type="checkbox"/>	_____ years
(H)	<input type="checkbox"/> Retirement plus <u>12</u> months	<input type="checkbox"/>	_____ years
(I)	<input type="checkbox"/> Disability	<input type="checkbox"/>	_____ years
(J)	<input type="checkbox"/> Death	<input type="checkbox"/>	_____ years
(K)	<input type="checkbox"/> Change in Control	<input type="checkbox"/>	_____ years

The minimum deferral period for Specified Date or Specified Age event shall be N/A years.

Installments may be paid [select each that applies]

- Monthly
- Quarterly
- Semi-Annually
- Annually

(c) Specified Date and Specified Age elections may not extend beyond age Not Applicable.

**(d) Payment Election Override**

Payment of the remaining vested balance of the Participant's Account will automatically occur at the time specified in Section 6.01(a) of the Adoption Agreement in the form indicated upon the earliest to occur of the following events [check each event that applies and for each event include only a single form of payment]:

<u>Events</u>	<u>Form of Payment</u>	
	<u>Lump Sum</u>	<u>Installments</u>
<input type="checkbox"/> Separation from Service	<input type="checkbox"/>	_____
<input type="checkbox"/> Separation from Service before Retirement	<input type="checkbox"/>	_____
<input checked="" type="checkbox"/> Death	<input checked="" type="checkbox"/>	_____
<input type="checkbox"/> Disability	<input type="checkbox"/>	_____
<input type="checkbox"/> Not Applicable	<input type="checkbox"/>	_____

**(e) Involuntary Cashouts**

- If the Participant's vested Account at the time of his or her Separation from Service does not exceed the amount specified in Section 402(g)(1)(B) of the Code, distribution of the vested Account shall automatically be made in the form of a single lump sum in accordance with Section 9.5 of the Plan.
- There are no involuntary cashouts.

**(f) Retirement**

- Retirement shall be defined as a Separation from Service that occurs on or after the Participant [insert description of requirements]:  

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- No special definition of Retirement applies.

**(g) Distribution Election Change**

A Participant

- Shall
- Shall Not

be permitted to modify a scheduled distribution date and/or payment option in accordance with Section 9.2 of the Plan.

A Participant shall generally be permitted to elect such modification 1 time with respect to a Separation from Service election and an unlimited number of times with respect to a Specified Date election.

Administratively, allowable distribution events will be modified to reflect all options necessary to fulfill the distribution change election provision.

**(h) Frequency of Elections**

The Plan Sponsor

Has

Has Not

elected to permit annual elections of a time and form of payment for amounts deferred under the Plan. If a single election of a time and/or form of payment is required, the Participant will make such election at the time he or she first completes a deferral agreement which, in all cases, will be no later than the time required by Reg. Sec. 1.409A-2.

**(i) Disability**

For Purposes of Section 2.11 of the Plan, Disability shall be defined as

Total disability as determined by the Social Security Administration or the Railroad Retirement Board.

As determined by the Employer's long term disability insurance policy.

As follows [insert description of requirements]:  
\_\_\_\_\_  
\_\_\_\_\_

Not applicable.

## **7.01 Vesting**

### **(a) Matching Contributions**

The Participant's vested interest in the amount credited to his or her Account attributable to matching contributions shall be based on the following schedule:

<input type="checkbox"/> <u>Years of Service</u>	<u>Vesting %</u>	
0	<u>  %</u>	[insert "100" if there is immediate vesting]
1	<u>  %</u>	
2	<u>  %</u>	
3	<u>  %</u>	
4	<u>  %</u>	
5	<u>  %</u>	
6	<u>  %</u>	
7	<u>  %</u>	
8	<u>  %</u>	
9	<u>  %</u>	

Other:

---

---

Class year vesting applies:

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Not applicable.

**(b) Other Employer Contributions**

The Participant's vested interest in the amount credited to his or her Account attributable to Employer contributions other than matching contributions shall be based on the following schedule:

As to the Employer contribution provided in Section 5.01(b)(i)(A):

Years of Service      Vesting %

0	<u>0%</u>	[insert "100" if there is immediate vesting]
1	<u>0%</u>	
2	<u>0%</u>	
3	<u>100%</u>	
4	<u>  %</u>	
5	<u>  %</u>	
6	<u>  %</u>	
7	<u>  %</u>	
8	<u>  %</u>	
9	<u>  %</u>	

As to the Employer contribution provided in Section 5.01(b)(i)(B): 100% immediate vesting, unless provided otherwise in the Participant's Discretionary Contribution Agreement

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Class year vesting applies:

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Not applicable.

**(c) Acceleration of Vesting**

The Participant's vested interest in his or her Account will automatically be 100% upon the occurrence of the following events [select the ones that are applicable]:

- (i)  Death.
- (ii)  Disability.
- (iii)  Change in Control.
- (iv)  Eligibility for Retirement.
- (v)  Other:

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- (vi)  Not applicable.

**(d) Years of Service**

- (i) A Participant's Years of Service shall include all service performed for the Employer and

Shall

Shall Not

include service performed for the Related Employer.

(ii) Years of Service shall also include service performed for the following entities:

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(iii) Years of Service shall be determined in accordance with [select one]:

- (A)  The elapsed time method in Treas. Reg. Sec. 1.410(a)-7
- (B)  The general method in DOL Reg. Sec. 2530.200b-1 through b-4
- (C)  Participant's Years of Service credited under:

[insert name of plan]

- (D)  Other:

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(iv)  Not applicable.

### **8.01 Unforeseeable Emergency**

- (a) A withdrawal due to an Unforeseeable Emergency as defined in Section 2.24:

- Will
- Will Not [if Unforeseeable Emergency withdrawals are not permitted, proceed to Section 9.01]

be allowed with respect to certain accounts maintained on the Participant's behalf as determined by the Employer in its sole discretion.

- (b) Upon a withdrawal due to an Unforeseeable Emergency, a Participant's deferral election for the remainder of the Plan Year:

- Will
- Will Not

be cancelled. If cancellation occurs, the Participant may resume participation in accordance with Article 4 of the Plan.

### **9.01 Investment Decisions**

Investment decisions regarding the hypothetical amounts credited to a Participant's Account shall be made by [select one]:

- (a)  The Participant or his or her Beneficiary
- (b)  The Employer

***10.01 Trust***

The Employer [select one]:

Does

Does Not

intend to establish a trust as provided in Article 11 of the Plan.

### **11.01 Termination Upon Change In Control**

The Plan Sponsor

- Reserves
- Does Not Reserves

the right to terminate the Plan and distribute all vested amounts credited to Participant Accounts upon a Change in Control as described in Section 9.7.

### **11.02 Automatic Distribution Upon Change In Control**

Distribution of the remaining vested balance of each Participant's Account

- Shall
- Shall Not

automatically be paid as a lump sum payment upon the occurrence of a Change in Control as provided in Section 9.7.

### **11.03 Change In Control**

A Change in Control for Plan purposes includes the following [select each definition that applies]:

- (a)  A change in the ownership of the Employer as described in Section 9.7(c) of the Plan.
- (b)  A change in the effective control of the Employer as described in Section 9.7(d) of the Plan.
- (c)  A change in the ownership of a substantial portion of the assets of the Employer as described in Section 9.7(e) of the Plan.
- (d)  Not Applicable.

## ***12.01 Governing State Law***

The laws of the Commonwealth of Pennsylvania shall apply in the administration of the Plan to the extent not preempted by ERISA.

