JONES DAY

717 TEXAS • SUITE 3300 • HOUSTON, TEXAS 77002.2712

TELEPHONE: +1.832.239.3939 • JONESDAY.COM

DIRECT NUMBER: 8322393875

BKBROWN@JONESDAY.COM

JP026897: January 13, 2023

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

RE: West Pharmaceutical Services, Inc.
Shareholder Proposal of Myra K. Young
Securities Exchange Act of 1934 – Rule 14a-8

Ladies and Gentlemen:

This letter is submitted pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). West Pharmaceutical Services, Inc., a Pennsylvania corporation, (the "Company"), received an email which included a written statement from Ms. Myra K. Young (the "Proponent") dated November 30, 2022 and a shareholder proposal (the "Proposal") for inclusion in the proxy materials for the Company's 2023 Annual Meeting of Shareholders (the "Proxy Materials"). The Proponent solely sent the Proposal via e-mail.

The Company hereby advises the staff of the Division of Corporation Finance (the "Staff") that it intends to exclude the Proposal from its Proxy Materials. The Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the "Commission") if the Company excludes the Proposal pursuant to Rule 14a-8(e)(2).

By copy of this letter, we are advising the Proponent of the Company's intention to exclude the Proposal. In accordance with Rule 14a-8(j) and Staff Legal Bulletin No. 14D, we are submitting by electronic mail (i) this letter, which sets forth our reasons for excluding the Proposal; and (ii) the Proponent's correspondence submitting the Proposal.

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Commission no later than eighty (80) calendar days before the Company intends to file its definitive 2023 Proxy Materials with the Commission; and

AMSTERDAM • ATLANTA • BEIJING • BOSTON • BRISBANE • BRUSSELS • CHICAGO • CLEVELAND • COLUMBUS • DALLAS • DETROIT
DUBAI • DUSSELDORF • FRANKFURT • HONG KONG • HOUSTON • IRVINE • LONDON • LOS ANGELES • MADRID • MELBOURNE
MEXICO CITY • MIAMI • MILAN • MINNEAPOLIS • MUNICH • NEW YORK • PARIS • PERTH • PITTSBURGH • SAN DIEGO • SAN FRANCISCO
SÃO PAULO • SAUDI ARABIA • SHANGHAI • SILICON VALLEY • SINGAPORE • SYDNEY • TAIPEI • TOKYO • WASHINGTON

- simultaneously sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (November 7, 2008) ("SLB 14D") provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponent, or the representative of the Proponent on her behalf, elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

I. Basis for Exclusion

The Company respectfully requests that the Staff concur with its view that the Proposal may be excluded from the Proxy Materials pursuant to Rule 14a-8(e)(2) because the Company did not receive the Proposal at its principal executive offices prior to its deadline for submitting stockholder proposals for inclusion in the 2023 Proxy Materials.

II. Background.

On April 14, 2022, the Company filed with the Commission, and commenced distribution to its shareholders of, a proxy statement (the "2022 Proxy Statement") and form of proxy for its 2022 Annual Meeting of Shareholders. As required by Rule 14a-5(e), the Company included in the 2022 Proxy Statement the deadline for receiving shareholder proposals submitted for inclusion in the Company's proxy statement and form of proxy for the Company's next annual meeting, calculated in the manner prescribed in rule 14a-8(e). Specifically, the following disclosure appeared on page 75 of the 2022 Proxy Statement.

SHAREHOLDER PROPOSALS OR NOMINATIONS

> Under SEC rules, if a shareholder wants us to include a proposal in our Proxy Statement and form of proxy for presentation at the 2023 Annual Meeting, the proposal must be received by us at our principal executive offices by December 15, 2022 and comply with the procedures of Rule 14a-8 under the Securities Exchange Act of 1934.
>
> The proposal should be sent to the attention of the Corporate Secretary in writing: West Pharmaceutical Services, Inc., 530 Herman O. West Drive, Exton, PA 19341; or by telephone: (610) 594-3319.

A copy of page 75 of the 2022 Proxy Statement is attached to this letter as Exhibit A. As described below the Company calculated the December 15, 2022 deadline in the manner prescribed in Rule 14a-8(e) and Staff Legal Bulletin No. 14 (July 13, 2021) ("SLB 14").

