

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2019

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

23-1210010

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

530 Herman O. West Drive, Exton, PA

19341-0645

(Address of principal executive offices)

(Zip Code)

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

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.25 per share	WST	New York Stock Exchange

As of March 31, 2019, there were 73,483,687 shares of the registrant's common stock outstanding.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)
West Pharmaceutical Services, Inc. and Subsidiaries
(in millions, except per share data)

	Three Months Ended March 31,	
	2019	2018
Net sales	\$ 443.5	\$ 415.7
Cost of goods and services sold	296.7	281.3
Gross profit	146.8	134.4
Research and development	9.8	9.6
Selling, general and administrative expenses	68.6	68.3
Other (income) expense (Note 15)	(2.3)	3.1
Operating profit	70.7	53.4
Interest expense	2.3	1.9
Interest income	(0.9)	(0.6)
Other nonoperating income	(0.6)	(1.6)
Income before income taxes	69.9	53.7
Income tax expense	16.1	12.5
Equity in net income of affiliated companies	(1.6)	(2.4)
Net income	\$ 55.4	\$ 43.6
Net income per share:		
Basic	\$ 0.75	\$ 0.59
Diluted	\$ 0.73	\$ 0.58
Weighted average shares outstanding:		
Basic	74.1	73.9
Diluted	75.3	75.5

See accompanying notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
West Pharmaceutical Services, Inc. and Subsidiaries
(in millions)

	Three Months Ended March 31,	
	2019	2018
Net income	\$ 55.4	\$ 43.6
Other comprehensive income, net of tax:		
Foreign currency translation adjustments	4.4	20.0
Defined benefit pension and other postretirement plan adjustments, net of tax of \$0 and \$(0.3)	(0.3)	(0.7)
Net (loss) gain on derivatives, net of tax of \$(1.6) and \$0.8	(3.3)	2.2
Other comprehensive income, net of tax	0.8	21.5
Comprehensive income	\$ 56.2	\$ 65.1

See accompanying notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

West Pharmaceutical Services, Inc. and Subsidiaries
(in millions, except per share data)

	March 31, 2019	December 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 265.5	\$ 337.4
Accounts receivable, net	318.2	288.2
Inventories	226.1	214.5
Other current assets	57.8	54.3
Total current assets	867.6	894.4
Property, plant and equipment	1,759.9	1,752.7
Less: accumulated depreciation and amortization	945.2	930.7
Property, plant and equipment, net	814.7	822.0
Operating lease right-of-use assets	75.2	—
Investments in affiliated companies	94.9	91.2
Goodwill	105.2	105.8
Deferred income taxes	32.7	24.7
Intangible assets, net	19.5	20.3
Other noncurrent assets	26.4	20.5
Total Assets	\$ 2,036.2	\$ 1,978.9
LIABILITIES AND EQUITY		
Current liabilities:		
Notes payable and other current debt	\$ —	\$ 0.1
Accounts payable	137.7	130.4
Pension and other postretirement benefits	2.2	2.3
Accrued salaries, wages and benefits	53.5	64.5
Income taxes payable	17.3	9.8
Operating lease liabilities	10.2	—
Other current liabilities	80.2	76.6
Total current liabilities	301.1	283.7
Long-term debt	195.5	196.0
Deferred income taxes	14.3	13.1
Pension and other postretirement benefits	54.3	56.2
Operating lease liabilities	67.4	—
Other long-term liabilities	34.1	33.6
Total Liabilities	666.7	582.6
Commitments and contingencies (Note 17)		
Equity:		
Preferred stock, 3.0 million shares authorized; 0 shares issued and outstanding	—	—
Common stock, par value \$0.25 per share; 100.0 million shares authorized; shares issued: 75.3 million and 75.3 million; shares outstanding: 73.5 million and 74.1 million	18.8	18.8
Capital in excess of par value	278.5	282.0
Retained earnings	1,398.2	1,353.4
Accumulated other comprehensive loss	(153.4)	(154.2)
Treasury stock, at cost (1.8 million and 1.2 million shares)	(172.6)	(103.7)
Total Equity	1,369.5	1,396.3
Total Liabilities and Equity	\$ 2,036.2	\$ 1,978.9

See accompanying notes to condensed consolidated financial statements.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
West Pharmaceutical Services, Inc. and Subsidiaries
(in millions)

	Three Months Ended March 31,	
	2019	2018
Cash flows from operating activities:		
Net income	\$ 55.4	\$ 43.6
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	24.9	25.7
Amortization	0.6	0.7
Stock-based compensation	6.2	3.4
Non-cash restructuring charges	0.3	0.1
Contingent consideration payments in excess of acquisition-date liability	(0.2)	(0.2)
Other non-cash items, net	(0.8)	(2.7)
Changes in assets and liabilities	(38.8)	(25.6)
Net cash provided by operating activities	47.6	45.0
Cash flows from investing activities:		
Capital expenditures	(28.8)	(28.0)
Other, net	0.1	(0.7)
Net cash used in investing activities	(28.7)	(28.7)
Cash flows from financing activities:		
Borrowings under revolving credit agreements	28.0	—
Repayments under revolving credit agreements	(28.0)	—
Debt issuance costs	(0.8)	—
Dividend payments	(11.1)	(10.4)
Proceeds from stock-based compensation awards	3.3	0.3
Employee stock purchase plan contributions	1.2	1.1
Shares purchased under share repurchase programs	(83.1)	(47.9)
Net cash used in financing activities	(90.5)	(56.9)
Effect of exchange rates on cash	(0.3)	4.5
Net decrease in cash and cash equivalents	(71.9)	(36.1)
Cash, including cash equivalents at beginning of period	337.4	235.9
Cash, including cash equivalents at end of period	\$ 265.5	\$ 199.8

See accompanying notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1: Summary of Significant Accounting Policies

Basis of Presentation: The condensed consolidated financial statements included in this report are unaudited and have been prepared in accordance with United States (“U.S.”) generally accepted accounting principles (“U.S. GAAP”) for interim financial reporting and U.S. Securities and Exchange Commission (“SEC”) regulations. The year-end condensed consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. In the opinion of management, these financial statements include all adjustments, which are of a normal recurring nature, necessary for a fair statement of the financial position, results of operations, cash flows and the change in equity for the periods presented. The condensed consolidated financial statements for the three months ended March 31, 2019 should be read in conjunction with the consolidated financial statements and notes thereto of West Pharmaceutical Services, Inc. and its majority-owned subsidiaries (which may be referred to as “West”, the “Company”, “we”, “us” or “our”) appearing in our Annual Report on Form 10-K for the year ended December 31, 2018 (the “2018 Annual Report”). The results of operations for any interim period are not necessarily indicative of results for the full year.

As of April 1, 2017, our consolidated financial statements exclude the results of our Venezuelan subsidiary. Please refer to Note 15, *Other Expense*, to the consolidated financial statements in our 2018 Annual Report for further discussion.

Note 2: New Accounting Standards

Recently Adopted Standards

In August 2018, the SEC adopted a final release which would eliminate or modify certain disclosure requirements that are redundant, outdated, or duplicative of U.S. GAAP or other regulatory requirements. Among other changes, the amendments provide that disclosure requirements related to the analysis of shareholders’ equity are expanded for interim purposes. An analysis of the changes in each caption of shareholders’ equity presented in the balance sheet must be provided in a note or separate statement, as well as the amount of dividends per share for each class of shares. We provided this disclosure beginning in the first quarter of 2019. Please refer to Note 12, *Shareholders’ Equity*.

In June 2018, the Financial Accounting Standards Board (“FASB”) issued guidance which expands the scope of accounting for share-based payment arrangements to include share-based payment transactions for acquiring goods and services from nonemployees. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption was permitted. We adopted this guidance as of January 1, 2019, on a prospective basis. The adoption did not have a material impact on our financial statements.

In February 2018, the FASB issued guidance to address a specific consequence of the Tax Cuts and Jobs Acts (the “2017 Tax Act”) by allowing a reclassification from accumulated other comprehensive income (loss) to retained earnings for stranded tax effects resulting from the 2017 Tax Act’s reduction of the U.S. federal corporate income tax rate. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption was permitted. We adopted this guidance as of January 1, 2019, on a prospective basis, but elected to not reclassify from accumulated other comprehensive income (loss) to retained earnings the stranded tax effects resulting from the 2017 Tax Act’s reduction of the U.S. federal corporate income tax rate.

In August 2017, the FASB issued guidance which expands and refines hedge accounting for both nonfinancial and financial risk components and aligns the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption was permitted. We adopted this guidance as of January 1, 2019, on a prospective basis. The adoption did not have a material impact on our financial statements.

In February 2016, the FASB issued guidance on the accounting for leases, Accounting Standards Codification (“ASC”) Topic 842 (“ASC 842”). This guidance requires lessees to recognize lease assets and lease liabilities on the balance sheet and to expand disclosures about leasing arrangements, both qualitative and quantitative. In terms of transition, the guidance requires adoption based upon a modified retrospective approach. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption was permitted. We adopted this guidance as of January 1, 2019, using the modified retrospective approach that allows companies to apply ASC 842 as of the effective date and on a prospective basis. Please refer to Note 6, *Leases*, for additional information.

Standards Issued Not Yet Adopted

In August 2018, the FASB issued guidance to align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). The accounting for the service element of a hosting arrangement that is a service contract is not affected by this update. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019. Early adoption is permitted, including adoption in any interim period. We are currently evaluating our adoption timing and the impact that this guidance may have on our financial statements.

In August 2018, the FASB issued guidance which modifies the disclosure requirements for defined benefit pension plans and other postretirement plans. The guidance removes disclosures that no longer are considered cost beneficial, clarifies the specific requirements of disclosures, and adds disclosure requirements identified as relevant. This guidance is effective for fiscal years ending after December 15, 2020. Early adoption is permitted. We are currently evaluating our adoption timing and the impact that this guidance may have on our financial statements.

In August 2018, the FASB issued guidance which modifies the disclosure requirements on fair value measurements by removing, modifying, or adding certain disclosures. This guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2019. Early adoption is permitted. We are currently evaluating our adoption timing and the impact that this guidance may have on our financial statements.

Note 3: Revenue

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

	Three Months Ended March 31,	
	2019	2018
Biologics	26%	21%
Generics	20%	21%
Pharma	31%	36%
Contract-Manufactured Products	23%	22%
	100%	100%

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

	Three Months Ended March 31,	
	2019	2018
High-Value Components	43%	41%
Standard Packaging	30%	34%
Delivery Devices	4%	3%
Contract-Manufactured Products	23%	22%
	100%	100%

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

	Three Months Ended March 31,	
	2019	2018
Americas	46%	45%
Europe, Middle East, Africa	47%	47%
Asia Pacific	7%	8%
	100%	100%

Contract Assets and Liabilities

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

	(\$ in millions)
Contract assets, December 31, 2018	\$ 9.1
Contract assets, March 31, 2019	11.9
Change in contract assets - increase (decrease)	\$ 2.8
Deferred income, December 31, 2018	\$ (33.4)
Deferred income, March 31, 2019	(36.5)
Change in deferred income - decrease (increase)	\$ (3.1)

The increase in deferred income during the three months ended March 31, 2019 was primarily due to additional cash payments of \$30.6 million received in advance of satisfying future performance obligations, partially offset by the recognition of revenue of \$25.8 million, including \$11.1 million of revenue that was included in deferred income at the beginning of the year, and \$1.7 million in other adjustments.

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 March 31, 2019, there was \$6.3 million of unearned income related to this payment, of which \$0.9 million was included in other current liabilities and \$5.4 million was included in other long-term liabilities. The unearned 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.