## **Execution Page**

The Plan Sponsor has caused this Adoption Agreement to be executed this \_\_\_\_ day of \_\_\_\_\_, 2023.

Plan Sponsor: \_\_\_\_\_

By: \_\_\_\_\_

Title: \_\_\_\_\_

**Appendix A**

**Special Effective Dates**

Not Applicable

**WEST PHARMACEUTICAL SERVICES, INC.**  
**EXECUTIVE OFFICER INCENTIVE-BASED COMPENSATION RECOVERY POLICY**  
(Effective October 2, 2023)

**PURPOSE**

The Board of Directors (the “**Board**”) of West Pharmaceutical Services, Inc. (the “**Company**”) believes that it is in the best interests of the Company and its shareholders to adopt this Clawback Policy (the “**Policy**”), which provides for the recovery of covered incentive compensation in the event of an “**Accounting Restatement**” (as defined below) and in other covered circumstances described below.

This Policy includes mandatory provisions that are designed to comply with, and shall be interpreted to be consistent with, Section 10D of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), Rule 10D-1 promulgated under the Exchange Act (“**Rule 10D-1**”) and Section 303A.14 of the New York Stock Exchange Listed Company Manual (the “**Listing Standards**”). This Policy also includes discretionary provisions, which shall be interpreted by the Board broadly but in a manner that does not override Rule 10D-1 or the Listing Standards.

**POLICY**

**1. ADMINISTRATION**

Except as specifically set forth herein, this Policy shall be administered by the Compensation Committee of the Board (the “**Administrator**”). The Administrator is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate or advisable for the administration of this Policy. Any determinations made by the Administrator shall be final and binding on all affected individuals and need not be uniform with respect to each individual covered by the Policy. In the administration of this Policy, the Administrator is authorized and directed to consult with the full Board or such other committees of the Board, as may be necessary or appropriate as to matters within the scope of such other committees’ responsibility and authority.

Subject to any limitation at applicable law, the Administrator may authorize and empower any officer or employee of the Company (or its affiliates, if applicable) to take any and all actions necessary or appropriate to carry out the purpose and intent of this Policy (other than with respect to any recovery under this Policy involving such officer or employee).

**2. DEFINITIONS**

In addition to the terms defined above, as used in this Policy, the following definitions shall apply:

- “**Accounting Restatement**” means an accounting restatement of the Company’s financial statements due to the Company’s material noncompliance with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements, or that would result in a material

misstatement if the error were corrected in the current period or left uncorrected in the current period.

- **"Applicable Period"** means the three completed fiscal years immediately preceding the date on which the Company is required to prepare an Accounting Restatement, as well as any transition period (that results from a change in the Company's fiscal year) within or immediately following those three completed fiscal years (except that a transition period that comprises a period of at least nine months shall count as a completed fiscal year). The "date on which the Company is required to prepare an Accounting Restatement" is the earlier to occur of (a) the date the Audit Committee or authorized officer(s) of the Company concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement or (b) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement, in each case regardless of if or when the restated financial statements are filed.
- **"Code"** means the Internal Revenue Code of 1986, as amended, and regulations promulgated thereunder.
- **"Covered Executives"** means the Company's current and former executive officers, as determined by the Administrator in accordance with the definition of executive officer set forth in Rule 10D-1 and the Listing Standards.
- **"Financial Reporting Measure"** is any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measure. Financial Reporting Measures include but are not limited to the following (and any measures derived from the following): Company stock price; total shareholder return ("TSR"); revenues; net income; operating income; profitability of one or more reportable segments; financial ratios (e.g., accounts receivable turnover and inventory turnover rates); earnings before interest, taxes, depreciation and amortization ("EBITDA"); funds from operations and adjusted funds from operations; liquidity measures (e.g., working capital, operating cash flow); return measures (e.g., return on invested capital, return on assets); earnings measures (e.g., earnings per share); sales per square foot or same store sales, where sales is subject to an Accounting Restatement; revenue per user, or average revenue per user, where revenue is subject to an Accounting Restatement; cost per employee, where cost is subject to an Accounting Restatement; any of such financial reporting measures relative to a peer group, where the Company's financial reporting measure is subject to an Accounting Restatement; and tax basis income. A Financial Reporting Measure need not be presented within the Company's financial statements or included in a filing with the Securities Exchange Commission ("SEC").
- **"Incentive-Based Compensation"** means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure. Incentive-Based Compensation is received for purposes of this Policy in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of such Incentive-Based Compensation occurs after the end of that period.

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### **3. MANDATORY COVERED EXECUTIVES AND COMPENSATION**

The mandatory provisions this Policy applies to Incentive-Based Compensation received by a Covered Executive (a) after beginning services as a Covered Executive; (b) if that person served as a Covered Executive at any time during the performance period for such Incentive-Based Compensation; and (c) while the Company had a listed class of securities on a national securities exchange.

The mandatory provisions of this Policy does *not* apply with respect to (1) any compensation received while an individual was serving in a non-executive capacity prior to becoming a Covered Executive nor (2) any individual who is an executive officer on the date the Company is required to prepare an Accounting Restatement but was not an executive officer at any time during the performance period that ended during the Applicable Period. Compensation that is not covered by the mandatory provisions may be Discretionary Covered Compensation subject to the remaining provisions of this Policy as described below.

### **4. MANDATORY RECOVERY OF ERRONEOUSLY AWARDED COMPENSATION IN THE EVENT OF AN ACCOUNTING RESTATEMENT**

In the event the Company is required to prepare an Accounting Restatement, the Company shall promptly recover the amount of any Erroneously Awarded Compensation received by any Covered Executive, as calculated pursuant to Section 5 hereof, during the Applicable Period.

### **5. ERRONEOUSLY AWARDED COMPENSATION: AMOUNT SUBJECT TO RECOVERY**

The amount of "**Erroneously Awarded Compensation**" subject to mandatory recovery under the Policy, as determined by the Administrator, is the amount of Incentive-Based Compensation received by the Covered Executive that exceeds the amount of Incentive-Based Compensation that would have been received by the Covered Executive had it been determined based on the restated amounts.

Erroneously Awarded Compensation shall be computed by the Administrator without regard to any taxes that may have been incurred, accrued, paid or should have been paid by the Covered Executive in respect of the Erroneously Awarded Compensation.

For Incentive-Based Compensation based on stock price or TSR: (a) the Administrator shall determine the amount of Erroneously Awarded Compensation based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or TSR upon which the Incentive-Based Compensation was received; and (b) the Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the NYSE to the extent required by applicable law or rule.

### **6. RECOVERY METHOD**

The Administrator shall determine, in its sole discretion to the extent permitted by applicable law or regulation, the timing and method for promptly recovering Erroneously Awarded Compensation hereunder, which may include without limitation (a) seeking reimbursement of all or part of any cash or equity-based award, (b) cancelling prior cash or equity-based awards, whether vested or unvested or paid or unpaid, (c) cancelling or offsetting against any planned future cash or equity-based awards, (d) forfeiture of deferred compensation, subject to compliance with Section 409A of the Code and (e) any other method authorized by applicable

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law or contract. Subject to compliance with any applicable law, the Administrator may affect recovery under this Policy from any amount otherwise payable to the Covered Executive, including amounts payable to such individual under any otherwise applicable Company plan or program, including base salary, bonuses or commissions and compensation previously deferred by the Covered Executive.