The 2022 Proxy Statement specifically states that shareholders should send proposals to the Corporate Secretary's physical mailing address by December 15, 2022 and does not provide ***any*** e-mail address that could be used for such purpose. After receipt of the Proponent's e-mail, the Company made a thorough inquiry to determine whether (i) the Proposal was delivered to the Company's physical mailing address and found no evidence of delivery or (ii) anyone at the Company provided the e-mail address of the corporate secretary or authorized e-mail delivery of the Proposal. The Company did not find any evidence or documentation that the Proposal was delivered to the Company's physical address. By the time this investigation was completed the deadline for submitting proposals had passed. On January 5, 2023, the Company contacted a representative of the Proponent to determine whether the Proposal was submitted to the Company's physical address pursuant to the instructions in the 2022 Proxy Statement and received a response to the effect that the Proposal was only submitted electronically via e-mail. See Exhibit B. For this reason, we are writing to request that the Staff concur that the Company may exclude the Proposal pursuant to Rule 14a-8(e)(2).

III. Analysis

A. The Proposal May Be Excluded From the 2023 Proxy Materials Pursuant to Rule 14a-8(e)(2) Because the Proponent Failed to Follow Staff Guidance and Company Instructions for Submission of the Proposal.

Under Rule 14a-8(f)(l), a company may exclude a stockholder proposal if the proponent fails to follow one of the eligibility or procedural requirements contained in Rule 14a-8. Ordinarily, a company may exclude a proposal on this basis only after it has timely notified the proponent of an eligibility or procedural problem and the proponent has timely failed to adequately correct the problem. However, as per Rule 14a-8(f)(l), a company "need not provide [the proponent] such notice of a deficiency if the deficiency cannot be remedied, such as if [the proponent] fail[s} to submit a proposal by the company's properly determined deadline" (emphasis added).

One of the eligibility or procedural requirements contained in Rule 14a-8 is the requirement to deliver a proposal by the applicable deadline. If a proponent is submitting a proposal "for the company's annual meeting, [the proponent] can in most cases find the deadline in [the prior] year's proxy statement." See Rule 14a-8(e)(l). Under Rule 14a-8(e)(2):

> The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting.

SLB 14, Section C.3.b indicates that, to calculate the deadline, a company should "(i) start with the release date disclosed in the previous year's proxy statement; (ii) increase the year by one; and (iii) count back 120 calendar days." Consistent with this guidance, to calculate the deadline for receiving shareholder proposals submitted for the Company's 2023 Annual Meeting of Shareholders, the Company (i) started with the release date of its 2022 Proxy Statement (i.e., April 14, 2022), (ii) increased the year by one (i.e., April 14, 2023), and (iii) counted back 120 calendar days. As per SLB 14, Section C.3.b, "day one" for purposes of this calculation was April 13, 2022, resulting in a deadline for receiving shareholder proposals submitted for inclusion in the Company's 2023 Proxy Materials of December 15, 2022, as disclosed on page 75 of the 2022 Proxy Statement. See Exhibit A. As noted above, the Company did not receive the Proposal at its principal executive offices before the deadline for submitting shareholder proposals.

The Staff strictly construes the deadline for stockholder proposals under Rule 14a-8, permitting companies to exclude from proxy materials those proposals received at companies' principal executive offices after the deadline. *See*, e.g., Walgreens Boots Alliance, Inc. (avail. Oct. 12, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); Hewlett Packard Enterprise Co. (avail. Jan. 15, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); General Dynamics Corp. (avail. Jan. 8, 2021, recon. denied Mar. 17, 2021) (concurring with the exclusion of a proposal received four days after the submission deadline); DTE Energy Co. (Moore) (avail. Dec. 18, 2018) (concurring with the exclusion of a proposal received two days after the submission deadline); Verizon Communications, Inc. (avail. Jan. 4, 2018) (concurring with the exclusion of a proposal received one day after the submission deadline); Dean Foods Co. (avail. Jan. 27, 2014) (concurring with the exclusion of a proposal received three days after the submission deadline); PepsiCo, Inc. (avail. Jan. 3, 2014) (same); Tootsie Roll Industries, Inc. (avail. Jan. 14, 2008) (concurring with the exclusion of a proposal received two days after company's deadline, even when deadline fell on a Saturday).