Supply Chain Financing

We have entered into supply chain financing agreements with certain banks, pursuant to which we offer for sale certain accounts receivable to such banks from time to time, subject to the terms of the applicable agreements. These transactions result in a reduction in accounts receivable, as the agreements transfer effective control over, and credit risk related to, the receivables to the banks. These agreements do not allow for recourse in the event of uncollectibility, and we do not retain any interest in the underlying accounts receivable once sold. As of March 31, 2019, we derecognized \$1.8 million of accounts receivable under these agreements. Discount fees related to the sale of such accounts receivable on our condensed consolidated income statements for the three months ended March 31, 2019 were not material.

Voluntary Recall

On January 24, 2019, we issued a voluntary recall of our Vial2Bag® product line due to reports of potential unpredictable or variable dosing under certain conditions. Our 2018 results included an \$11.3 million provision for product returns, recorded as a reduction of sales, partially offset by a reduction in cost of goods sold reflecting our inventory balance for these devices at December 31, 2018. During the three months ended March 31, 2019, following the completion of certain tests and studies related to the voluntary recall, we recorded a \$4.5 million provision for potential inventory returns from our customers and related in-house inventory, partially offset by a reduction in our provision for product returns. We continue to work to get the products back on the market.

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)	Three Months Ended March 31,	
	2019	2018
Net income	\$ 55.4	\$ 43.6
Weighted average common shares outstanding	74.1	73.9
Dilutive effect of equity awards, based on the treasury stock method	1.2	1.6
Weighted average shares assuming dilution	75.3	75.5

During the three months ended March 31, 2019 and 2018, there were 0.6 million and 0.7 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 2019, we announced a share repurchase program for calendar-year 2019 authorizing the repurchase of up to 800,000 shares of our common stock from time to time on the open market or in privately-negotiated transactions as permitted under the Securities Exchange Act of 1934 Rule 10b-18. The number of shares repurchased and the timing of such transactions depended on a variety of factors, including market conditions. During the three months ended March 31, 2019, we purchased 800,000 shares of our common stock under the now-completed program at a cost of \$83.1 million, or an average price of \$103.89 per share.

Note 5: Inventories

Inventories are valued at the lower of cost (on a first-in, first-out basis) and net realizable value. Inventory balances were as follows:

(\$ in millions)	March 31, 2019	December 31, 2018
Raw materials	\$ 100.1	\$ 90.4
Work in process	39.0	42.2
Finished goods	87.0	81.9
	<u>\$ 226.1</u>	<u>\$ 214.5</u>

Note 6: Leases

Adoption of ASC 842

On January 1, 2019, we adopted ASC 842, using the modified retrospective approach that allows companies to apply ASC 842 as of the effective date and on a prospective basis. As a result, we were not required to adjust our comparative period financial information for effects of ASC 842 or present the new required lease disclosures for periods prior to the date of adoption. As of March 31, 2019, we had operating leases primarily related to land, buildings, and machinery and equipment, with lease terms through 2047. Certain of our operating leases include options to extend the lease term for up to five years, and certain of our operating leases include options to terminate the leases within one year. We had no finance leases as of March 31, 2019.

As a result of our adoption of ASC 842, we recorded operating lease right-of-use assets of \$71.0 million and operating lease liabilities of \$73.1 million for operating leases where we are the lessee in our condensed consolidated balance sheet as of January 1, 2019. The 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. The 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. The operating lease liabilities are initially measured at the present value of the unpaid lease payments at the lease commencement date.

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 noncancellable 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)	Three Months Ended March 31, 2019	
Operating lease cost	\$	3.2
Short-term lease cost		0.2
Variable lease cost		0.6
Total lease cost	\$	4.0

Lease expense for the three months ended March 31, 2018 was \$3.7 million.

Supplemental information related to leases was as follows:

(\$ in millions)	Three Months Ended March 31, 2019	
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$	3.1
Right-of-use assets obtained in exchange for new operating lease liabilities		6.8

As of March 31, 2019, the weighted average remaining lease term for operating leases was 12.1 years, and the weighted average discount rate was 3.74%.

Maturities of lease liabilities as of March 31, 2019 were as follows:

(\$ in millions)	Operating Leases	
Year		
2019 (remaining nine months)	\$	9.6
2020		11.5
2021		9.8
2022		8.1
2023		7.6
Thereafter		49.0
		95.6
Less: imputed lease interest		(18.0)
Total lease liabilities	\$	77.6

Maturities of future minimum rental payments under non-cancelable operating leases as of December 31, 2018 were as follows:

(\$ in millions) Year	Operating Leases	
2019	\$	13.0
2020		10.5
2021		7.8
2022		6.9
2023		5.5
Thereafter		37.8
Total	\$	81.5

Practical Expedients and Exemptions

We have elected to adopt the leasing package of practical expedients, which allow us to not retroactively reassess: i) any expired or existing contracts containing leases under the new definition of a lease; ii) the lease classification for any expired or existing leases; and iii) initial direct costs for any expired or existing leases. We have also elected to adopt practical expedients around land easements, 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 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 March 31, 2019 and December 31, 2018, the aggregate carrying amount of our investment in affiliated companies that are accounted for under the equity method was \$81.5 million and \$77.8 million, respectively, and the aggregate carrying amount of our investment in affiliated companies that are not accounted for under the equity method was \$13.4 million at both period-ends. 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.

Our purchases from, and royalty payments made to, affiliates totaled \$24.6 million for the three months ended March 31, 2019, as compared to \$23.1 million for the same period in 2018. As of March 31, 2019 and December 31, 2018, the payable balance due to affiliates was \$17.2 million and \$12.9 million, respectively. The majority of these transactions related to a distributorship agreement with Daikyo that allows us to purchase and re-sell Daikyo products. Sales to affiliates were \$2.2 million for the three months ended March 31, 2019, as compared to \$2.4 million for the same period in 2018. As of March 31, 2019 and December 31, 2018, the receivable balance due from affiliates was \$1.4 million and \$1.6 million, respectively.

Please refer to Note 6, *Affiliated Companies*, to the consolidated financial statements in our 2018 Annual Report for additional details.

Note 8: Debt

The following table summarizes our long-term debt obligations, net of unamortized debt issuance costs and current maturities. The interest rates shown in parentheses are as of March 31, 2019.

(\$ in millions)	March 31, 2019	December 31, 2018
Note payable, due December 31, 2019	\$ —	\$ 0.1
Credit Facility, due October 15, 2020 (1.00%)	—	28.6
Credit Facility, due March 28, 2024 (0.875%)	28.1	—
Series A notes, due July 5, 2022 (3.67%)	42.0	42.0
Series B notes, due July 5, 2024 (3.82%)	53.0	53.0
Series C notes, due July 5, 2027 (4.02%)	73.0	73.0
	196.1	196.7
Less: unamortized debt issuance costs	0.6	0.6
Total debt	195.5	196.1
Less: current portion of long-term debt	—	0.1
Long-term debt, net	\$ 195.5	\$ 196.0

In March 2019, we entered into a new senior unsecured, multi-currency revolving credit facility agreement (the “Credit Agreement”) that replaced our prior revolving credit facility, which was scheduled to expire in October 2020. The Credit Agreement, which expires in March 2024, contains a senior unsecured, multi-currency revolving credit facility (the “Credit Facility”) of \$300.0 million, with sublimits of up to \$30.0 million for swing line loans for domestic borrowers in U.S. Dollars (“USD”) and a \$20.0 million swing line loan for our German Holding Company and up to \$30.0 million for the issuance of standby letters of credit, which Credit Facility may be increased from time-to-time by the greater of \$350.0 million and earnings before interest, taxes, depreciation and amortization (“EBITDA”) for the preceding twelve month period in the aggregate through an increase in the Credit Facility, subject to the satisfaction of certain conditions. Borrowings under the Credit Facility bear interest at either the base rate (the per annum interest rate of the highest of the Prime Rate, the Federal Funds Rate plus 50 basis points or the daily London Interbank Offered Rate (“LIBOR”), plus 1.00%) or at the applicable LIBOR rate, plus a tiered margin based on the ratio of our net consolidated debt to our modified EBITDA, ranging from 0 to 37.5 basis points for base rate loans and 87.5 to 137.5 basis points for LIBOR rate loans. The Credit Agreement contains financial covenants providing that we shall not permit the ratio of our net consolidated debt to our modified EBITDA to be greater than 3.5 to 1; provided that, no more than three times during the term of the Credit Agreement, upon the occurrence of a qualified acquisition for each of our four fiscal quarters immediately following such qualified acquisition, the ratio shall be increased to 4.0 to 1. The Credit Agreement also contains customary limitations on liens securing our indebtedness, fundamental changes (mergers, consolidations, liquidations and dissolutions), asset sales, distributions and acquisitions. As of March 31, 2019 and December 31, 2018, total unamortized debt issuance costs of \$1.1 million and \$0.6 million, respectively, were recorded in other noncurrent assets and are being amortized as additional interest expense over the term of the Credit Facility. A portion of these costs relate to our prior revolving credit facility.

At March 31, 2019, we had \$28.1 million in outstanding long-term borrowings under the Credit Facility, of which \$4.5 million was denominated in Japanese Yen (“Yen”) and \$23.6 million was denominated in Euro. These borrowings, together with outstanding letters of credit of \$2.5 million, resulted in a borrowing capacity available under the Credit Facility of \$269.4 million at March 31, 2019. Please refer to Note 9, *Derivative Financial Instruments*, for a discussion of the foreign currency hedges associated with the Credit Facility.

Please refer to Note 9, *Debt*, to the consolidated financial statements in our 2018 Annual Report for additional details regarding our debt agreements.

Note 9: 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 condensed consolidated balance sheet at fair value.

Foreign 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 March 31, 2019, the total amount of these forward exchange contracts was Singapore Dollar (“SGD”) 601.5 million and \$13.4 million. As of December 31, 2018, the total amount of these forward exchange contracts was €10.0 million, SGD 601.5 million and \$13.4 million. During the three months ended March 31, 2019, we recognized foreign exchange transaction gains of \$4.8 million within other (income) expense in our condensed consolidated statements of income related to these fair value hedges. We recognize in earnings the initial value of forward point components on a straight-line basis over the life of the fair value hedge.

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 March 31, 2019, we had outstanding foreign currency contracts to purchase and sell certain pairs of currencies, as follows:

(in millions)		Sell	
Currency	Purchase	USD	Euro
USD	31.5	—	26.8
Yen	5,232.0	24.4	20.5
SGD	44.0	25.1	6.4

At March 31, 2019, a portion of our debt consisted of borrowings denominated in currencies other than USD. We have designated our €21.0 million (\$23.6 million) Euro-denominated borrowings under our Credit Facility as a hedge of our net investment in certain European subsidiaries. A cumulative foreign currency translation loss of less than \$0.1 million for both pre- and after tax on this debt was recorded within accumulated other comprehensive loss as of March 31, 2019. We have also designated our ¥500.0 million (\$4.5 million) Yen-denominated borrowings under our Credit Facility as a hedge of our net investment in Daikyo Seiko, Ltd. (“Daikyo”). At March 31, 2019, there was a cumulative foreign currency translation loss of \$0.4 million pre-tax (\$0.3 million after tax) on this Yen-denominated debt, which was also included within accumulated other comprehensive loss.

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.

In November 2017, we purchased a series of call options for a total of 125,166 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 through May 2019. In April 2018, we purchased a series of call options for a total of 30,612 barrels of crude oil from December 2018 through August 2019. In January 2019, we purchased a series of call options for a total of 81,459 barrels of crude oil from February 2019 through May 2020.

During the three months ended March 31, 2019, the loss recorded in cost of goods and services sold related to these call options was less than \$0.1 million.

As of March 31, 2019, we had outstanding contracts to purchase 108,891 barrels of crude oil from April 2019 to May 2020 at a weighted-average strike price of \$66.22 per barrel.

Effects of Derivative Instruments on Financial Position and Results of Operations

Please refer to Note 10, *Fair Value Measurements*, for the balance sheet location and fair values of our derivative instruments as of March 31, 2019 and December 31, 2018.