The Company is authorized and directed pursuant to this Policy to recover Erroneously Awarded Compensation in compliance with this Policy unless the Administrator (or Compensation Committee if the Administrator is not the Compensation Committee) has determined that recovery would be impracticable solely for the following limited reasons, and subject to the following procedural and disclosure requirements:

- (a) The direct expense paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Administrator must make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover and provide that documentation to the NYSE;
- (b) Recovery would violate home country law of the issuer where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law of the issuer, the Administrator must satisfy the applicable opinion and disclosure requirements of Rule 10D-1 and the Listing Standards; or
- (c) Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of Section 401(a)(13) or 411(a) of the Code.

## **7. RECOVERY OF DISCRETIONARY COVERED COMPENSATION**

Notwithstanding anything else in this Policy to the contrary, with respect to Executive Officers, the Administrator also may, in its sole and absolute discretion exercised at any time, and subject to applicable law recover compensation paid to a Covered Executive that meets this Section 7.

- (a) *Discretionary Covered Compensation.* For purposes of this Section 7, Discretionary Covered Compensation includes amount payable pursuant to any annual, quarterly or similar bonus plan, performance-vesting equity awards, and time-vesting equity awards (including stock options and restricted stock units).
- (b) *Calculation Errors.* Even if no financial results are restated, if any Discretionary Covered Compensation is paid, earned or vested, should have been less than the amount calculated due to mathematical errors, fraud, misconduct or gross negligence, the Company may seek repayment of an award from any Covered Executive during the three-year period following the payment of the award.
- (c) *Detrimental Conduct.* If a Covered Executive who has received Discretionary Covered Compensation directly or indirectly engages in conduct that competes with the Company, or any conduct that is materially inimical, contrary, harmful to, or not in the best interests of the Company or if such Covered Executive fails to comply with any of the material terms and conditions of a Discretionary Covered Compensation award



(unless the failure is remedied within ten days after having been notified of such failure), then subject to the requirements of applicable law and any valid agreements to the contrary, the Company has the discretion to immediately cancel any and all such awards and require that the such Covered Executive repay all or any portion of such an award, including the gain realized on the exercise of a stock option, stock appreciation right or the disposition of any other equity-based award. To be subject to this Section 7, the detrimental conduct must have occurred while the Covered Executive was rendering service to the Company, or during the six-month period following the later of (1) the date the Covered Executive ceases rendering service to the Company or, (2) the date the award is paid (or an option or stock appreciation right is exercised).

- (d) *Administrative Discretion.* Unless the Board determines otherwise, the Administrator has the sole and absolute authority to determine whether to exercise its discretion to seek repayment or cancel any Discretionary Covered Compensation and what portion thereof should be recovered or canceled. The Administrator shall consider all relevant facts and circumstances in exercising their discretion. These facts and circumstances include: (1) the materiality of any changes to calculations or financial results, (2) the potential windfall received by the Covered Executive, (3) the culpability and involvement of the Covered Executive, (4) the controls in place to limit misconduct or incorrect reporting, (5) the period during which any misconduct occurred, (6) any other negative repercussions experienced by the Covered Executive, (7) the period that has elapsed since the date of any misconduct and (8) the feasibility and costs of recovering the Discretionary Covered Compensation.

## **8. NO INDEMNIFICATION OF COVERED EXECUTIVES**

Notwithstanding the terms of any indemnification or insurance policy or any contractual arrangement with any Covered Executive that may be interpreted to the contrary, the Company shall not indemnify any Covered Executives against the loss of any Erroneously Awarded Compensation or Discretionary Covered Compensation, including any payment or reimbursement for the cost of third-party insurance purchased by any Covered Executives to fund potential clawback obligations under this Policy.

## **9. ADMINISTRATOR INDEMNIFICATION**

Any members of the Administrator, and any other members of the Board who assist in the administration of this Policy, shall not be personally liable for any action, determination or interpretation made with respect to this Policy and shall be fully indemnified by the Company to the fullest extent under applicable law and Company policy with respect to any such action, determination or interpretation. The foregoing sentence shall not limit any other rights to indemnification of the members of the Board under applicable law or Company policy.

## **10. ENFORCEMENT; APPLICABLE LAW; JURISDICTION; INJUNCTIVE RELIEF**

- (a) The Board intends that this Policy will be applied to the fullest extent permitted by applicable law. The Company has the authority to seek recovery through any available means including litigation or the filing of liens, if necessary. The Company also has the authority, to the extent permitted by law, to deduct the amount to be repaid from any amounts otherwise owed to the Covered Executive, including wages or other compensation, fringe benefits, or vacation paid. Whether or not the Company elects to make any deduction, if the Company does not recover the full amount that it has



determined should be recovered, the Covered Executive must immediately repay the unpaid balance. To the maximum extent permitted by applicable law, by agreeing to accept an award or other incentive-based compensation, each Covered Executive consents to the Company's right to make these deductions.

- (b) This Policy shall be governed by the federal laws of the United States of America, and, as applicable, the Commonwealth of Pennsylvania.
- (c) Any dispute which may arise between individuals covered by this Policy shall be adjudicated before a court located in Chester County, Pennsylvania and Covered Executives agree to submit to the exclusive jurisdiction of the federal and state courts of the Commonwealth of Pennsylvania located in Chester County, Pennsylvania or the Eastern District of Pennsylvania.
- (d) If a court of competent jurisdiction holds that all or a portion of this Policy is unenforceable for any reason, by accepting Incentive-Based Compensation or Covered Discretionary Compensation from the Company, each Covered Executive and the Company agree to modify such provision, or allow a court of competent jurisdiction to have the power to modify such provision, to reduce the scope of such provision, or to add or delete specific words or phrases, and, in its modified form, the provision shall then be enforced.
- (e) By accepting Incentive-Based Compensation or Covered Discretionary Compensation, a Covered Executive further agrees that a breach of this Policy will cause the Company and its Affiliates immediate and irreparable harm for which the Company's remedies at law (such as money damages) will be inadequate. The Company shall have the right, in addition to any other rights it may have, to obtain an injunction to restrain any breach or threatened breach of the Policy.
- (f) If the Company is successful in seeking repayment under this Policy and a Covered Executive does not immediately agree to repay applicable amounts under this Policy such that the Company must commence an enforcement action, the Covered Executive agrees to reimburse the Company for all reasonable costs and expenses, including any attorney's fees, required to bring such enforcement action.

## **11. EFFECTIVE DATE AND RETROACTIVE APPLICATION**

This Policy shall be effective as of October 2, 2023 (the "**Effective Date**"). The terms of this Policy shall apply to any Incentive-Based Compensation that is received by Covered Executives on or after the Effective Date, even if such Incentive-Based Compensation was approved, awarded, granted or paid to Covered Executives prior to the Effective Date. Without limiting the generality of the foregoing, and subject to applicable law, the Administrator may affect recovery under this Policy from any amount of compensation approved, awarded, granted, payable or paid to the Covered Executive prior to, on or after the Effective Date.

## **12. AMENDMENT; TERMINATION**

The Board may amend, modify, supplement, rescind or replace all or any portion of this Policy at any time and from time to time in its discretion, and shall amend this Policy as it deems necessary to comply with applicable law or any rules or standards adopted by a national securities exchange on which the Company's securities are listed.

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### **13. OTHER RECOVERY RIGHTS AND CLAIMS**

The Board intends that this Policy shall be applied to the fullest extent of the law. Any right of repayment under this Policy is in addition to, and not in lieu of, any other remedies or rights of repayment that may be available to the Company under applicable law or pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company.