Here, the Company properly disclosed in its 2022 Proxy Statement the deadline of December 15, 2022 for receipt and method of delivery of shareholder proposals for its 2023 Annual Meeting of Shareholders. However, the Proponent was on notice of how, where and when to send the Proposal, but elected to not follow the instructions set forth in the 2022 Proxy Statement for submission of shareholder proposals or contact the Company regarding delivery of the Proposal via e-mail. In question C.3.c of the SLB 14 the Staff has stated that "[t]he proposal must be received at the company's principal executive offices. Shareholders can find this address in the company's proxy statement. If a shareholder sends a proposal to any other location, even if it is to an agent of the company or to another company location, this would not satisfy the requirement." Furthermore, in Section F1 of SLB 14L the Staff states that "...in those instances where the company does not disclose in its proxy statement an email address for submitting proposals, we encourage shareholder proponents to contact the company to obtain the correct email address for submitting proposals ***before*** (emphasis added) doing so and we encourage companies to provide such email addresses upon request." In this instance the Proponent failed (i) to submit the Proposal

to the Company's principal executive offices pursuant to the instructions set forth in the 2022 Proxy Statement and (ii) to follow the Staff's guidance for submitting the Proposal via e-mail. As a result the Proposal was not delivered to the Company's principal executive offices by the deadline set forth in the 2022 Proxy Statement. Accordingly, and consistent with the foregoing precedent, the Proposal will be excludable because it was not received by the Company within the time frame required under Rule 14a-8(e)(2).

B. The staff has Strictly Construed the Rule 14a-8 Deadline.

Under Rule 14a-8(e)(1), a shareholder proposal submitted with respect to a company's regularly scheduled annual meeting must be received at the company's principal executive offices by the deadline set forth in the prior year's proxy statement. Pursuant to Rule 14a-8(e)(2), the deadline is calculated as not less than 120 calendar days before the date of the company's proxy statement released to stockholders in connection with the previous year's annual meeting.

The deadline for submission of shareholder proposals for the Company's 2023 Annual Meeting of Shareholders pursuant to Rule 14a-8 was set forth on page 75 of the Company's proxy statement (attached hereto as Exhibit A), filed with the SEC and mailed to stockholders on April 14, 2022. As shown on page 75, the proxy statement clearly stated that such proposals should be "sent to the attention of the Corporate Secretary in writing: West Pharmaceutical Services, Inc., 530 Herman O. West Drive, Exton, PA 19341; or by telephone: (610) 594-3319" by December 15, 2022.

The December 15, 2022 deadline was calculated in accordance with Rule 14a-8(e)(2), as it is 120 days before April 14, 2023, the anniversary of the release date of the Company's 2022 Proxy Statement (the "Anniversary Date"). Rule 14a-8(e)(2) provides that the 120 calendar day deadline does not apply if the current year's annual meeting has been changed by more than 30 days from the date of the prior year's meeting.

Rule 14a-8(f) permits a company to exclude a shareholder proposal that does not comply with the rule's procedural requirements, including if a proponent "fail[s] to submit a proposal by the company's properly determined deadline." The Company didn't receive the Proposal by the deadline for submission of proposals at its principal executive offices as instructed in the 2022 Proxy Statement. Accordingly, the Proposal was not timely submitted.

The Staff has on numerous occasions strictly construed the Rule 14a-8 deadline, permitting companies to exclude from proxy materials those shareholder proposals received at companies' principal executive offices after the submission deadline. *See*, e.g., Walgreens Boots Alliance, Inc. (Oct. 12, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); Hewlett Packard Enterprise Co. (Jan. 15, 2021) (concurring with the exclusion of a proposal received two days after the submission deadline); ConocoPhillips Co. (Feb. 25, 2020) (concurring with the exclusion of a proposal received one day after the submission

deadline); DTE Energy Co. (Moore) (Dec. 18, 2018) (concurring with the exclusion of a proposal received two days after the submission deadline); Verizon Communications, Inc. (Jan. 4, 2018) (concurring with the exclusion of a revised proposal received one day after the submission deadline); CoreCivic, Inc. (Jan. 2, 2018) (concurring with the exclusion of a proposal received one day after the submission deadline).