The following table summarizes the effects of derivative instruments designated as hedges on other comprehensive income (“OCI”) and earnings, net of tax:

	Amount of Gain (Loss) Recognized in OCI for the Three Months Ended March 31,		Amount of (Gain) Loss Reclassified from Accumulated OCI into Income for the Three Months Ended March 31,		Location of (Gain) Loss Reclassified from Accumulated OCI into Income
(\$ in millions)	2019	2018	2019	2018	
Cash Flow Hedges:					
Foreign currency hedge contracts	\$ 0.5	\$ (0.4)	\$ (0.2)	\$ 0.5	Net sales
Foreign currency hedge contracts	(0.1)	1.6	(0.1)	0.4	Cost of goods and services sold
Forward treasury locks	—	—	—	0.1	Interest expense
Total	\$ 0.4	\$ 1.2	\$ (0.3)	\$ 1.0	
Net Investment Hedges:					
Foreign currency-denominated debt	\$ 0.1	\$ (0.7)	\$ —	\$ —	Other (income) expense
Total	\$ 0.1	\$ (0.7)	\$ —	\$ —	

For the three months ended March 31, 2019 and 2018, there was no material ineffectiveness related to our hedges.

Note 10: 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 March 31, 2019	Basis of Fair Value Measurements		
		Level 1	Level 2	Level 3
<u>Assets:</u>				
Deferred compensation assets	\$ 9.2	\$ 9.2	\$ —	\$ —
Foreign currency contracts	17.7	—	17.7	—
Commodity call options	0.2	—	0.2	—
	<u>\$ 27.1</u>	<u>\$ 9.2</u>	<u>\$ 17.9</u>	<u>\$ —</u>
<u>Liabilities:</u>				
Contingent consideration	\$ 1.7	\$ —	\$ —	\$ 1.7
Deferred compensation liabilities	10.5	10.5	—	—
Foreign currency contracts	0.8	—	0.8	—
	<u>\$ 13.0</u>	<u>\$ 10.5</u>	<u>\$ 0.8</u>	<u>\$ 1.7</u>

(\$ in millions)	Balance at December 31, 2018	Basis of Fair Value Measurements		
		Level 1	Level 2	Level 3
<u>Assets:</u>				
Deferred compensation assets	\$ 8.7	\$ 8.7	\$ —	\$ —
Foreign currency contracts	6.5	—	6.5	—
	<u>\$ 15.2</u>	<u>\$ 8.7</u>	<u>\$ 6.5</u>	<u>\$ —</u>
<u>Liabilities:</u>				
Contingent consideration	\$ 1.7	\$ —	\$ —	\$ 1.7
Deferred compensation liabilities	9.8	9.8	—	—
Foreign currency contracts	0.2	—	0.2	—
	<u>\$ 11.7</u>	<u>\$ 9.8</u>	<u>\$ 0.2</u>	<u>\$ 1.7</u>

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 our contingent consideration, included within other current and other long-term liabilities, is discussed further in the section related to Level 3 fair value measurements. 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. Please refer to Note 9, *Derivative Financial Instruments*, for further discussion of our derivatives.

Level 3 Fair Value Measurements

The fair value of the contingent consideration liability 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. Changes in the fair value of this obligation are recorded as income or expense within other (income) expense in our condensed consolidated statements of income. The significant unobservable inputs used in the fair value measurement of the SmartDose

contingent consideration are the sales projections, the probability of success factors, and the discount rate. Significant increases or decreases in any of those inputs in isolation would result in a significantly lower or higher fair value measurement. As development and commercialization of the SmartDose technology platform progresses, we may need to update the sales projections, the probability of success factors, and the discount rate used. This could result in a material increase or decrease to the SmartDose contingent consideration.

The following table provides a summary of changes in our Level 3 fair value measurements:

	(\$ in millions)
Balance, December 31, 2017	\$ 4.9
Decrease in fair value recorded in earnings	(2.6)
Payments	(0.6)
Balance, December 31, 2018	1.7
Increase in fair value recorded in earnings	0.2
Payments	(0.2)
Balance, March 31, 2019	\$ 1.7

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 March 31, 2019, the estimated fair value of long-term debt was \$197.4 million compared to a carrying amount of \$195.5 million. At December 31, 2018, the estimated fair value of long-term debt was \$192.6 million and the carrying amount was \$196.0 million.

Note 11: Accumulated Other Comprehensive Loss

The following table presents the changes in the components of accumulated other comprehensive loss, net of tax, for the three months ended March 31, 2019:

(\$ in millions)	Losses on derivatives	Unrealized gains on investment securities	Defined benefit pension and other postretirement plans	Foreign currency translation	Total
Balance, December 31, 2018	\$ (0.4)	\$ 0.4	\$ (40.4)	\$ (113.8)	\$ (154.2)
Other comprehensive (loss) income before reclassifications	(3.0)	—	(0.2)	4.4	1.2
Amounts reclassified out	(0.3)	—	(0.1)	—	(0.4)
Other comprehensive (loss) income, net of tax	(3.3)	—	(0.3)	4.4	0.8
Balance, March 31, 2019	\$ (3.7)	\$ 0.4	\$ (40.7)	\$ (109.4)	\$ (153.4)

A summary of the reclassifications out of accumulated other comprehensive loss is presented in the following table:

(\$ in millions)	Three Months Ended March 31,		Location on Statement of Income
	2019	2018	
Detail of components			
Losses on derivatives:			
Foreign currency contracts	\$ 0.2	\$ (0.6)	Net sales
Foreign currency contracts	0.2	(0.6)	Cost of goods and services sold
Forward treasury locks	(0.1)	(0.1)	Interest expense
Total before tax	0.3	(1.3)	
Tax expense	—	0.3	
Net of tax	\$ 0.3	\$ (1.0)	
Amortization of defined benefit pension and other postretirement plans:			
Prior service credit	\$ 0.2	\$ 0.5	(a)
Actuarial losses	—	(0.4)	(a)
Total before tax	0.2	0.1	
Tax expense	(0.1)	—	
Net of tax	\$ 0.1	\$ 0.1	
Total reclassifications for the period, net of tax	\$ 0.4	\$ (0.9)	

(a) These components are included in the computation of net periodic benefit cost. Please refer to Note 14, *Benefit Plans*, for additional details.

Note 12: Shareholders’ Equity

The following table presents the changes in shareholders’ equity for the three months ended March 31, 2019:

(\$ 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, 2018	75.3	\$ 18.8	\$ 282.0	1.2	\$ (103.7)	\$1,353.4	\$ (154.2)	\$ 1,396.3
Net income	—	—	—	—	—	55.4	—	55.4
Activity related to stock-based compensation	—	—	(3.5)	(0.2)	14.2	—	—	10.7
Shares purchased under share repurchase program	—	—	—	0.8	(83.1)	—	—	(83.1)
Dividends declared (\$0.15 per share)	—	—	—	—	—	(10.6)	—	(10.6)
Other comprehensive income, net of tax	—	—	—	—	—	—	0.8	0.8
Balance, March 31, 2019	75.3	\$ 18.8	\$ 278.5	1.8	\$ (172.6)	\$1,398.2	\$ (153.4)	\$ 1,369.5

The following table presents the changes in shareholders’ equity for the three months ended March 31, 2018:

(\$ 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, 2017	75.2	\$ 18.8	\$ 309.3	1.3	\$ (109.1)	\$1,178.2	\$ (117.3)	\$ 1,279.9
Effect of modified retrospective application of a new accounting standard	—	—	—	—	—	11.4	—	11.4
Net income	—	—	—	—	—	43.6	—	43.6
Activity related to stock-based compensation	0.1	—	(0.8)	(0.1)	8.0	—	—	7.2
Shares purchased under share repurchase program	—	—	—	0.5	(47.9)	—	—	(47.9)
Dividends declared (\$0.14 per share)	—	—	—	—	—	(10.4)	—	(10.4)
Other comprehensive income, net of tax	—	—	—	—	—	—	21.5	21.5
Balance, March 31, 2018	75.3	\$ 18.8	\$ 308.5	1.7	\$ (149.0)	\$1,222.8	\$ (95.8)	\$ 1,305.3

Note 13: 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 March 31, 2019, there were 3,162,428 shares remaining in the 2016 Plan for future grants.

During the three months ended March 31, 2019, we granted 344,616 stock options at a weighted average exercise price of \$102.51 per share based on the grant-date fair value of our stock to employees under the 2016 Plan. The weighted average grant date fair value of options granted was \$24.51 per share as determined by the Black-Scholes option valuation model using the following weighted average assumptions: a risk-free interest rate of 2.3%; expected life of 5.6 years based on prior experience; stock volatility of 22.5% based on historical data; and a dividend yield of 0.7%. Stock option expense is recognized over the vesting period, net of forfeitures.

During the three months ended March 31, 2019, we granted 82,458 stock-settled performance share unit (“PSU”) awards at a weighted average grant-date fair value of \$102.51 per share 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. 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.

During the three months ended March 31, 2019, we granted 7,266 stock-settled restricted share unit (“RSU”) awards at a weighted average grant-date fair value of \$102.51 per share to eligible employees. These awards are earned over a specified performance period. The fair value of stock-settled RSU awards is based on the market price of our stock at the grant date and is recognized as expense over the vesting period, net of forfeitures.

Total stock-based compensation expense was \$6.2 million and \$3.4 million for the three months ended March 31, 2019 and 2018, respectively.

Note 14: Benefit Plans

The components of net periodic benefit cost for the three months ended March 31 were as follows:

(\$ in millions)	Pension benefits		Other retirement benefits		Total	
	2019	2018	2019	2018	2019	2018
Service cost	\$ 0.4	\$ 2.8	\$ —	\$ —	\$ 0.4	\$ 2.8
Interest cost	2.4	2.3	0.1	0.1	2.5	2.4
Expected return on assets	(2.9)	(3.9)	—	—	(2.9)	(3.9)
Amortization of prior service credit	—	(0.3)	(0.2)	(0.2)	(0.2)	(0.5)
Recognized actuarial losses (gains)	0.5	0.9	(0.5)	(0.5)	—	0.4
Net periodic benefit cost	<u>\$ 0.4</u>	<u>\$ 1.8</u>	<u>\$ (0.6)</u>	<u>\$ (0.6)</u>	<u>\$ (0.2)</u>	<u>\$ 1.2</u>

(\$ in millions)	Pension benefits		Other retirement benefits		Total	
	2019	2018	2019	2018	2019	2018
U.S. plans	\$ (0.1)	\$ 1.3	\$ (0.6)	\$ (0.6)	\$ (0.7)	\$ 0.7
International plans	0.5	0.5	—	—	0.5	0.5
Net periodic benefit cost	<u>\$ 0.4</u>	<u>\$ 1.8</u>	<u>\$ (0.6)</u>	<u>\$ (0.6)</u>	<u>\$ (0.2)</u>	<u>\$ 1.2</u>

Effective January 1, 2019, except for interest crediting, benefit accruals under our U.S. qualified and non-qualified defined benefit pension plans ceased.

Note 15: Other (Income) Expense

Other (income) expense consists of:

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Restructuring and related charges:		
Severance and post-employment benefits	\$ 0.3	\$ 2.0
Asset-related charges	—	0.1
Other charges	0.3	1.2
Total restructuring and related charges	<u>0.6</u>	<u>3.3</u>
Development and licensing income	(0.2)	(0.2)
Contingent consideration	0.2	0.3
Other items	(2.9)	(0.3)
Total other (income) expense	<u>\$ (2.3)</u>	<u>\$ 3.1</u>

Restructuring and Related Charges

In February 2018, our Board of Directors approved a restructuring plan designed to realign our manufacturing capacity with demand. These changes are expected to be implemented over a period of up to twenty-four months from the date of approval. The plan will require restructuring and related charges of approximately \$15.0 million.

During the three months ended March 31, 2019, we recorded \$0.6 million in restructuring and related charges associated with this plan, consisting of \$0.3 million for severance charges and \$0.3 million for other charges. During the three months ended March 31, 2018, we recorded \$3.3 million in restructuring and related charges associated with this plan, consisting of \$2.0 million for severance charges, \$0.1 million for non-cash asset write-downs associated with the discontinued use of certain equipment, and \$1.2 million for other non-cash charges.