Nothing contained in this Policy, and no recoupment or recovery as contemplated by this Policy, shall limit any claims, damages or other legal remedies the Company or any of its affiliates may have against a Covered Executive arising out of or resulting from any actions or omissions by the Covered Executive.

### **14. NO THIRD-PARTY BENEFICIARIES**

Nothing expressed or implied in this Policy is intended, or shall be construed, to confer upon or give any person or entity other than the Covered Executives and the Company any rights or remedies under or by reason of this Policy.

### **15. SUCCESSORS**

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

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**SECURITIES TRADING POLICY**  
**Effective 4/15/2021**

**Exhibit 10.42**

**1. SCOPE OF THIS POLICY**

This Policy applies to all officers and employees (“Employees”) of West Pharmaceutical Services, Inc. and its subsidiaries worldwide (the “Company” or “West”). This Policy also applies to members of the Board of Directors of the Company (“Directors”).

**2. OVERVIEW**

Trading in the securities of the Company and the companies with which we do business can create significant personal risk for Employees and Directors if such trades are deemed to have been completed in violation of U.S. securities laws. This Policy is intended to assist Employees and Directors in complying with relevant securities laws.

This Policy sets out:

- the basic obligations of Employees and Directors having knowledge of Material Non-Public Information (as defined below) concerning West or the companies with which West does business;
- additional obligations of: (i) Employees who are working on confidential projects or have regular access to Material Non-Public Information; and (ii) Directors and Section 16 Officers (as defined below) when trading West securities;
- rules relating to special transactions such as hedging, margin accounts and pledged securities; and
- rules relating to Trading Windows (as defined below) and Approved Trading Plans (see Section 7 below).

**3. MATERIAL NON-PUBLIC INFORMATION**

Material Non-Public Information is information that, if known by the public, could reasonably be expected to have an effect on the price of publicly-traded securities of West or the securities of companies with which West does business.

Examples of Material Non-Public Information include plans for mergers or significant acquisitions, pending public release of earnings and financial results and news of major changes in senior management or organizational structure. Material Non-Public Information is commonly referred to as ‘inside information.’ It is not always easy to discern that which is and is not Material Non-Public Information. Persons with questions or who seek clarification should contact the General Counsel’s office.

**4. TRADING RESTRICTIONS BASED ON POSSESSION OF MATERIAL NON-PUBLIC INFORMATION**

Employees and Directors who are in possession of Material Non-Public Information must abide by the following rules:

**A. Universal Rule Applicable to all Employees and Directors**

Employees and Directors who are in possession of Material Non-Public Information cannot buy or sell the securities of the company to which the information pertains until such time as that information has been made public. Employees and Directors are also under a duty not to disclose Material Non-Public Information to: (i) anyone within the Company whose jobs do not require them to have such information; or (ii) to anyone outside the Company, including family and friends.

If an Employee or Director is in possession of Material Non-Public Information concerning West or a company with which West does business, that person may not buy or sell the securities of West or that company until such time as that information has been made public and only then after the passing of two (2) full trading days from the date such information has been made public. Questions as to when one can trade in the securities of the Company in compliance with this Policy should be directed to the General Counsel's office. See below for additional rules that apply to those Employees who have been designated Insiders (as defined below).

**B. Rule for Directors and Section 16 Officers**

Directors of the Company and Employees who are designated as executive officers under Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act") (such Employees also are referred to as "Section 16 Officers") must immediately report their trades in Company securities to the person designated by the General Counsel who then arranges for notifications required by law to be filed with the Securities and Exchange Commission. Because most notifications must be filed within two (2) business days of the trade, it is essential that all trades be reported on the day they are ordered.

**C. Rules for Employees Who Have Been Designated as Insiders**

An Employee may be deemed a "Temporary Insider" or a "Continuing Insider" depending on his/her role within the Company and his/her exposure to Material Non-Public Information.

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An Employee who works on a confidential project may be exposed to Material Non-Public Information and shall be designated as a “Temporary Insider” for the project’s duration. An Employee who, on a regular basis, has access to Material Non-Public Information related to the Company shall be designated by the General Counsel’s office as a “Continuing Insider.” Temporary Insiders, together with Continuing Insiders, are collectively referred to as “Insiders.”

In the event that a Temporary Insider has been informed that he/she should not trade in the securities of West or another company, the Temporary Insider must refrain from such trading activity until he/she has been informed by the General Counsel’s office that trading may resume. Trading restrictions apply to Temporary Insiders only after receiving written direction to that effect from the General Counsel’s office.

Continuing Insiders may only trade in West securities during certain periods (see Section 6 below) and only then after having obtained clearance from the General Counsel.

D. “Tipping”

Directors, officers and other Employees may be liable for communicating — or “tipping” — Material Non-Public Information to any third party regarding the Company (or any vendor, supplier or customer of the Company) or to whom a Director, officer or other Employee has made recommendations or expressed an opinion on trading in the Company’s securities based on such information (“tippee”). Further, insider trading violations are not limited to trading or tipping by Insiders. Persons other than Insiders also can be liable for insider trading, including tippees who trade on Material Non-Public Information tipped to them and individuals who trade on Material Non-Public Information which has been misappropriated.

Tippees inherit an Insider’s duties and are liable for trading on Material Non-Public Information illegally tipped to them by an Insider. Similarly, just as Insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee’s liability for insider trading is no different from that of an Insider. Tippees can obtain Material Non-Public Information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.

5. **SPECIAL TRANSACTIONS**

A. Prohibition on Speculative Trading

Speculative trading in Company securities is prohibited. No Director or Employee shall engage in “short selling” of Company securities or in the trading of “puts,” “calls” or

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other derivatives on Company securities. “Wash sales” also must be avoided. This type of speculative trading is further explained in the Frequently Asked Questions attached to this Policy as Appendix A.

B. Hedging Transactions

As a Director or Employee, you may not engage in hedging or monetization transactions, including the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds without gaining prior clearance to do so from the General Counsel. Any Employee or Director wishing to enter into such an arrangement must first submit the proposed transaction, and the reasons why the Employee/Director wishes to conduct the same, to the General Counsel at least two weeks prior to entering into the proposed transaction. Hedging transactions are further explained in the Frequently Asked Questions attached to this Policy as Appendix A.

C. Margin Accounts and Pledged Securities

Directors and Section 16 Officers may not hold Company securities in a margin account or pledge Company securities as collateral for a loan without gaining prior clearance to do so from the General Counsel. Any Director or Section 16 Officer wishing to hold Company securities in a margin account or otherwise pledge Company securities as collateral for a loan must first submit the proposed transaction, and the reasons why the Director/Section 16 Officer wishes to conduct the same, to the General Counsel at least two weeks prior to the proposed transaction. Margin accounts and pledging transactions are further explained in the Frequently Asked Questions attached to this Policy.

D. Short-Swing Trading

Any Director or Section 16 Officer who purchases Company securities in the open market may not sell any Company securities during the six-month period immediately following the purchase. Any Director or Section 16 Officer who sells Company securities in the open market may not purchase any Company securities during the six-month period immediately following the sale. This prohibition on short-swing trading is intended to limit exposure of Directors and Section 16 Officers to short-swing liability arising from these types of trades under applicable securities laws.