Rule 14a-8(f) provides that "[a] company need not provide [the proponent with] such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline." Because the failure to timely submit a stockholder proposal is a deficiency that cannot be remedied, the Company is not required to provide the Proponent with the 14-day notice and an opportunity to cure under Rule 14a-8(f) in order to exclude the Proposal under Rule 14a-8(e)

The Company therefore requests that the Staff concur that the Proposal may properly be excluded from the Proxy Materials because it was not properly submitted to the Company's principal executive offices within the timeframe required under Ruel 14a-8(e).

IV. Conclusion

Based upon the foregoing analysis, the Company respectfully requests that the Staff concur with the Company's view and confirm that the Staff will not recommend enforcement action to the Commission if the Proposal is excluded from the Company's Proxy Materials pursuant to Rule 14a-8(e) because the Proposal was not received at the Company's principal executive offices prior to the deadline for submitting stockholder proposals.

If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position. Correspondence regarding this letter should be sent to Bryan K. Brown at (832) 239-3600 or bkbrown@jonesday.com. We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject.

Very truly yours,



Bryan K. Brown

cc: Kimberly B. MacKay
Ryan Metz
David A. Grubman
Myra K. Young (c/o John McRitchie)

EXHIBIT A

Mailings to Multiple Shareholders at the Same Address

We have adopted a procedure called "householding" for making the Proxy Statement and the 2021 Annual Report available. Householding means that shareholders who share the same last name and address will receive only one copy of the materials, unless we are notified that one or more of these shareholders wishes to continue receiving additional copies.

We will continue to make a proxy card available to each shareholder of record. If you prefer to receive multiple copies of the proxy materials at the same address, please contact us in writing or by telephone: Corporate Secretary, West Pharmaceutical Services, Inc., 530 Herman O. West Drive, Exton, PA 19341, (610) 594-3319.

2021 Annual Report and SEC Filings

Our financial statements for the year ended December 31, 2021 are included in our 2021 Annual Report, which we will make available to shareholders at the same time as this Proxy Statement. Our 2021 Annual Report and this Proxy Statement are available from the SEC at its website at *www.sec.gov* and are posted on our website at *www.westpharma.com/investors/financial*. If you do not have access to the Internet or have not received a copy of our 2021 Annual Report, you may request a copy of it or any exhibits thereto without charge by writing to our Corporate Secretary at West Pharmaceutical Services, Inc., 530 Herman O. West Drive, Exton, PA 19341.

Delinquent Section 16(a) Reports

Based solely on our review of copies of the reports filed with the SEC and the written representations of our directors and executive officers, we believe that each person complied with all reporting requirements for 2021, except the one discussed below.

Due to an administrative error, Mr. Buthman filed a late Form 4 on April 13, 2021 relating to phantom stock transactions beyond his control that occurred on March 31, 2021.

Shareholder Proposals or Nominations

Under SEC rules, if a shareholder wants us to include a proposal in our Proxy Statement and form of proxy for presentation at the 2023 Annual Meeting, the proposal must be received by us at our principal executive offices by December 15, 2022 and comply with the procedures of Rule 14a-8 under the Securities Exchange Act of 1934.

The proposal should be sent to the attention of the Corporate Secretary in writing: West Pharmaceutical Services, Inc., 530 Herman O. West Drive, Exton, PA 19341; or by telephone: (610) 594-3319.

During 2021, our Board considered amendments to our Bylaws regarding the director nomination process. These changes were adopted on February 25, 2021. Our Bylaws set forth procedures that a shareholder must follow to nominate persons for election as directors or to introduce an item of business at an Annual Meeting of shareholders without seeking access to our proxy materials. Nominations for director nominees or an item of business to be conducted without seeking access to our proxy materials must be submitted in writing to the Corporate Secretary of the Company at our executive offices and should be mailed by certified mail, return receipt requested. We must receive the notice of your intention to introduce a nomination or to propose an item of business at our 2022 Annual Meeting not less than 120 days nor more than 150 days prior to the anniversary date of the date the Company commenced mailing of this year's proxy materials for the Annual Meeting. If, however, we fail to disclose the date of next year's meeting at least 21 days in advance, we must receive your notice within seven days following the announcement of the meeting (but in no event, later than four days before the meeting date).