The following table presents activity related to our restructuring obligations related to our 2018 restructuring plan:

(\$ in millions)	Severance and benefits	Asset-related charges	Other charges	Total
Balance, December 31, 2018	\$ 2.3	\$ —	\$ —	\$ 2.3
Charges	0.3	—	0.3	0.6
Cash payments	(1.1)	—	—	(1.1)
Non-cash asset write-downs	—	—	(0.3)	(0.3)
Balance, March 31, 2019	\$ 1.5	\$ —	\$ —	\$ 1.5

On February 15, 2016, our Board of Directors approved a restructuring plan designed to repurpose several of our production facilities in support of growing high-value proprietary products and to realign operational and commercial activities to meet the needs of our new market-focused commercial organization. Our remaining restructuring obligations related to the 2016 restructuring plan as of March 31, 2019 were \$0.3 million.

Other Items

During both the three months ended March 31, 2019 and 2018, we recorded development income of \$0.2 million related 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. Please refer to Note 3, *Revenue*, for additional information.

Contingent consideration represents changes in the fair value of the SmartDose contingent consideration. Please refer to Note 10, *Fair Value Measurements*, for additional details.

Other items consist of foreign exchange transaction gains and losses, gains and losses on the sale of fixed assets, and miscellaneous income and charges. Other items increased by \$2.6 million for the three months ended March 31, 2019, as compared to the same period in 2018, primarily as a result of foreign exchange transaction gains of \$3.8 million during the three months ended March 31, 2019, as compared to foreign exchange transaction losses of \$0.4 million during the three months ended March 31, 2018.

Note 16: Income Taxes

The tax provision for interim periods is determined using the estimated annual effective consolidated tax rate, based on the current estimate of full-year earnings before taxes, adjusted for the impact of discrete quarterly items.

The provision for income taxes was \$16.1 million and \$12.5 million for the three months ended March 31, 2019 and 2018, respectively, and the effective tax rate was 23.1% and 23.3%, respectively.

During the three months ended March 31, 2018, we recorded a net tax charge of \$0.3 million for the estimated impact of the 2017 Tax Act. Please refer to Note 16, *Income Taxes*, to the consolidated financial statements in our 2018 Annual Report for further discussion.

Note 17: Commitments and Contingencies

From time to time, we are involved in product liability matters and other legal proceedings and claims generally incidental to our normal business activities. 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. While the outcome of current proceedings cannot be accurately predicted, we believe their ultimate resolution should not have a material adverse effect on our business, financial condition, results of operations or liquidity.

There have been no significant changes to the commitments and contingencies included in our 2018 Annual Report.

On January 1, 2019, we adopted ASC 842. Please refer to Note 6, *Leases*, for additional information.

Note 18: 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 and drug delivery products, along with analytical lab services, 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 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, adjustments to annual incentive plan expense for over- or under-attainment of targets, 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 and generally include restructuring and related charges, certain asset impairments and other specifically-identified income or expense items.

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

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Net sales:		
Proprietary Products	\$ 340.4	\$ 326.2
Contract-Manufactured Products	103.1	89.5
Consolidated net sales	<u>\$ 443.5</u>	<u>\$ 415.7</u>
Operating profit (loss):		
Proprietary Products	\$ 77.0	\$ 62.8
Contract-Manufactured Products	10.5	9.5
Corporate	(16.2)	(15.6)
Other unallocated items	(0.6)	(3.3)
Total operating profit	<u>\$ 70.7</u>	<u>\$ 53.4</u>
Interest expense	2.3	1.9
Interest income	(0.9)	(0.6)
Other nonoperating income	(0.6)	(1.6)
Income before income taxes	<u>\$ 69.9</u>	<u>\$ 53.7</u>

Other unallocated items during the three months ended March 31, 2019 and 2018, consisted of \$0.6 million and \$3.3 million, respectively, in restructuring and related charges. Please refer to Note 15, *Other (Income) Expense*, for further discussion of these items.

Note 19: Subsequent Event

In April 2019, we acquired the business of our distributor in South Korea. We believe that the acquisition will not have a material impact on our financial statements.

ITEM 2. 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 our Company. It should be read in conjunction with our condensed consolidated financial statements and accompanying notes elsewhere in this Quarterly Report on Form 10-Q (“Form 10-Q”) as well as Management’s Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and accompanying notes included in our 2018 Annual Report. Our 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 our 2018 Annual Report and in Part II, Item 1A of this Form 10-Q.

Throughout this section, references to “Notes” refer to the notes to our condensed consolidated financial statements (unaudited) in Part I, Item 1 of this Form 10-Q, unless otherwise indicated.

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. The constant-currency amounts are calculated by translating the current year's functional currency results at the prior-year period's exchange rate. We may also refer to consolidated operating profit and consolidated operating profit margin excluding the effects of unallocated items. The re-measured results excluding effects from currency translation and excluding the effects of unallocated items are not in conformity with U.S. 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 into our discussion and analysis as management uses them in evaluating our results of operations, and believes that this information provides users a valuable insight into our results.

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 packaging, containment solutions, reconstitution and transfer systems, and drug delivery systems, as well as contract manufacturing and analytical lab services. Our customers include the 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 excellence in manufacturing, scientific and technical expertise and management, so we can partner with our customers to deliver safe, effective drug products to patients quickly and efficiently. The Company was incorporated under the laws of the Commonwealth of Pennsylvania on July 27, 1923.

Our business operations are organized into two reportable segments, Proprietary Products and Contract-Manufactured Products. Our Proprietary Products reportable segment offers proprietary packaging, containment and drug delivery products, along with analytical lab services, 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 partnerships to share technologies and market products with affiliates in Japan and Mexico.

2019 Financial Performance Summary

Consolidated net sales increased by \$27.8 million, or 6.7%, for the three months ended March 31, 2019, as compared to the same period in 2018. Excluding foreign currency translation effects, consolidated net sales for the three months ended March 31, 2019 increased by \$47.4 million, or 11.4%, as compared to the same period in 2018.

Net income for the three months ended March 31, 2019 was \$55.4 million, or \$0.73 per diluted share, as compared to \$43.6 million, or \$0.58 per diluted share, for the same period in 2018. Net income for the three months ended March 31, 2019 included the impact of restructuring and related charges of \$0.4 million (net of \$0.2 million in tax), or \$0.01 per diluted share and a tax benefit of \$1.4 million, or \$0.02 per diluted share, associated with stock-based compensation. Net income for the three months ended March 31, 2018 included the impact of restructuring and related charges of \$2.7 million (net of \$0.6 million in tax), or \$0.03 per diluted share, a net tax charge of \$0.3 million, or \$0.01 per diluted share, for the estimated impact of the 2017 Tax Act, and a tax benefit of \$2.1 million, or \$0.03 per diluted share, associated with stock-based compensation.

On January 24, 2019, we issued a voluntary recall of our Vial2Bag® product line due to reports of potential unpredictable or variable dosing under certain conditions. Our 2018 results included an \$11.3 million provision for product returns, recorded as a reduction of sales, partially offset by a reduction in cost of goods sold reflecting our inventory balance for these devices at December 31, 2018. During the three months ended March 31, 2019, following the completion of certain tests and studies related to the voluntary recall, we recorded a \$4.5 million provision for potential inventory returns from our customers and related in-house inventory, partially offset by a reduction in our provision for product returns. We continue to work to get the products back on the market.

At March 31, 2019, our cash and cash equivalents balance totaled \$265.5 million and our available borrowing capacity under our Credit Facility was \$269.4 million.

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, adjustments to annual incentive plan expense for over- or under-attainment of targets, 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 and generally include restructuring and related charges, certain asset impairments and other specifically-identified income or expense items.

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

Net Sales

The following table presents net sales, consolidated and by reportable segment, for the three months ended March 31, 2019 and 2018:

(\$ in millions)	Three Months Ended March 31,		% Change	
	2019	2018	As-Reported	Ex-Currency
Proprietary Products	\$ 340.4	\$ 326.2	4.3%	9.4%
Contract-Manufactured Products	103.1	89.5	15.3%	18.9%
Consolidated net sales	\$ 443.5	\$ 415.7	6.7%	11.4%

Consolidated net sales increased by \$27.8 million, or 6.7%, for the three months ended March 31, 2019, as compared to the same period in 2018, including an unfavorable foreign currency translation impact of \$19.6 million. Excluding foreign currency translation effects, consolidated net sales for the three months ended March 31, 2019 increased by \$47.4 million, or 11.4%, as compared to the same period in 2018.

Proprietary Products – Proprietary Products net sales increased by \$14.2 million, or 4.3%, for the three months ended March 31, 2019, as compared to the same period in 2018, including an unfavorable foreign currency translation impact of \$16.3 million. Excluding foreign currency translation effects, net sales for the three months ended March 31, 2019 increased by \$30.5 million, or 9.4%, as compared to the same period in 2018, primarily due to growth in our high-value product offerings, including our NovaPure® products, our ready-to-use seals, stoppers, and plungers, and our Envision® line of vision-inspected components, as well as sales price increases.

Contract-Manufactured Products – Contract-Manufactured Products net sales increased by \$13.6 million, or 15.3%, for the three months ended March 31, 2019, as compared to the same period in 2018, including an unfavorable foreign currency translation impact of \$3.3 million. Excluding foreign currency translation effects, net sales for the three months ended March 31, 2019 increased by \$16.9 million, or 18.9%, as compared to the same period in 2018, due to an increase in the sale of healthcare-related injection and diagnostic devices.

Gross Profit

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

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Proprietary Products:		
Gross Profit	\$ 132.3	\$ 121.2
Gross Profit Margin	38.9%	37.1%
Contract-Manufactured Products:		
Gross Profit	\$ 14.5	\$ 13.2
Gross Profit Margin	14.0%	14.8%
Consolidated Gross Profit	\$ 146.8	\$ 134.4
Consolidated Gross Profit Margin	33.1%	32.3%

Consolidated gross profit increased by \$12.4 million, or 9.2%, for the three months ended March 31, 2019, as compared to the same period in 2018, including an unfavorable foreign currency translation impact of \$6.2 million. Consolidated gross profit margin increased by 0.8 margin points for the three months ended March 31, 2019, as compared to the same period in 2018.

Proprietary Products – Proprietary Products gross profit increased by \$11.1 million, or 9.2%, for the three months ended March 31, 2019, respectively, as compared to the same period in 2018, including an unfavorable foreign currency translation impact of \$5.7 million. Proprietary Products gross profit margin increased by 1.8 margin points for the three months ended March 31, 2019, as compared to the same period in 2018, due to a favorable mix of products sold, sales price increases and lower raw material costs, partially offset by increased labor costs and the impact of the voluntary recall of Vial2Bag products.

Contract-Manufactured Products – Contract-Manufactured Products gross profit increased by \$1.3 million, or 9.8%, for the three months ended March 31, 2019, as compared to the same period in 2018, including an unfavorable foreign currency translation impact of \$0.5 million. Contract-Manufactured Products gross profit margin decreased by 0.8 margin points for the three months ended March 31, 2019, as compared to the same period in 2018, due to an unfavorable mix of product sales, increased labor costs and under-absorbed overhead costs, partially offset by production efficiencies and lower raw material costs.

Research and Development (“R&D”) Costs

The following table presents R&D costs, consolidated and by reportable segment:

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Proprietary Products	\$ 9.8	\$ 9.6
Contract-Manufactured Products	—	—
Consolidated R&D Costs	\$ 9.8	\$ 9.6

Consolidated R&D costs increased by \$0.2 million, or 2.1%, for the three months ended March 31, 2019, as compared to the same period in 2018. Efforts remain focused on the continued investment in self-injection systems development, elastomeric packaging components, and formulation development.