6. **TRADING WINDOWS**

Directors and those Employees who have been designated as Continuing Insiders may trade Company securities only during designated Trading Windows. All days falling outside a Trading Window are blackout periods during which Directors and Continuing Insiders may not trade the securities of the Company.

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The General Counsel's office will communicate Trading Windows to all Directors and Continuing Insiders at least quarterly. Trading Windows commence after the passing of two (2) full trading days from the date the Company's financial results are publicly disclosed and generally end on the last business day on or before the 15<sup>th</sup> of month of the last month of the fiscal quarter for which such results are publicly disclosed. From time to time, the Company may reduce the number of days in a Trading Window when it is faced with a developing situation which, if made public, may be deemed to constitute Material Non-Public Information. All such changes will be communicated to Directors, Continuing Insiders and pertinent Employees by the General Counsel's office. Any Director or Employee receiving such a communication may not trade in Company or designated third-party securities during such periods.

Continuing Insiders who wish to make a trade during a Trading Window must always request and obtain from the General Counsel clearance to trade before they actually undertake any trades in West securities. A trading clearance is valid for the period specified in the clearance communication. If a trade is not completed within that period and the person requesting clearance wishes to make a trade thereafter, that person must again request clearance from the General Counsel. Directors are encouraged to obtain clearance in a similar manner.

For the purpose of clarification, Temporary Insiders are not subject to the Trading Window restrictions described herein. Similarly, gifts of Company securities to be made by Directors and Continuing Insiders are not subject to the Trading Window requirements so long as the gift is cleared by the General Counsel in advance of the gift, timely communicated to the General Counsel's office upon its occurrence, and the recipient of the gift agrees not to sell the gifted shares until at least sixty (60) days have passed from the date the gift was made.

There are two things all Directors and Employees must remember:

- The existence of an open Trading Window is not a safe harbor protecting Directors or Continuing Insiders from charges of unlawful trading if the Director or Continuing Insider possesses Material Non-Public Information at the time of the trade, even if made during a Trading Window. No one in possession of Material Non-Public Information should trade in the securities of the Company or any third party until the information has been made publicly available or is no longer material.
  - Do not rely solely on a communication from the General Counsel's office as to whether or not you can trade the securities of West or a company with which we do business. If a Director or Employee is aware of Material Non-Public Information, there is an absolute prohibition on trading, irrespective of whether or not the General Counsel's office has informed the Employees not to trade.
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Employees are encouraged to seek guidance from the General Counsel's office if they have questions or are unsure of how this Policy applies to them.

## **7. APPROVED TRADING PLANS**

Approved Trading Plans enable Directors and Continuing Insiders to trade West securities according to pre-determined parameters even if such trades are conducted outside of Trading Windows. Through the use of these plans, a Director or Continuing Insider may, in an orderly fashion, better diversify his/her investment portfolio or ensure access to cash that may be required at some future point during which trading restrictions could be in place. Approved Trading Plans are reviewed and cleared by the General Counsel's office and must meet all of the criteria set forth below.

Approved Trading Plans must:

- be a pre-existing written plan, contract, instruction or arrangement;
- be reviewed and cleared by the General Counsel at least one (1) month in advance of the first trade made thereunder (or, if revised or amended, such revisions or amendments have been reviewed and approved by the General Counsel at least one (1) month in advance of the first subsequent trade);
- be entered into in good faith by the Director or Continuing Insider at a time when the Director or Continuing Insider was not in possession of Material Non-Public Information; and
- contain an agreement by the Director or Continuing Insider to relinquish all discretion over the trading activity. Discretion may be relinquished in either of the following ways:
  - the plan explicitly specifies the security or securities to be purchased or sold, the number of shares, the prices and/or dates of transactions or other formula(s) describing such transactions, or
  - the plan gives a third party the discretionary authority to execute purchases and sales outside the control of the Director or Continuing Insider so long as such third party does not possess any Material Non-Public Information.

More information on Approved Trading Plans can be obtained from the General Counsel's office.

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## **8. HOLDING COMPANY SECURITIES**

All Company securities granted under Company equity plans should be held in the brokerage account established for each Employee participating in such equity plans.

## **9. VIOLATIONS OF THIS POLICY AND COMPLIANCE WITH LAW**

### **A. Violations of this Policy**

Violations or apparent violations of this Policy are to be reported consistent with violations of the Company's Code of Business Conduct. West will regard any violation of this Policy as a serious breach of an Employee's obligations and will take disciplinary action up to and including termination of employment.

The various securities laws relating to 'insider trading' also provide for punishment of persons who violate those laws. Persons (including tippers and tippees) who trade on inside information are subject to significant civil penalties, criminal fines and imprisonment. Similarly, civil penalties, criminal fines and imprisonment may apply to Company personnel who fail to take appropriate steps to prevent illegal insider trading.

### **B. Compliance with Law**

Compliance with applicable securities laws is the responsibility of each Employee and Director, and the Company makes no representation that compliance with this Policy will insulate anyone from charges of illegal trading.

## **10. INQUIRIES**

Refer to the Frequently Asked Questions attached to this Policy as Appendix A for more information. Questions or concerns should be addressed to the General Counsel's office.

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## **APPENDIX A**

### **Frequently Asked Questions Regarding West's Securities Trading Policy (CP-046)**

#### **What is Insider Trading?**

An Insider is a person who has ‘material information’ that is not known to the public regarding West or other companies. Trading is the buying and selling of securities of a company. Insider Trading is where the Insider decides to buy or sell securities of a company based on his/her knowledge of material information that is not publicly known.

#### **What is a Security?**

Securities are shares of stock, options, bonds/notes and other financial instruments with respect to West that are regularly bought and sold in public markets like the NASDAQ stock exchange or the New York Stock Exchange. In some cases the shares of certain mutual or index funds could also be securities covered by the Policy. Similar securities of other companies are also considered “securities” under the Policy if an Employee becomes aware of Material Non-Public Information about that company through his/her employment with West.

#### **Securities include:**

- Registered shares of stock of West;
- Registered bonds or notes of West;
- All derivatives of the foregoing, including options to purchase securities and any other types of securities that West or a counterparty may issue, such as bearer shares, preferred stock and convertible debentures, as well as exchange-traded options or other derivative securities;
- Securities of index funds that include securities described herein as a significant component thereof (more than 15%); and
- Similar securities of companies with respect to which an Employee becomes aware of Material Non-Public Information about that company through his/her employment with West.

#### **What is Material Non-Public Information?**

Material Non-Public Information is information that reasonably could be expected to have an effect on the price of the securities if made generally known.

If you are unsure whether information is material, consult the General Counsel’s office before making any decision to disclose such information (other than to persons who need to know it) or to trade in or recommend securities to which that information relates.

#### **When does non-publicly available information become Material Non-Public Information?**

There are no precise definitions as to which non-publicly available information constitutes Material Non-Public Information, but some common types of such information include an important license project, the sale or purchase of companies or significant assets, a major litigation risk, critical decision points in the process of development of major products or the withdrawal of a major product from the market. Any significant information that is not widely known can qualify; the final determination as to whether or not something meets the materiality standard is made only after the fact and with the benefit of 20/20 hindsight.

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## **APPENDIX A**

### **What Speculative Trading is prohibited by this Policy?**

The Policy prohibits all speculative trading in Company securities, including short selling Company securities, “puts,” “calls” and “wash sales.”

Short selling means borrowing a security from a broker and selling it with the understanding that it must be bought back later and returned to the broker.

Puts are an option giving the holder the right to sell a security at a specified price within a particular period of time.