Additionally, pursuant to the proxy access provisions of our amended and restated Bylaws, a holder (or a group of not more than 20 holders) of at least 3% of our outstanding common stock continuously for at least three years is entitled to nominate and include in our proxy materials director nominees constituting up to the greater of two individuals or 20% of our Board of

Directors, provided that the nominating holder(s) and the nominee(s) satisfy the requirements specified in our Bylaws, including by providing the Secretary of the Company with advance notice of the nomination not less than 120 days nor more than 150 days prior to the anniversary date of the date the Company commenced mailing of this year's proxy materials for the Annual Meeting.

In each case, whether seeking access to our proxy materials or not, the nomination must contain information about the nominees as specified in our Bylaws, and the notice must include the information specified in our Bylaws, including, but not limited to, information concerning the nominee or proposal, as the case may be, and information about the shareholder's ownership of and agreements related to our shares.

EXHIBIT B

From: James McRitchie [redacted]
Sent: Thursday, January 5, 2023 5:05 PM
To: MacKay, Kimberly
Cc: John Chevedden; Metz, Ryan M.; Brown, Bryan K.; Grubman, David A.
Subject: Re: [CAUTION: EXTERNAL](WST) Shareholder Proposal

** External mail **

Kimberly

Thanks for clarifying. How about meeting at 11:30am EST on 1/12? Does that work for you?

With regard to complying with the instructions specified in the proxy for shareholder proposals, it was submitted "in writing" via email to the attention of Kimberly B. MacKay, Corporate Secretary or current corporate secretary at West Pharmaceutical Services, Inc. 530 Herman O. West Drive, Exton, PA 19341 (610) 594-3319.

Nothing in the proxy said it had to be mailed via USPS, FedEx, UPS, etc.

As you know, the SEC encourages the use of email for shareholder proponents and companies. Of course, email is also much less of a burden on the environment. Is there a problem with our use of email? Should we switch our future correspondence concerning this proposal to FedEx mail service?

James McRitchie
Shareholder Advocate
Corporate Governance
http://www.corpgov.net
[redacted]

Corporate Governance

CorpGov.net: improving accountability through democratic corporate governance since 1995

Myra K. Young & James McRitchie
[redacted]

West Pharmaceutical Services, Inc.
530 Herman O. West Drive
Exton, PA 19341
(610) 594-3319
Via: kimberly.mackay@westpharma.com

Attention: Kimberly B. MacKay, Corporate Secretary or current corporate secretary

I am submitting the attached shareholder proposal, which I support, requesting Fair Elections in bylaw provisions, for presentation at the next shareholder meeting. I pledge to continue to hold the required amount of stock until after the date of that meeting.

I will meet Rule 14a-8 requirements including the continuous ownership of the required stock until after the date of the next shareholder meeting. I have owned the stock continuously since 2019. My submitted format, with the shareholder-supplied emphasis and graphic, is intended to be used for definitive proxy publication.

I am available to meet with the Company representative via phone or Zoom on December 16 at 8:00 am, 8:30 am Pacific, or at another time that is mutually convenient to discuss the proposal.

This letter confirms I am delegating John Chevedden to act as my agent regarding this Rule 14a-8 proposal, including presentation at the forthcoming shareholder meeting. Any agreed upon amendments will be submitted by me. My husband, James McRitchie is hereby authorized as Mr. Chevedden's backup. Please direct all future communications regarding my rule 14a-8 proposal to James McRitchie at [redacted] and John Chevedden [redacted] to facilitate prompt communication. Please identify Myra K. Young as the proponent of the proposal exclusively.

You can avoid the time and expense of filing a deficiency letter to verify ownership by simply acknowledging receipt of my proposal promptly by email to [redacted] with a cc to [redacted], also letting me know if you wish to meet on December 8. That will prompt me to request the required letter from my broker and submit it to the Company. Per the most recent SEC SLB 14L https://www.sec.gov/corpfin/staff-legal-bulletin-14l-shareholder-proposals, Section F, Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,

Myra K. Young

11/30/2022

Date

[WST: Rule 14a-8 Proposal, November 30, 2022]
[This line and any line above it – *Not* for publication.]