All of the R&D costs incurred during the three months ended March 31, 2019 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:

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Proprietary Products	\$ 48.8	\$ 48.4
Contract-Manufactured Products	4.0	4.3
Corporate	15.8	15.6
Consolidated SG&A costs	\$ 68.6	\$ 68.3
<i>SG&A as a % of net sales</i>	<i>15.5%</i>	<i>16.4%</i>

Consolidated SG&A costs increased by \$0.3 million, or 0.4%, for the three months ended March 31, 2019, as compared to the same period in 2018, including the impact of foreign currency translation, which decreased SG&A costs by \$1.4 million for the three months ended March 31, 2019.

Proprietary Products – Proprietary Products SG&A costs increased by \$0.4 million, or 0.8%, for the three months ended March 31, 2019, as compared to the same period in 2018, due to incremental costs associated with our voluntary recall and increases in compensation costs, primarily related to merit increases, both of which were partially offset by decreases in travel and miscellaneous costs. Foreign currency translation decreased Proprietary Products SG&A costs by \$1.4 million for the three months ended March 31, 2019.

Contract-Manufactured Products – Contract-Manufactured Products SG&A costs decreased by \$0.3 million, or 7.0%, for the three months ended March 31, 2019, as compared to the same period in 2018, due to a decrease in miscellaneous costs.

Corporate – Corporate SG&A costs increased by \$0.2 million, or 1.3%, for the three months ended March 31, 2019, as compared to the same period in 2018, primarily due to an increase in stock-based compensation costs, offset by a decrease in U.S. pension costs due to the cessation of our U.S. qualified and non-qualified defined benefit pension plans as of January 1, 2019 (except for interest crediting).

Other (Income) Expense

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

(Income) Expense (\$ in millions)	Three Months Ended March 31,	
	2019	2018
Proprietary Products	\$ (3.3)	\$ 0.4
Contract-Manufactured Products	—	(0.6)
Corporate	0.4	—
Unallocated items	0.6	3.3
Consolidated other (income) expense	\$ (2.3)	\$ 3.1

Other income and expense items, consisting of foreign exchange transaction gains and losses, gains and losses on the sale of fixed assets, development and licensing income, contingent consideration, and miscellaneous income and charges, are generally recorded within segment results.

Consolidated other (income) expense changed by \$5.4 million for the three months ended March 31, 2019, as compared to the same period in 2018.

Proprietary Products – Proprietary Products other (income) expense changed by \$3.7 million for the three months ended March 31, 2019, as compared to the same period in 2018, primarily due to foreign exchange transaction gains in Europe.

Contract-Manufactured Products – Contract-Manufactured Products other income decreased by \$0.6 million for the three months ended March 31, 2019, as compared to the same period in 2018, due to gains on the sale of fixed assets during the three months ended March 31, 2018.

Corporate – Corporate other expense increased by \$0.4 million for the three months ended March 31, 2019, as compared to the same period in 2018.

Unallocated items – During the three months ended March 31, 2019 and 2018 we recorded \$0.6 million and \$3.3 million, respectively, in restructuring and related charges. Once fully completed, we expect that our 2018 restructuring plan will provide annualized savings of approximately \$14.0 million. Please refer to Note 15, *Other (Income) Expense*, for further discussion of these items.

Operating Profit

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

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Proprietary Products	\$ 77.0	\$ 62.8
Contract-Manufactured Products	10.5	9.5
Corporate	(16.2)	(15.6)
Adjusted consolidated operating profit	\$ 71.3	\$ 56.7
Adjusted consolidated operating profit margin	16.1%	13.6%
Unallocated items	(0.6)	(3.3)
Consolidated operating profit	\$ 70.7	\$ 53.4
Consolidated operating profit margin	15.9%	12.8%

Consolidated operating profit increased by \$17.3 million, or 32.4%, for the three months ended March 31, 2019, as compared to the same period in 2018, including an unfavorable foreign currency translation impact of \$5.0 million for the three months ended March 31, 2019.

Proprietary Products – Proprietary Products operating profit increased by \$14.2 million, or 22.6%, for the three months ended March 31, 2019, as compared to the same period in 2018, including an unfavorable foreign currency translation impact of \$4.6 million, due to the factors described above.

Contract-Manufactured Products – Contract-Manufactured Products operating profit increased by \$1.0 million, or 10.5%, for the three months ended March 31, 2019, as compared to the same period in 2018, including an unfavorable foreign currency translation impact of \$0.4 million, due to the factors described above.

Corporate – Corporate costs increased by \$0.6 million, or 3.8%, for the three months ended March 31, 2019, as compared to the same period in 2018, due to the factors described above.

Unallocated items – Please refer to the *Other (Income) Expense* section for details.

Interest Expense, Net

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

(\$ in millions)	Three Months Ended March 31,	
	2019	2018
Interest expense	\$ 2.5	\$ 2.2
Capitalized interest	(0.2)	(0.3)
Interest income	(0.9)	(0.6)
Interest expense, net	\$ 1.4	\$ 1.3

Interest expense, net, increased by \$0.1 million, or 7.7%, for the three months ended March 31, 2019, as compared to the same period in 2018, due to a decrease in capitalized interest during the three months ended March 31, 2019.

Other Nonoperating Income

Other nonoperating income decreased by \$1.0 million for the three months ended March 31, 2019, as compared to the same period in 2018, due to a decrease in the expected return on pension plan assets.

Income Taxes

The provision for income taxes was \$16.1 million and \$12.5 million for the three months ended March 31, 2019 and 2018, respectively, and the effective tax rate was 23.1% and 23.3%, respectively.

During the three months ended March 31, 2018, we recorded a net tax charge of \$0.3 million for the estimated impact of the 2017 Tax Act. Please refer to Note 16, *Income Taxes*, to the consolidated financial statements in our 2018 Annual Report for further discussion.

Equity in Net Income of Affiliated Companies

Equity in net income of affiliated companies represents the contribution to earnings from our 25% ownership interest in Daikyo and our 49% ownership interest in four companies in Mexico. Equity in net income of affiliated companies decreased by \$0.8 million, for the three months ended March 31, 2019, as compared to the same period in 2018, primarily due to an increase in manufacturing costs at Daikyo.

Net Income

Net income for the three months ended March 31, 2019 was \$55.4 million, which included the impact of restructuring and related charges of \$0.4 million (net of \$0.2 million in tax) and a tax benefit of \$1.4 million associated with stock-based compensation.

Net income for the three months ended March 31, 2018 was \$43.6 million, which included the impact of restructuring and related charges of \$2.7 million (net of \$0.6 million in tax), a net tax charge of \$0.3 million for the estimated impact of the 2017 Tax Act, and a tax benefit of \$2.1 million associated with stock-based compensation.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

Cash Flows

The following table presents cash flow data for the three months ended March 31:

(\$ in millions)	2019	2018
Net cash provided by operating activities	\$ 47.6	\$ 45.0
Net cash used in investing activities	\$ (28.7)	\$ (28.7)
Net cash used in financing activities	\$ (90.5)	\$ (56.9)

Net Cash Provided by Operating Activities – Net cash provided by operating activities increased by \$2.6 million for the three months ended March 31, 2019, as compared to the same period in 2018, primarily due to improved operating results, partially offset by changes in asset and liability balances.

Net Cash Used in Investing Activities – Net cash used in investing activities remained constant for the three months ended March 31, 2019, as compared to the same period in 2018, as an \$0.8 million increase in capital expenditures was offset by a decrease in other investing activities.

Net Cash Used in Financing Activities – Net cash used in financing activities increased by \$33.6 million for the three months ended March 31, 2019, as compared to the same period in 2018, primarily due to an increase in purchases under our share repurchases programs.

Liquidity and Capital Resources

The table below presents selected liquidity and capital measures:

(\$ in millions)	March 31, 2019	December 31, 2018
Cash and cash equivalents	\$ 265.5	\$ 337.4
Accounts receivable, net	\$ 318.2	\$ 288.2
Inventories	\$ 226.1	\$ 214.5
Accounts payable	\$ 137.7	\$ 130.4
Debt	\$ 195.5	\$ 196.1
Equity	\$ 1,369.5	\$ 1,396.3
Working capital	\$ 566.5	\$ 610.7

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 March 31, 2019 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 March 31, 2019 included \$77.7 million of cash held by subsidiaries within the U.S., and \$187.8 million of cash held by subsidiaries outside of the U.S. During the three months ended March 31, 2019, we purchased 800,000 shares of our common stock under our now-completed calendar-year 2019 share repurchase program at a cost of \$83.1 million, or an average price of \$103.89 per share.

Working capital – Working capital at March 31, 2019 decreased by \$44.2 million, or 7.2%, as compared to December 31, 2018, including an increase of \$0.4 million due to foreign currency translation. Excluding the impact

of currency exchange rates, accounts receivable, inventories and total current liabilities increased by \$32.3 million, \$13.1 million and \$19.6 million, respectively, while cash and cash equivalents decreased by \$71.6 million. The increase in accounts receivable was due to increased sales activity and longer customer payment terms. The increase in total current liabilities was primarily due to our adoption of ASC 842, which required us to record operating lease liabilities for operating leases where we are the lessee in our condensed consolidated balance sheet as of March 31, 2019, as well as an increase in income taxes payable.

Debt and credit facilities – The \$0.6 million decrease in total debt at March 31, 2019, as compared to December 31, 2018, primarily resulted from foreign currency rate fluctuations.

Our sources of liquidity include our Credit Facility. At March 31, 2019, we had \$28.1 million in outstanding long-term borrowings under this facility, of which \$4.5 million was denominated in Yen and \$23.6 million was denominated in Euro. These borrowings, together with outstanding letters of credit of \$2.5 million, resulted in a borrowing capacity available under our Credit Facility of \$269.4 million at March 31, 2019. We do not expect any significant limitations on our ability to access this source of funds.

The Credit Agreement contains financial covenants providing that we shall not permit the ratio of our net consolidated debt to our modified EBITDA to be greater than 3.5 to 1; provided that, no more than three times during the term of the Credit Agreement, upon the occurrence of a qualified acquisition for each of our four fiscal quarters immediately following such qualified acquisition, the ratio shall be increased to 4.0 to 1. The Credit Agreement also contains customary limitations on liens securing our indebtedness, fundamental changes (mergers, consolidations, liquidations and dissolutions), asset sales, distributions and acquisitions. At March 31, 2019, we were in compliance with all of our debt covenants.

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.

Commitments and Contractual Obligations

A table summarizing the amounts and estimated timing of future cash payments resulting from commitments and contractual obligations was provided in our 2018 Annual Report. During the three months ended March 31, 2019, there were no material changes outside of the ordinary course of business to our commitments and contractual obligations.

In March 2019, we entered into the Credit Agreement that replaced our prior revolving credit facility, which was scheduled to expire in October 2020. The Credit Agreement expires in March 2024. Please refer to Note 8, *Debt*, for additional information.

On January 1, 2019, we adopted ASC 842. Please refer to Note 6, *Leases*, for additional information.

OFF-BALANCE SHEET ARRANGEMENTS

At March 31, 2019, we had no off-balance sheet financing arrangements other than unconditional purchase obligations incurred in the ordinary course of business, and outstanding letters of credit related to various insurance programs, as noted in our 2018 Annual Report.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

There have been no changes to the Critical Accounting Policies and Estimates disclosed in Part II, Item 7 of our 2018 Annual Report.

NEW ACCOUNTING STANDARDS

For information on new accounting standards that were adopted, and those issued but not yet adopted, during the three months ended March 31, 2019, and the impact, if any, on our financial position or results of operations, see Note 2, *New Accounting Standards*.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Our disclosure and analysis in this Form 10-Q 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 provide 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 “plan,” “expect,” “believe,” “intend,” “will,” “estimate,” “continue” and other words of similar meaning in conjunction with, among other things, discussions of future operations and financial performance, as well as our strategy for growth, product development, market position and expenditures. All statements that address operating performance or events or developments that we expect or anticipate will occur in the future - including statements relating to sales and earnings per share growth, cash flows or uses, and statements expressing views about future operating results - are forward-looking statements.