Calls are options giving the holder the right to buy a security at a specified price within a particular period of time.

Wash sales are instances where a security is bought and sold almost simultaneously in order to give the impression that the security is being actively traded.

### **What are hedging transactions?**

Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Hedging transactions enable a person to continue to own Company securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the person may no longer have the same objectives as the Company’s other shareholders.

### **Why are Directors and Section 16 Officers prohibited from pledging securities and holding securities in margin accounts?**

Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer’s consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. As a result, a margin sale or foreclosure sale may occur at a time when the pledgor is aware of Material Non-Public Information or otherwise is not permitted to trade in Company securities. Such a sale under those conditions could be deemed to be unlawful insider trading. In addition, securities laws require the Company to disclose any pledges of Company securities (including through the use of margin accounts) by its Directors and Section 16 Officers.

### **What is short-swing trading and why should I be concerned about it?**

Short-swing trading consists of a purchase and sale, or a sale and purchase (or any number of these transactions), of Company securities that take place within any period of less than six months. Section 16(b) of the Exchange Act requires Directors and Section 16 Officers to pay to the Company any “short-swing” profit realized upon any short-swing trading.

### **Why should I be concerned about Insider Trading?**

Insider trading is unethical and illegal in the U.S. and in many other countries around the world. These countries have decided that a person (i.e., an Insider) has an unfair advantage if he/she is allowed to buy

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## **APPENDIX A**

or sell securities based on information that is material but is not known to other investors. For these reasons, the Policy and the Company's Code of Business Conduct prohibit Insider Trading by Employees.

### **Can I tell my friends and family about Material Non-Public Information?**

No, you must always treat Material Non-Public Information confidentially and not tell persons outside of West, including your friends and family members. Even within the Company, you should not share this kind of information unless you are certain the Employee with whom you are speaking is also aware of the information. In many countries, the persons who receive Material Non-Public Information from you could be subject to criminal charges and those charges could apply to you as well.

### **If I have information about a company that does business with West, can I buy or sell securities in that company?**

If the information is material to the company doing business with West and if it is not known generally to the public, you must not buy or sell the securities of that company.

### **If I have Material Non-Public Information, when can I buy and sell securities of West (or other companies)?**

Once Material Non-Public Information is made public you can buy and sell securities of a company. Information is typically made public through a press release. The Policy states that you must wait two (2) full trading days after the press release has been issued before you can buy and sell Company securities. You cannot buy or sell securities until after that time has lapsed, even if the market price for the security is changing significantly. Please note that even after a press release has been issued, those persons designated as Insiders may only trade during a Trading Window after receiving prior clearance from the General Counsel.

### **Do I have any continuing restrictions after I leave the Company?**

Yes. If you are aware of Material Non-Public Information when your service terminates, you may not trade in West securities until that information has become public or is no longer material.

### **Who are Continuing and Temporary Insiders?**

A Continuing Insider is an Employee who regularly has, or is deemed to have, access to Material Non-Public Information. A Temporary Insider is an Employee who is in, or may come into, possession of Material Non-Public Information and has been designated as a Temporary Insider by the General Counsel's office. Special rules apply for these Employees. Continuing and Temporary Insiders will be told in writing that they have Insider status. When trading restrictions are imposed, all Insiders will be so informed by the General Counsel's office. If you have not been formally told that you are a Continuing or a Temporary Insider, then you do not have to follow the special trading rules; but, you must always follow the Policy and avoid trading Company securities when you have knowledge of Material Non-Public Information.

### **What is a Trading Window?**

A Trading Window is a period of time when Continuing Insiders are generally permitted to trade in Company securities, subject to compliance with the Policy. There is a period of time, referred to as a "blackout period," prior to the public release of Material Non-Public Information when trading of

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## **APPENDIX A**

securities is prohibited for Continuing Insiders. Trading Windows occur when no blackout period is in effect. Trading Windows generally will open at the close of business on the second trading day following the release of the Company's quarterly financial results and close on the last business day on or before the 15<sup>th</sup> of the month of the last month of the fiscal quarter in which such financial results are released. Trading Windows will be communicated by email to all Continuing Insiders.

### **What is an Approved Trading Plan?**

An Approved Trading Plan enables Continuing Insiders to trade in West securities outside of Trading Windows according to pre-determined parameters and without violating insider trading laws. Such plans allow Continuing Insiders to diversify their investments or ensure access to cash that may be required at some future point during which trading restrictions could be in place. Approved Trading Plans have very specific requirements and must be cleared by the General Counsel during a Trading Window and only then if the Continuing Insider is not in possession of Material Non-Public Information.

### **What is Pre-clearance of Trades?**

Best practice in avoiding inadvertent Insider Trading is to require that all Insiders get clearance from the General Counsel before making a planned trade in West securities. This restriction applies only to Insiders. If you have not been informed that you are an Insider, you do not need to obtain pre-clearance. Regardless of your status as an Insider, you must never trade Company securities if you hold Material Non-Public Information. If you have questions, contact the General Counsel's office.

Please note that clearance does not insulate you from potential charges that your trade has been made unlawfully.

### **Are all trades subject to the Pre-clearance of Trades requirement?**

No, only trades by Insiders involving the use of discretion are subject to the Pre-clearance of Trades requirement.

The following activities are not discretionary and no clearance is required:

- exercising options without selling any Company shares into the market (e.g., a net exercise, stock swap or cash exercise);
- acquiring Company shares in the 401(k) Plan, Nonqualified Deferred Compensation Plan or Employee Stock Purchase Plan on an automated basis through an allocation of contributed funds (e.g., payroll deduction). Please note that if you are an Insider, you must have sought and obtained clearance from the General Counsel's office before making any changes to an automated acquisition in such an account;
- acquiring Company shares in a dividend re-investment program that was approved in the past (please note, however, that Directors and Section 16 Officers may not set up such a plan for Company shares); and
- acquiring or selling Company shares pursuant to an Approved Trading Plan.

Please note, however, that Directors and Section 16 Officers have public filing requirements that can be triggered by one or more of the foregoing activities and hence are obliged to inform the General Counsel's office immediately upon commissioning the same.

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## **APPENDIX A**

Does the Policy apply to securities held in Employee Benefit Plans?

Yes. Where, such as in the U.S., Employees have the ability to acquire Company securities through the West 401(k) Retirement Savings Plan (the “401(k) Plan”), West’s Nonqualified Deferred Compensation Plan (the “Deferred Compensation Plan”) or West’s Employee Stock Purchase Plan (the “Employee Stock Purchase Plan”), employees must follow this Policy when making choices concerning investing in Company securities through such plan.

With regard to each of the 401(k) Plan, Nonqualified Deferred Compensation Plan and Employee Stock Purchase Plan, an Employee should not elect to participate in, or withdraw from, investments involving Company securities in such plan, or make any change in investment instructions with respect to investments involving Company securities within such plan, at a time when the Employee is in possession of Material Non-Public Information. Insiders may only elect to participate in, or withdraw from, investments involving Company securities in such plan, or make any change in investment instructions with respect to investments involving Company securities within such plan, during a Trading Window after receiving clearance from the General Counsel. Once an Employee has given investment instructions for any investment involving Company securities within such plan in compliance with this Policy, automatic purchases of Company securities through such plan for the Employee’s account can continue pursuant to those instructions even if the Employee later comes into possession of Material Non-Public Information. Investment instructions cannot be changed at a time when the Employee is in the possession of Material Non-Public Information or, for Insiders, during a blackout period.