Forward-looking statements are based on current expectations of future events. The forward-looking statements are, and will be, based on management’s then-current views and assumptions regarding future events and operating performance, and speak only as of their dates. Investors should realize that, if underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from our expectations and projections. Investors are therefore cautioned not to place undue reliance on any forward-looking statements.

The following are some important factors that could cause our actual results to differ from our expectations in any forward-looking statements:

- sales demand and our ability to meet that demand;
- competition from other providers in our businesses, including customers’ in-house operations, and from lower-cost producers in emerging markets, which can impact unit volume, price and profitability;
- customers’ changing inventory requirements and manufacturing plans that alter existing orders or ordering patterns for the products we supply to them;
- the timing, regulatory approval and commercial success of customer products that incorporate our products and systems;
- whether customers agree to incorporate our products and delivery systems with their new and existing drug products, the ultimate timing and successful commercialization of those products and systems, which involves substantial evaluations of the functional, operational, clinical and economic viability of our products, and the rate, timing and success of regulatory approval for the drug products that incorporate our components and systems;
- the timely and adequate availability of filling capacity, which is essential to conducting definitive stability trials and the timing of first commercialization of customers’ products in Daikyo Crystal Zenith® prefilled syringes;
- average profitability, or mix, of the products sold in any reporting period, including lower-than-expected sales growth of our high-value proprietary product offerings;
- maintaining or improving production efficiencies and overhead absorption;

- dependence on third-party suppliers and partners, some of which are single-source suppliers of critical materials and products, including our Japanese partner and affiliate, Daikyo;
- the loss of key personnel or highly-skilled employees;
- the availability and cost of skilled employees required to meet increased production, managerial, research and other needs, including professional employees and persons employed under collective bargaining agreements;
- interruptions or weaknesses in our supply chain, including from reasons beyond our control such as extreme weather, longer-term climate changes, natural disasters, pandemic, war, accidental damage, or unauthorized access to our or our customers’ information and systems, which could cause delivery delays or restrict the availability of raw materials, key purchased components and finished products;
- the successful and timely implementation of price increases necessary to offset rising production costs, including raw material prices, particularly petroleum-based raw materials;
- the cost and progress of development, regulatory approval and marketing of new products;
- our ability to obtain and maintain licenses in any jurisdiction in which we do business;
- the relative strength of USD in relation to other currencies, particularly the Euro, SGD, the Danish Krone, Yen, Colombian Peso, and Brazilian Real; and
- the potential adverse effects of global healthcare legislation on customer demand, product pricing and profitability.

This list sets forth many, but not all, of the factors that could affect our ability to achieve results described in any forward-looking statements. Investors should understand that it is not possible to predict or identify all of the factors and should not consider this list to be a complete statement of all potential risks and uncertainties. For further discussion of these and other factors, see the risk factors disclosed in Part I, Item 1A of our 2018 Annual Report. Except as required by law or regulation, we do not intend to update any forward-looking statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our exposure to market risk or the information provided in Part II, Item 7A of our 2018 Annual Report.

In March 2019, we entered into the Credit Agreement that replaced our prior revolving credit facility, which was scheduled to expire in October 2020. The Credit Agreement expires in March 2024. Please refer to Note 8, *Debt*, for additional information.

ITEM 4. 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 quarterly 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 Chief Executive Officer (“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 quarterly report on Form 10-Q. Based on this evaluation, our CEO and CFO have concluded that, as of March 31, 2019, our disclosure controls and procedures are effective.

Changes in Internal Controls

During the quarter ended March 31, 2019, 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.

On January 1, 2019, we adopted ASC 842. Although our adoption of ASC 842 resulted in no change to our internal control over financial reporting that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting, we did implement changes to our internal controls relating to leases. These changes included the development of new policies, enhanced contract review requirements, and other ongoing monitoring activities. These controls were designed to provide assurance at a reasonable level of the fair presentation of our condensed consolidated financial statements and related disclosures.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

There are no material changes to the risk factors disclosed in Part I, Item 1A of our 2018 Annual Report.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table shows information with respect to purchases of our common stock made during the three months ended March 31, 2019 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)	Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs (1)
January 1 – 31, 2019	—	\$ —	—	—
February 1 – 28, 2019	—	—	—	800,000
March 1 – 31, 2019	800,000	103.89	800,000	—
Total	800,000	\$ 103.89	800,000	—

(1) In February 2019, we announced a share repurchase program for calendar-year 2019 authorizing the repurchase of up to 800,000 shares of our common stock from time to time on the open market or in privately-negotiated transactions as permitted under the Securities Exchange Act of 1934 Rule 10b-18. The number of shares repurchased and the timing of such transactions depended on a variety of factors, including market conditions. During the three months ended March 31, 2019, we purchased 800,000 shares of our common stock under the now-completed program at a cost of \$83.1 million, or an average price of \$103.89 per share.

ITEM 5. OTHER INFORMATION

Our 2019 Annual Meeting of Shareholders was held on May 7, 2019 at our corporate headquarters. Our shareholders voted on three proposals at the Annual Meeting. The proposals are described in detail in our proxy statement filed on March 22, 2019. As of March 12, 2019, the record date, there were 73,737,479 shares outstanding. Shareholders representing 68,175,507 or 92.5%, of the common shares outstanding were present in person or were represented by proxy at the Annual Meeting. The final results for the votes on each proposal are set forth below.

Proposal 1: Our shareholders elected the following directors to serve on our Board until the 2020 Annual Meeting of Shareholders:

Name	For	Against	Abstain	Broker Non-Votes
Mark A. Buthman	65,648,515	101,085	105,928	2,319,979
William F. Feehery	65,677,503	72,037	105,988	2,319,979
Eric M. Green	65,601,559	143,775	110,194	2,319,979
Thomas W. Hofmann	65,501,887	249,252	104,389	2,319,979
Paula A. Johnson	65,459,266	290,683	105,579	2,319,979
Deborah L. V. Keller	65,679,725	71,666	104,137	2,319,979
Myla P. Lai-Goldman	65,616,760	135,793	102,975	2,319,979
Douglas A. Michels	65,582,680	169,559	103,289	2,319,979
Paolo Pucci	65,656,003	94,575	104,950	2,319,979
Patrick J. Zenner	65,377,202	372,985	105,341	2,319,979

Proposal 2: Our shareholders approved, on an advisory basis, our named executive officer compensation:

For	Against	Abstain	Broker Non-Votes
64,498,770	1,199,052	157,706	2,319,979

Proposal 3: Our shareholders ratified the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2019 fiscal year. The votes regarding this proposal were as follows:

For	Against	Abstain	Broker Non-Votes
66,421,973	1,641,381	112,153	Not applicable

ITEM 6. EXHIBITS

The list of exhibits in the Exhibit Index to this report is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements 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 Officer and Treasurer

May 8, 2019

EXHIBIT INDEX

Exhibit #	Description
3.1	Our Amended and Restated Articles of Incorporation are incorporated by reference from our Form 10-Q report for the quarter ended March 31, 2015.
3.2	Our Bylaws, as amended through May 5, 2015, are incorporated by reference from our Form 10-Q report for the quarter ended March 31, 2015.
4.1	Form of stock certificate for common stock is incorporated by reference from our annual report on Form 10-K dated May 6, 1999.
4.2	Article 5, 6, 8(c) and 9 of our Amended and Restated Articles of Incorporation are incorporated by reference from our Form 10-Q report for the quarter ended March 31, 2015.
4.3	Article I and V of our Bylaws, as amended through May 5, 2015, are incorporated by reference from our Form 10-Q report for the quarter ended March 31, 2015.
4.4 ⁽¹⁾	Instruments defining the rights of holders of long-term debt securities of West and its subsidiaries have been omitted.
10.1	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 & 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, is incorporated by reference from our Form 8-K dated April 1, 2019.
10.2	Form of 2019 Performance Stock Unit (PSU) Award issued under the 2016 Omnibus Incentive Compensation Plan.
10.3	Form of 2019 Stock Option Award issued under the 2016 Omnibus Incentive Compensation Plan.
31.1	Certification by the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	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.
32.2*	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.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

⁽¹⁾ 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.

* Furnished, not filed.




Performance Stock Unit (PSU) Award Agreement

On <<GRANT DATE>>, West Pharmaceutical Services granted <<name>> a performance stock unit award (PSU) of <<UNITS>> PSUs based on target achievement. The award is granted under the terms of the West 2016 Omnibus Incentive Compensation Plan (the "Plan").

The terms and conditions of the award follows.

Signed for and on behalf of the Company:


Annette Favorite
Sr VP & Chief HR Officer
West Pharmaceutical Services

What is a performance stock unit?

A PSU represents the conditional right to receive a distribution of shares. The number of shares you will receive depends on how well the Company's actual performance compares to specified performance goals at the end of the performance period.

What are the performance goals applicable to the PSU award?

The performance levels are based on two equally weighted performance measures. The two measures of Company performance are:

- Average return on invested capital - also called “ROIC” - is measured by dividing the average of the Company’s net operating profit (without regard to taxes) over the performance period by the average outstanding equity plus debt over that period.
- Compounded annual revenue growth - also called “CAGR” - is the compound annual growth rate in net sales for the Company over the same period.

What is the performance period for this PSU award and what are the performance targets?

The Company’s performance against the goals is measured over a three-year period that begins January 1, 20xx and ends December 31, 20xx.

Your target PSU award presented on the first page of this agreement is the number of shares of West Common Stock that you would receive if the Company obtains 100% of both of the ROIC and CAGR performance targets. Additional shares of Common Stock will be distributed under this PSU award if actual performance exceeds the target performance level, and fewer shares of Common Stock will be distributable if actual performance falls short of the target performance level. No shares of Common Stock will be paid out if actual performance falls below the threshold level described below.

The following table shows the performance targets for CAGR and Average ROIC and the corresponding PSU payouts for the 20XX-20xx performance period.

Table Removed due to Confidentiality

If actual CAGR or ROIC falls between any of the performance range percentages above, the payout for that portion of your PSUs will be determined by applying a mathematical formula to estimate the value based on the two nearest percentages.

What restrictive covenants apply to the receipt of this award?

This award is consideration for your services to West Pharmaceutical Services, Inc., a corporation incorporated under the laws of the Commonwealth of Pennsylvania in the United States of America. As consideration for receipt of this award, to the maximum extent permitted by applicable law by accepting this award you agree to the restrictive covenants contained below.

During the Restrictive Period, you will not, and you will not permit any of your Affiliates, or any other Person, directly or indirectly, to:

1. engage in competition with, or acquire a direct or indirect interest or an option to acquire such an interest in any Person engaged in competition with, the Company’s Business (other than an interest of not more than 5 percent of the outstanding stock of any publicly traded company);
2. serve as a director, officer, employee or consultant of, or furnish information to, or otherwise facilitate the efforts of, any Person engaged in competition with the Company’s Business;
3. solicit, employ, interfere with or attempt to entice away from the Company any employee who has been employed by the Company or a Subsidiary in connection with the conduct of the Company’s Business within one year prior to such solicitation, employment, interference or enticement; or
4. approach, solicit or deal with in competition with the Company or any Subsidiary any Person which at any time during the year immediately preceding the date of your termination of employment:
 - a. was a customer, client, supplier, agent or distributor of the Company or any Subsidiary;
 - b. was a customer, client, supplier, agent or distributor of the Company or any Subsidiary with whom employees reporting to or under your direct control had personal contact on behalf of the Company or any Subsidiary; or
 - c. was a Person with whom you had regular, substantial or a series of business dealings on behalf of the Company or any Subsidiary (whether or not a customer, client, supplier, agent or distributor of the Company or any Subsidiary).
 - d. As used in this Agreement, the capitalized terms have the meanings set forth below:
 - i. An “Affiliate” of any Person means any Person directly or indirectly controlling, controlled by or under common control with such Person.
 - ii. The “Company’s Business” means, in the relevant geographic scope for which you had responsibility or oversight: (A) the development and manufacture of devices to connect, interface and mix injectable drugs in all forms of drug packaging, being conducted by the Company and its Affiliates; (B) the development, manufacture and sale of stoppers, closures, containers, medical devices and medical device components and assemblies made from elastomer, metal and plastic for the healthcare and consumer products industries being carried on by the Company and its Affiliates; and (C) any other business conducted by the

Company or any Affiliate of the Company during the Restrictive Period in which you have been actively involved while an employee of the Company or any such Affiliate. In addition to the foregoing, and not as a limitation, employment by or rendering services to any of the following entities, or their Affiliates, will be deemed to be competitive: **Specific names omitted**.

- iii. “**Person**” means an individual, a corporation, a partnership, an association, a trust or other entity or organization.
- iv. “**Restrictive Period**” means the entirety of the term of your employment with the Company and its affiliates plus a period of **one** year following your termination for any reason.
- v. “**Subsidiary**” has the meaning ascribed to the term by section 425(f) of the United States Internal Revenue Code of 1986, as amended (the “Code”).

The Company represents, and you agree that you would not have received this award without agreeing to the foregoing restrictive covenants. You further agree that a breach of the covenants contained in this Agreement 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 such agreements. You also agree that the Company may contact any Person with or for whom you work after your employment by the Company ends and may send that Person a copy of this award agreement.

When will I know how many shares I am eligible to receive?

The West Board’s Compensation Committee will approve the ROIC and CAGR performance for the period after they have reviewed and approved the Company’s audited financial statements for the final year of the performance period. Achievement against the ROIC and CAGR metrics will be expressed as a percentage indicating the number of shares to be issued to you. This will generally be completed in February of the year following the end of the Performance Period.

What will be the value of the PSU shares I receive?

The value of the shares will be determined using the closing price of West stock on the date the Committee approves achievement against the performance of the award. The income realized will be equal to the number of shares issued based on performance achievement percentage, multiplied by the closing price on the approval date. Shares will be withheld to cover any applicable taxes and the net shares will be made available in your account at our stock plan administrator.

What happens if I terminate employment during the performance period?

You will not be entitled to receive a distribution with respect to any PSUs granted by this award if your employment terminates for a reason other than a Qualifying Retirement (as defined below), death or Disability (as defined in the Plan), before the final vest date.

What happens if I have a Qualifying Retirement during the performance period?

If you have a Qualifying Retirement during the performance period and after October of the grant year, your PSUs will continue to vest based on the approved performance criteria as if you remained actively employed by the Company. To be a Qualifying Retirement, the following criteria must be met at the time of your termination of employment:

1. You have reached age 57;
2. You have rendered 10 years of service to the Company and its Affiliates; and

3. Your termination must not be due to “Cause” as defined in the Plan and not due to death or Disability.

The same vesting cessation provisions applicable to your option awards upon a Qualifying Retirement also apply to this award, including the Incentive Compensation Recovery Policy set forth in Exhibit I. You also agree that the restrictive covenants set forth above are extended during the entirety of your continued vesting following a Qualifying Retirement, and that any breach of the covenants will immediately and retroactively result in the forfeiture of any continued vesting.

What happens if I become disabled during the performance period?

If you become disabled during the performance period, your PSUs will continue to vest based on the approved performance criteria as if you remained actively employed by the Company. The same vesting cessation provisions applicable to your option awards upon a Qualifying Retirement also apply to this award, including the Incentive Compensation Recovery Policy set forth in Exhibit I and the non-competition covenant set forth above.

What happens to my PSU in the case of my death?

Your target PSUs will vest as of the date of your death and be distributed to your estate / beneficiary.

Can my PSU award be adjusted?

Yes, the Committee can change or revise the targets as it considers appropriate and make adjustments for budgeted exchange rates or an “extraordinary or special item” on a case-by-case basis. Extraordinary or special items include (1) settlement of litigation or actions brought by governmental agencies, (2) changes to the Company’s capital structure, including changes to dividend policy, share repurchase programs, mergers, acquisitions, divestitures, reorganizations and restructurings; and (3) new legislation or governmental regulations enacted or promulgated during the performance period.

Will I receive dividends on my PSUs?

During the performance period, your account will be credited with additional PSUs as if the target PSU award had been reinvested in dividends paid on Common Stock during the period. At the end of the performance period, you may receive additional shares of Common Stock equal to the number of PSUs credited through this dividend-reinvestment feature. If performance falls below the target levels, you will forfeit some or all of these PSUs based on the applicable payout percentage.

May I defer receipt of my shares?

Delivery of shares upon payout may be deferred under the Deferred Compensation Plan for eligible participants in certain countries. If you are eligible, you will receive details on this deferral opportunity before the end of each performance period and the distribution provisions of the applicable plan will contain additional restrictions. Any election will similarly defer receipt of additional shares you would otherwise receive due to the deemed dividend reinvestment feature.

Are there other circumstances that would lead to a forfeiture of my award or the proceeds that I receive from exercising my award?

Yes. All awards are subject to our Incentive Compensation Recovery Policy, which is attached to this award letter as Exhibit I. You are encouraged to carefully read that policy and contact me or the Law Department if you have any questions. The policy generally provides that in addition to forfeitures of all or part of your award due to your termination of employment discussed above, in certain other situations you will forfeit your award and may be required to reimburse us for the amounts you receive as a result of any option that you exercise or share of stock that you sell. Your acceptance of this award is expressly conditioned on your agreement to be subject to the

Incentive Compensation Recovery Policy, including the provisions that allow us to deduct any proceeds from other sources of income payable to you. This award would not be made if you did not agree to be subject to that policy.

The clawback period described in the Incentive Compensation Recovery policy is extended for the full duration of the period of post-termination continued vesting described in this award. The Compensation Committee may determine in its sole and absolute discretion that if circumstances exist that would permit the recovery of incentive compensation paid to you during the vesting period, in addition to recovering this compensation, all vesting will immediately cease and the remainder of your awards will be forfeited immediately.

Does the Securities Trading Policy apply to my award?

Yes. All sales of shares of company stock (including shares earned under the PS Unit award) are subject to our Securities Trading Policy. Stock sales by West's officers who are subject to Section 16 U.S. of the Securities and Exchange Act of 1934 or on the designated persons list under our policy also must meet the review and written pre-approval by our General Counsel requirements of that policy.

Does my acceptance of this award guarantee me any future awards, continued employment or additional severance pay?

No. This award is granted at the sole discretion of West. Your receipt of this award does not guarantee any future awards, nor does it guarantee your continued employment with the Company. Subject to applicable law, your employment may be terminated for any reason. Additionally, this award is not part of your base pay or compensation for determination of any severance pay or benefits you may be entitled to upon termination of employment unless that is specifically agreed to in writing between you and the Company.

What other legal provisions cover this award and the related restrictive covenants?

The laws of the Commonwealth of Pennsylvania in the United States of America (without giving effect to its conflict of laws principles) govern all matters arising out of or relating to this award and the restrictive covenants contained in it (including, without limitation, its interpretation, construction, performance, and enforcement).

You and the Company submit to the exclusive jurisdiction of the state and federal courts sitting in Pennsylvania, with respect to actions or proceedings arising out of or relating to this award. Each party agrees that all claims in respect of such action or proceeding may be heard and determined only in these courts, and each party also agrees not to bring actions in other courts.

If a court of competent jurisdiction holds that all or a portion of this Agreement is unenforceable for any reason, including any expressed time or geographic provision, you 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 duration or area of such provision or both, or to delete specific words or phrases (this act be known as "blue-penciling"), and, in its blue-penciled form, the provision shall then be enforced.

The Company's failure to insist upon strict compliance with any provision of this agreement shall not be deemed to be waiver of such provision or any other provision thereof.

Where can I find additional information about my award?

This is a summary of the terms of your PSU award. Your award is subject to the terms of the 2016 Omnibus Incentive Compensation Plan. This award is being delivered with an Information Statement, which gives additional information about your award and the 2016 Omnibus Incentive Compensation Plan under which it was granted. We encourage you to read the Information Statement. Additional terms and conditions may apply to your award under the terms of the Omnibus Plan.



EXHIBIT I
Incentive Compensation Recovery Policy

The Company may seek to recover incentive compensation awarded to any recipient in accordance with the terms of this policy. Each award of annual or long-term equity-based or performance-based compensation must specify that the award is subject to this policy.

Restatement of Financial Results. The Company will cancel or will seek to recover all or a portion of an award from any executive officer of the Company if the Company is required to significantly or materially restate its financial statements (other than to comply with changes to applicable accounting principles) with respect to any of the three fiscal years before the payment of the award. The Company also will not pay or will seek to recover all or a portion of an award from any award recipient whose fraud or misconduct causes the restatement of the Company's financial statements with respect to any of the three fiscal years before the payment of the award.

Calculation Errors. Even if no financial results are restated, if an award is paid or distributed, and it is subsequently determined that the award should have been less than the amount calculated due to mathematical errors, fraud, misconduct or gross negligence, the Company may seek repayment of the award from any award recipient during the three-year period following the payment of the award.

Detrimental Conduct. If an award recipient 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 the award recipient fails to comply with any of the material terms and conditions of the award (unless the failure is remedied within ten days after having been notified of such failure), then the Company has the discretion to immediately cancel any and all outstanding awards and require that the award recipient repay all or any portion of 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 policy, the detrimental conduct must have occurred while the award recipient was rendering service to the Company, or during the six-month period following the later of (1) the date the recipient ceases rendering service to the Company or, (2) the date the award is paid (or an option or stock appreciation right is exercised).

Exercise of Discretion. With respect to executive officers and members of the board of directors, the compensation committee has the sole and absolute authority (unless the board determines that the whole board should have such authority) to determine whether to exercise its discretion to seek repayment or cancel an award and what portion of an award should be recovered or canceled. With respect to all other award recipients, the officers of the Company have sole and absolute authority. The compensation committee, board or officers, as appropriate, will 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 recipients, (3) the culpability and involvement of the award recipients, (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 award recipient, (7) the period that has elapsed since the date of any misconduct and (8) the feasibility and costs of recovering the compensation.

Enforcement. 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 recipient, 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 recipient must immediately repay the unpaid balance. By agreeing to accept an award, each award recipient consents to the Company's right to make these deductions.



Stock Option Award Agreement

On <<GRANT DATE>>, West Pharmaceutical Services granted <<name>> an award of <<#OPTIONS>> stock options at an exercise price (option cost) of <<GRANT PRICE>>. The award is granted under the terms of the West 2016 Omnibus Incentive Compensation Plan (the "Plan").

The terms and conditions of the award follows.

Signed for and on behalf of the Company:

Annette Favorite
Senior Vice President & Chief HR Officer

What is a stock option?

A stock option is the right to purchase a fixed number of shares at a set exercise price. The option granted by this award is a non-qualified stock option. The stock option gains value when the price of our common stock exceeds the exercise price.

How many shares may I purchase and what is the price?

The number of shares you may purchase and the exercise price are as follows:

Exercise Price	Total shares that may be purchased upon exercise
###GRANT_PRICE###	###TOTAL_AWARDS###

May I purchase the shares immediately?

No. However, as long as your employment with us continues (except as described below in the event of retirement, death or disability), your option becomes exercisable - or “vests” - according to the schedule below. At the end of the period, you may exercise the entire option. The following chart shows when and what portion of your option is exercisable each year.

###VEST_SCHEDULE_TABLE###

However, in no event will your option be exercisable after the Expiration Date set forth below.

What restrictive covenants apply to the receipt of this award?

This award is consideration for your services to West Pharmaceutical Services, Inc., a corporation incorporated under the laws of the Commonwealth of Pennsylvania in the United States of America. As consideration for receipt of this award, to the maximum extent permitted by applicable law by accepting this award you agree to the restrictive covenants contained below.