With regard to West’s Dividend Reinvestment Plan (the “DRIP”), purchases of Company securities under the DRIP resulting from an Employee’s reinvestment of dividends paid on the Company’s securities would not require pre-clearance under this Policy; however, any of the following activities in connection with the DRIP would be subject to the Policy:

- voluntary purchases of Company securities resulting from additional contributions an employee chooses to make to the DRIP;
- an Employee’s election to participate in the DRIP or to increase his/her level of participation in the DRIP; and
- any sale of Company securities purchased under the DRIP.

Do I need pre-clearance for discretionary 401(k) and non-qualified plan transactions?

Yes. Prior to contacting Vanguard for discretionary plan transactions you will need pre-clearance.

When does the Policy apply to stock option exercises?

The trading restrictions required by the Policy apply to the acquisition of Company securities pursuant to the exercise of stock options through a cashless exercise or any other market sale for the purpose of generating the cash needed to pay the exercise price. A cashless exercise of stock options occurs when the holder of stock options borrows money from his/her broker to exercise the stock options and simultaneously sells enough shares of the underlying stock to pay the purchase price of the stock options, taxes and broker commissions. By contrast, the trading restrictions required by the Policy do not apply to the acquisition of Company securities pursuant to the exercise of stock options without selling any Company shares into the market (e.g., a net exercise, stock swap or cash exercise).

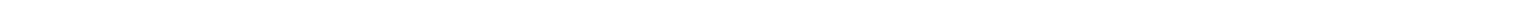
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## **APPENDIX A**

Clearance from the General Counsel is required prior to the exercise of stock options (other than an exercise of options without selling any Company shares into the market) for all Insiders and such exercise can only occur during a Trading Window.

**How do I know whether I am a Section 16 Officer or a Continuing Insider?**

The General Counsel's office will inform Employees of their status as a Continuing Insider or Section 16 Officer. If you have not received such a notification, then you are not impacted by those portions of the Policy pertaining to Continuing Insiders or Section 16 Officers.



## **Section 10b5-1 Approved Trading Plan Guidelines**

**(Effective February 27, 2023)**

Under SEC rules and our Securities Trading Policy (CP-046), an “insider” is (a) any officer who has been designated a Section 16 officer by the Company, (b) any director; and (c) individuals who have been designated Temporary Insiders or Continuing Insiders due to their role or access to material nonpublic information. Additionally, the Securities Trading Policy prohibits any employee who is in possession of material nonpublic information with respect to the Company or its securities from buying or selling securities or disclose that information to others at the Company unless necessary to do their job or to anyone outside the Company, including family and friends.

The SEC, pursuant to Rule 10b5-1, has established an affirmative defense for insiders who want to trade in Company stock. These are called “Approved Trading Plans” under our Policy. Approved Trading Plans enable directors and continuing insiders to trade in securities according to pre-determined parameters. Pursuant to Rule 10b5-1, these insiders may enter into a plan for the purchase or sale of company securities which provides a defense for the insider from allegations of insider trading, provided that, among other requirements, the insider acted in good faith and did not enter into such plan while aware of any material non-public information, and that the plan specifies the amount of securities to be purchased or sold (or a formula for calculating the number of securities to be purchased or sold), and the price and date on which the transaction is to occur.

The Company is required to report the adoption, modification or termination of any Rule 10b5-1 trading plan in accordance with applicable SEC rules.

In addition to complying with the foregoing principles and applicable rules, West insiders must also comply with our Securities Trading Policy and these Guidelines, including the following:

- The Plan must be a pre-existing, written plan, contract, instruction or arrangement;
- Fidelity is the exclusive broker for all 10b5-1 transactions – you may not use any other financial institution to put in place an Approved Trading Plan. If you hold shares outside of Fidelity, you must transfer them to your Fidelity account if you wish to trade such securities in an Approved Trading Plan;
- Plans may only be entered into during the Company’s open trading windows;
- Cooling Off Period (Time between adoption / modification & commencement of Plan) The first transaction following the establishment of a Plan may not occur until the later of (a) 90 days after adoption / modification or (b) 2 business days following filing of Form 10-Q / 10-K during which plan was adopted (120 days max) – this waiting period is a crucial aspect of plans that are deemed appropriate by the Company (See Explanatory Note 1 below for details);

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- Even during an open trading window, an insider must certify and enter into a plan in good faith when he or she is not aware of any material non-public information with respect to the Company or its securities and is not otherwise subject to a blackout notice;
- Insiders may have only a single Approved Trading Plan in place at any given time. Multiple, overlapping plans are prohibited;
- The trading plan must either:
  - Specify the number of shares of Company securities to be purchased or sold at specific dates and/or prices, or a formula for calculating the number of shares of Company securities to be purchased or sold at specific dates and/or prices; OR
  - Give a third party exclusive discretionary authority to exercise purchase and sales outside the control of the director or continuing insider as long as the person exercising that authority does not have any material non-public information. (See Explanatory Note 2 for details);
- The Approved Trading Plan may include automatic suspension and termination features, which if acceptable to the Law Department, will not need further approval to be effective. (See Explanatory Note 3 for details).
- There are limits on the amount of shares that can be traded under an Approved Trading Plan. Please consult with the Law Department well in advance if you wish to trade more than 100,000 shares pursuant to a Plan.
- Any plans entered into by insiders must have a minimum duration of at least nine months;
- Single-trade plans are prohibited if you have adopted another single-trade plan within the prior twelve months;
- If through the transaction contemplated in an Approved Trading Plan the insider would fall below the Company's stock ownership guidelines, the Plan will not be permitted;
- No Approved Trading Plan may violate the Company's prohibition on insiders hedging, pledging or engaging in any derivatives trading with respect to Company Stock;
- Terminations of, modifications to or deviations from Approved Trading Plans are only permitted in exceptional circumstances and must comply with all applicable cooling off periods and requirements to transact when not in possession of material nonpublic information. If an unanticipated situation arises that may impose an undue hardship on an insider with an Approved Trading Plan, that insider must consult with the General Counsel who will consider modification or termination of a Plan in good faith. If a change is permitted, the General Counsel may determine in his or her sole discretion that it may only occur during open trading windows (and then only if the insider is not aware of any material non-public information and otherwise complies with all of the requirements applicable to the adoption of a new plan at the time of the modification), or that any modifications may only take effect at least 90 days following the date on which the modification is submitted;

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- Once an Approved Trading Plan is established, insiders may not execute any trades of Company securities outside the plan until the termination of that plan without the approval of the General Counsel. This means that you cannot exercise stock options on a cashless basis (e.g. selling underlying shares to pay the strike price of the options and withholding taxes) if you have an Approved Trading Plan in place – unless the plan itself contemplates such a sale. Consulting with advisors is important to plan properly;
- If a plan expires according to its terms, a new plan may be established immediately thereafter (but the waiting period to effect trades and other requirements applicable to new plans still apply);
- Once an Approved Trading Plan has become effective, the insider must avoid any communications with Fidelity regarding execution of trades under the Approved Trading Plan to avoid the perception of “subsequent influence.” If a communication to Fidelity is essential for the sake of clarification, you must first advise the Law Department;
- Depending on the facts and circumstances, the Company may, but is not required to, publicly disclose modifications, terminations or entrance into a 10b5-1 plan by any insider, and an insider must agree to permit Fidelity and the Law Department to communicate directly to obtain any necessary information concerning an Approved Trading Plan; and
- The Company encourages insiders to prepare simple plans, which allow for the calculation of shares and execution with little director, to reduce potential errors or confusion.