During the Restrictive Period, you will not, and you will not permit any of your Affiliates, or any other Person, directly or indirectly, to:

1. engage in competition with, or acquire a direct or indirect interest or an option to acquire such an interest in any Person engaged in competition with, the Company’s Business (other than an interest of not more than 5 percent of the outstanding stock of any publicly traded company);
2. serve as a director, officer, employee or consultant of, or furnish information to, or otherwise facilitate the efforts of, any Person engaged in competition with the Company’s Business;
3. solicit, employ, interfere with or attempt to entice away from the Company any employee who has been employed by the Company or a Subsidiary in connection with the conduct of the Company’s Business within one year prior to such solicitation, employment, interference or enticement; or
4. approach, solicit or deal with in competition with the Company or any Subsidiary any Person which at any time during the year immediately preceding the date of your termination of employment:
 - a. was a customer, client, supplier, agent or distributor of the Company or any Subsidiary;
 - b. was a customer, client, supplier, agent or distributor of the Company or any Subsidiary with whom employees reporting to or under your direct control had personal contact on behalf of the Company or any Subsidiary; or
 - c. was a Person with whom you had regular, substantial or a series of business dealings on behalf of the Company or any Subsidiary (whether or not a customer, client, supplier, agent or distributor of the Company or any Subsidiary).
 - d. As used in this Agreement, the capitalized terms have the meanings set forth below:
 - i. An “Affiliate” of any Person means any Person directly or indirectly controlling, controlled by or under common control with such Person.
 - ii. The “Company’s Business” means, in the relevant geographic scope for which you had responsibility or oversight: (A) the development and manufacture of devices to connect, interface and mix injectable drugs in all forms of drug packaging, being conducted by the Company and its Affiliates; (B) the development, manufacture and sale of stoppers, closures, containers, medical devices and medical device components and assemblies made from elastomer, metal and plastic for the healthcare and consumer products industries being carried on by the Company and its Affiliates; and (C) any other business conducted by the Company or any Affiliate of the Company during the Restrictive Period in which you have been actively involved while an employee of the Company or any such Affiliate. In addition to the foregoing, and not as a limitation, employment by or rendering services to any of the following entities, or their Affiliates, will be deemed to be competitive: **Names omitted.**
 - iii. “Person” means an individual, a corporation, a partnership, an association, a trust or other entity or organization.
 - iv. “Restrictive Period” means the entirety of the term of your employment with the Company and its affiliates plus a period of **one** year following your termination for any reason.
 - v. “Subsidiary” has the meaning ascribed to the term by section 425(f) of the United States Internal Revenue Code of 1986, as amended.

The Company represents, and you agree that you would not have received this award without agreeing to the foregoing restrictive covenants. You further agree that a breach of the covenants contained in this Agreement 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 such agreements. You also agree that the Company may contact any Person with or for whom you work after your employment by the Company ends and may send that Person a copy of this award agreement.

Will my options vest if I retire?

Your options will continue to vest, even if you terminate employment due to retirement, if you have a “**Qualifying Retirement**” on or after October 1 of the grant year. To be a Qualifying Retirement, the following criteria must be met the time of your termination of employment:

1. You have reached age 57;
2. You have rendered 10 years of service to the Company and its affiliates; and
3. Your termination must not be due to “Cause” as defined in the Plan and not due to death or disability.

Vesting will cease and all outstanding awards will be immediately forfeited if the Committee determines in its sole and absolute discretion that any of the following circumstances have occurred:

1. To the extent permitted by applicable law, you compete with the Company during the period of post-termination continued vesting as described in this Award;
2. You fail to comply with any confidentiality agreements with the Company before or after your termination of employment;
3. The Company determines that it could have terminated you for “Cause” due to facts or circumstances discovered after your termination of employment.

During the entire period of continued vesting upon Qualifying Retirement, you remain subject to the Incentive Compensation Recovery Policy described in Exhibit I. If you violate the terms of that policy, vesting will also immediately cease.

What happens if I die or become Disabled before the award is fully vested?

Your options will vest immediately 100% if you die or become Disabled (as defined in the Plan) during the vesting period.

What happens if I terminate employment for any reason other than a Qualifying Retirement, death or Disability?

Your options will immediately cease vesting upon your termination of employment.

When will my option expire?

If you remain employed, the option expires on ####EXPIRY_DATE####, which will be referred to as the “Expiration Date.” This means that once it becomes exercisable, the option may be exercised until ####EXPIRY_DATE####. In addition,

- if you die, the option will remain exercisable for one year from your date of death;
 - if you terminate employment due to Disability or a Qualifying Retirement, the option will remain exercisable until the Expiration Date;
-

- if your employment terminates for any reason other than a Qualifying Retirement, Disability, death or removal for cause, the option will expire 90 days after your termination date;
- if we terminate your employment for cause, the option will expire on the commencement of business on your termination date.

How do I exercise my stock option?

There are four ways to exercise a stock option, the first is the most common.

- *Same-Day-Sale (Cashless).* You may elect to sell all or a portion of your vested stock options in the open market. The proceeds generated from the sale will be used to pay for the option cost and any applicable tax withholding. The net proceeds will be deposited in your account at our stock plan administrator.
- *Cash.* You write a check to the Company for the exercise price, plus any applicable withholding taxes.
- *Already owned shares.* You may deliver or attest vested shares of common stock that you own with a fair market value equal to the exercise price, plus any applicable withholding taxes.
- *Combination of shares and cash.* You may use a combination of cash and stock.

When do I have to pay for the exercise?

The full exercise price and applicable taxes must be paid within two business days of exercise.

Will I receive dividends on my unexercised options?

Stock options are not eligible for dividends.

Are there other circumstances that would lead to a forfeiture of my award or the proceeds that I receive from exercising my award?

Yes. All awards are subject to our Incentive Compensation Recovery Policy, which is attached to this award letter as Exhibit I. You are encouraged to carefully read that policy and contact me or the Law Department if you have any questions. The policy generally provides that in addition to forfeitures of all or part of your award due to your termination of employment discussed above, in certain other situations you will forfeit your award and may be required to reimburse us for the amounts you receive as a result of any option that you exercise or share of stock that you sell. Your acceptance of this award is expressly conditioned on your agreement to be subject to the Incentive Compensation Recovery Policy, including the provisions that allow us to deduct any proceeds from other sources of income payable to you. This award would not be made if you did not agree to be subject to that policy.

The clawback period described in the Incentive Compensation Recovery policy is extended for the full duration of the period of post-termination continued vesting described in this award. The Compensation Committee may determine in its sole and absolute discretion that if circumstances exist that would permit the recovery of incentive compensation paid to you during the vesting period, in addition to recovering this compensation, all vesting will immediately cease and the remainder of your awards will be forfeited immediately.

Does the Securities Trading Policy apply to my award?

Yes. All sales of shares of company stock (including shares received upon exercise of an option) and all option exercise transactions are subject to our Securities Trading Policy. Option exercises by West's officers who are subject to Section 16 of the Securities and Exchange Act of 1934 or on the designated persons list under our policy also must meet the review and written pre-approval by our General Counsel requirements of that policy.

Does my acceptance of this award guarantee me any future awards, continued employment or additional severance pay?

No. This award is granted at the sole discretion of West. Your receipt of this award does not guarantee any future awards, nor does it guarantee your continued employment with the Company. Subject to applicable law, your employment may be terminated for any reason. Additionally, this award is not part of your base pay or compensation for determination of any severance pay or benefits you may be entitled to upon termination of employment unless that is specifically agreed to in writing between you and the Company.

What other legal provisions cover this award and the related restrictive covenants?

The laws of the Commonwealth of Pennsylvania in the United States of America (without giving effect to its conflict of laws principles) govern all matters arising out of or relating to this award and the restrictive covenants contained in it (including, without limitation, its interpretation, construction, performance, and enforcement).

You and the Company submit to the exclusive jurisdiction of the state and federal courts sitting in Pennsylvania, with respect to actions or proceedings arising out of or relating to this award. Each party agrees that all claims in respect of such action or proceeding may be heard and determined only in these courts, and each party also agrees not to bring actions in other courts.

If a court of competent jurisdiction holds that all or a portion of this Agreement is unenforceable for any reason, including any expressed time or geographic provision, you 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 duration or area of such provision or both, or to delete specific words or phrases (this act be known as "blue-penciling"), and, in its blue-penciled form, the provision shall then be enforced.

The Company's failure to insist upon strict compliance with any provision of this agreement shall not be deemed to be waiver of such provision or any other provision thereof.

Where can I find additional information about my award?

This is a summary of the terms of your stock option award. Your award is subject to the terms of the 2016 Omnibus Incentive Compensation Plan. This award is being delivered with an Information Statement, which gives additional information about your award and the 2016 Omnibus Incentive Compensation Plan under which it was granted. We encourage you to read the Information Statement. Additional terms and conditions may apply to your award under the terms of the Omnibus Plan.



EXHIBIT I
Incentive Compensation Recovery Policy

The Company may seek to recover incentive compensation awarded to any recipient in accordance with the terms of this policy. Each award of annual or long-term equity-based or performance-based compensation must specify that the award is subject to this policy.

Restatement of Financial Results. The Company will cancel or will seek to recover all or a portion of an award from any executive officer of the Company if the Company is required to significantly or materially restate its financial statements (other than to comply with changes to applicable accounting principles) with respect to any of the three fiscal years before the payment of the award. The Company also will not pay or will seek to recover all or a portion of an award from any award recipient whose fraud or misconduct causes the restatement of the Company's financial statements with respect to any of the three fiscal years before the payment of the award.

Calculation Errors. Even if no financial results are restated, if an award is paid or distributed, and it is subsequently determined that the award should have been less than the amount calculated due to mathematical errors, fraud, misconduct or gross negligence, the Company may seek repayment of the award from any award recipient during the three-year period following the payment of the award.

Detrimental Conduct. If an award recipient 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 the award recipient fails to comply with any of the material terms and conditions of the award (unless the failure is remedied within ten days after having been notified of such failure), then the Company has the discretion to immediately cancel any and all outstanding awards and require that the award recipient repay all or any portion of 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 policy, the detrimental conduct must have occurred while the award recipient was rendering service to the Company, or during the six-month period following the later of (1) the date the recipient ceases rendering service to the Company or, (2) the date the award is paid (or an option or stock appreciation right is exercised).

Exercise of Discretion. With respect to executive officers and members of the board of directors, the compensation committee has the sole and absolute authority (unless the board determines that the whole board should have such authority) to determine whether to exercise its discretion to seek repayment or cancel an award and what portion of an award should be recovered or canceled. With respect to all other award recipients, the officers of the Company have sole and absolute authority. The compensation committee, board or officers, as appropriate, will 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 recipients, (3) the culpability and involvement of the award recipients, (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 award recipient, (7) the period that has elapsed since the date of any misconduct and (8) the feasibility and costs of recovering the compensation.

Enforcement. 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 recipient, 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 recipient must immediately repay the unpaid balance. By agreeing to accept an award, each award recipient consents to the Company's right to make these deductions.

EXHIBIT 31.1

CERTIFICATION

I, Eric M. Green, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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/ Eric M. Green

Eric M. Green
President and Chief Executive Officer

Date: May 8, 2019

EXHIBIT 31.2

CERTIFICATION

I, Bernard J. Birkett, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 Officer and Treasurer

Date: May 8, 2019

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 Quarterly Report on Form 10-Q of West Pharmaceutical Services, Inc. (the "Company") for the period ended March 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eric M. Green, President and Chief Executive 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/ Eric M. Green
Eric M. Green
President and Chief Executive Officer

Date: May 8, 2019

EXHIBIT 32.2

**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 Quarterly Report on Form 10-Q of West Pharmaceutical Services, Inc. (the “Company”) for the period ended March 31, 2019, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Bernard J. Birkett, Senior Vice President, Chief Financial Officer and Treasurer 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 Officer and Treasurer

Date: May 8, 2019