**NOTIFICATION: Adherence to the laws relating to insider trading is the sole responsibility of the employee/director.**

#### **Process for Putting an Approved Plan in Place**

Step 1 – If applicable, contact your financial/tax/legal advisers to ensure that you are planning properly. Fidelity Executive Services advisors are also available to assist with the set up of the plan.

Step 2 – Complete the pre-clearance trading form or email West Legal, indicating your intention to enter into a 10b5-1 plan. Provide details regarding awards / shares to be included in the plan.

Insiders must have plans pre-approved by the General Counsel, and to obtain approval an insider must certify to the General Counsel in writing

- That the proposed trading plan meets all of the requirements of SEC Rule 10b5-1 and does not violate the trading restrictions of Section 16 of the Exchange Act or Rule 144 promulgated under the Securities Act of 1933,
- Insider is not aware of material non-public information and is acting in good faith & not attempting to evade Rule 10b5-1

Step 3 – Upon confirmation of approval from Legal, West will inform Fidelity's Executive Services of your approval and they will contact you to set up the plan.

Step 4 – Fidelity will set up the necessary plan documents and will obtain the Executive's signature, who will provide information to HR, Executive Compensation and Associate General Counsel.

#### Explanatory Notes

1. If a trading window opens on February 21 and closes on March 15, and if you obtain approval of an Approved Trading Plan on February 21, the earliest date you could put the plan into effect is May 21 (90 days after approval of the plan).
2. So long as the transaction instructions you provide Fidelity are clear and unambiguous, you have wide discretion in instructing the form and nature of trades. Fidelity may impose certain limitations on instructions and you should consult with Fidelity before submitting a completed trading plan form for approval. For example, you may instruct Fidelity to: a) sell 100 shares on the first Monday of every month so long as the share price is above \$XX with a total limit during the plan of XXX shares; b) exercise 1000 vested options on a cashless basis if the stock price hits \$XX; or c) acquire 100 shares the first Monday of each month so long as the share price does not exceed \$XX up to XXX shares. There are many permutations that are possible. Consult your financial advisors and Fidelity.
3. A number of events that are unanticipated now but which could have a tremendous impact on the economic outcomes to the insider should an Approved Trading Plan continue in the face of such an event can be written into the plan, subject to Fidelity's internal guidelines. For example, Approved Trading Plans should be written to provide for automatic termination in the event a third party announces that it has reached an agreement, or has otherwise taken steps, to obtain control over the Company. Control in this case means either ownership of 50% of the outstanding shares of the Company or the ability to elect a majority of the Company's Board of Directors.



## SUBSIDIARIES OF THE COMPANY

	<u>State/ Country of Incorporation</u>	<u>Stock Ownership</u>
West Pharmaceutical Services, Inc.	Pennsylvania	Parent Co.
Tech Group Europe Limited	Ireland	100.0
Tech Group Grand Rapids, Inc.	Delaware	100.0
TGPR Holdings Limited	Ireland	100.0
West Services and Solutions, LLC	Delaware	100.0
West Contract Manufacturing, LLC	Delaware	100.0
West Pharma. Services IL, Ltd.	Israel	100.0
West Pharmaceutical Packaging (China) Company Ltd.	China	100.0
West Pharmaceutical Packaging India Private Limited	India	100.0
West Pharmaceutical Products Ireland, Ltd.	Ireland	100.0
West Pharmaceutical Services Argentina S.A.	Argentina	100.0
West Pharmaceutical Services Asia, Ltd.	Taiwan	100.0
West Pharmaceutical Services Australia Pty. Ltd.	Australia	100.0
West Pharmaceutical Services AZ, Inc.	Arizona	100.0
West Pharmaceutical Services Beograd d.o.o.	Serbia	100.0
West Pharmaceutical Services Brasil Ltda.	Brazil	100.0
West Pharmaceutical Services Colombia S.A.S.	Colombia	100.0
West Pharmaceutical Services Cornwall Limited	England	100.0
West Pharmaceutical Services Danmark A/S	Denmark	100.0
West Pharmaceutical Services Delaware Acquisition, Inc.	Delaware	100.0
West Pharmaceutical Services Deutschland GmbH & Co. KG	Germany	100.0
West Pharmaceutical Services France S.A.	France	100.0
West Pharmaceutical Services Group Limited	England	100.0
West Pharmaceutical Services Hispania S.A.	Spain	100.0
West Pharmaceutical Services Holding II GmbH	Germany	100.0
West Pharmaceutical Services Holding Danmark ApS	Denmark	100.0
West Pharmaceutical Services Holding France SAS	France	100.0
West Pharmaceutical Services Holding GmbH	Germany	100.0
West Pharmaceutical Services Holding Ireland North, Ltd.	Ireland	100.0
West Pharmaceutical Services Holding Ireland South, Ltd.	Ireland	100.0
West Pharmaceutical Services Holding Japan, GK	Japan	100.0
West Pharmaceutical Services Holdings Ltd.	Israel	100.0
West Pharmaceutical Services Italia S.r.l.	Italy	100.0
West Pharmaceutical Services Korea, Ltd.	South Korea	100.0
West Pharmaceutical Services Lakewood, Inc.	Delaware	100.0
West Pharmaceutical Services of Delaware, Inc.	Delaware	100.0
West Pharmaceutical Services of Florida, Inc.	Florida	100.0
West Pharmaceutical Services Shanghai Medical Rubber Products Co., Ltd.	China	100.0
West Pharmaceutical Services Singapore Pte. Ltd.	Singapore	100.0
West Pharmaceutical Services Switzerland GmbH	Switzerland	100.0
West Pharmaceutical Services Venezuela C.A.	Venezuela	100.0
West Pharmaceutical Services Verwaltungs GmbH	Germany	100.0

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-106977, 333-143129, 333-156492, 333-171453, 333-174153 and 333-211088) of West Pharmaceutical Services, Inc. of our report dated February 20, 2024 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Philadelphia, Pennsylvania

February 20, 2024

## EXHIBIT 31.1

CERTIFICATION

I, Eric M. Green, certify that:

1. I have reviewed this Annual Report on Form 10-K of West Pharmaceutical Services, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting

principles;

- c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
- a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Eric M. Green

Eric M. Green

President and Chief Executive Officer, Chair of the Board of Directors

Date: February 20, 2024

**EXHIBIT 31.2**

**CERTIFICATION**

I, Bernard J. Birkett, certify that:

- 1. I have reviewed this Annual Report on Form 10-K of West Pharmaceutical Services, Inc.;
- 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- 4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Bernard J. Birkett

Bernard J. Birkett

Senior Vice President, Chief Financial and Operations Officer

Date: February 20, 2024

**EXHIBIT 32.1**

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of West Pharmaceutical Services, Inc. (the "Company") for the period ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eric M. Green, President and Chief Executive Officer, Chair of the Board of Directors of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Eric M. Green

Eric M. Green

President and Chief Executive Officer, Chair of the Board of Directors

Date: February 20, 2024

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of West Pharmaceutical Services, Inc. (the "Company") for the period ended December 31, 2023, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Bernard J. Birkett, Senior Vice President, Chief Financial and Operations Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ **Bernard J. Birkett**  
Bernard J. Birkett  
Senior Vice President, Chief Financial and Operations Officer

Date: February 20, 2024