Proposal [4*] – Fair Elections

Resolved

Myra K. Young and other shareholders request that directors of West Pharmaceutical Services Inc. ("Company") amend its bylaws to include the following language:

Shareholder approval is required for any advance notice bylaw amendments that:

1. require the nomination of candidates more than 90 days before the annual meeting,

2. impose new disclosure requirements for director nominees, including disclosures related to past and future plans, or

3. require nominating shareholders to disclose limited partners or business associates, except to the extent such investors own more than 5% of the Company's shares.

Supporting Statement

Under SEC Rule 14a-19, the universal proxy card must include all director nominees presented by management and shareholders for election.[1] Although the Rule implies each side's nominees must be grouped together and clearly identified as such, in a fair and impartial manner, most rules for director elections are set in company bylaws.

For Rule 14a-19 to be implemented equitably, boards must not undertake bylaw amendments that deter legitimate efforts by shareholders to submit nominees. The bylaw amendments set forth in the proposed resolution would presumptively deter legitimate use of Rule 14a-19 by deterring legitimate efforts by shareholders to seek board representation through a proxy contest.

The power to amend bylaws is shared by directors and shareholders. Although directors have the power to adopt bylaw amendments, shareholders have the power to check that authority by repealing board-adopted bylaws. Directors should not amend the bylaws in ways that inequitably restrict shareholders' right to nominate directors. This resolution simply asks the board to commit not to amend the bylaws to deter legitimate

[1] https://www.ecfr.gov/current/title-17/chapter-II/part-240/section-240.14a-19

efforts to seek board representation, without submitting such amendments to shareholders. We urge the Board not to further amend its advance notice bylaws until shareholders have at least voted on this proposal.

Bloomberg's Matt Levine speculates bylaws might require disclosure submissions "on paper woven from unicorns' manes,"[2] with requirements waived for the board's nominees. While Mr. Levine depicts humorous and exaggerated possibilities, some companies are adopting amendments clearly designed to discourage fair elections.

Directors of at least one company (Masimo Corp.) recently adopted bylaw amendments that could deter legitimate efforts by shareholders to seek board representation through a proxy contest. Masimo's advance notice bylaws "resemble the 'nuclear option' and offers a case study in how rational governance devices can become unduly weaponized, writes Lawrence Cunningham.[3] Directors of other companies are considering similar proposals.

To ensure shareholders can vote on any proposal that would impose inequitable restrictions, we urge a vote FOR Fair Elections.

To Enhance Shareholder Value, Vote FOR
Fair Elections – Proposal [4*]

[This line and any below are *not* for publication]
Number 4* to be assigned by Company

The graphic above is intended to be published with the rule 14a-8 proposal.
The graphic would be the same size as the largest management graphic (and/or accompanying bold or highlighted management text with a graphic, box or shading) or any highlighted management executive summary used in conjunction with a management proposal or any other rule 14a-8 shareholder proposal in the 2023 proxy.

The proponent is willing to discuss the mutual elimination of both shareholder graphic and management graphic in the proxy in regard to specific proposals.

Reference: SEC Staff Legal Bulletin No. 14I (CF)[16] Companies should not minimize or otherwise diminish the appearance of a shareholder's graphic. For example, if the company includes its own graphics in its proxy statement, it should give similar prominence to a shareholder's graphics. If a company's proxy statement appears in black and white, however, the shareholder proposal and accompanying graphics may also appear in black and white.

---

[2] https://www.bloomberg.com/opinion/articles/2022-10-27/credit-suisse-gives-first-boston-gets-a-second-chance?sref=a7KhiWzs

[3] https://corpgov.law.harvard.edu/2022/10/23/the-hottest-front-in-the-takeover-battles-advance-notice-bylaws/

Notes: This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

> Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:
>
> - the company objects to factual assertions because they are not supported;
> - the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
> - the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
> - the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.
>
> **We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.**

See also Sun Microsystems, Inc. (July 21, 2005)

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email to [redacted].

TD Ameritrade

12/12/2022

Myra Young
PII
[redacted]

Re: Your TD Ameritrade Account

Dear Myra Young,

Thank you for allowing me to assist you today. Pursuant to your request, this letter is to confirm that as of the date of this letter, Myra K. Young held and has held continuously since 02/06/19, 40 common shares of West Pharmaceutical Services Inc. (WST) in an account at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Private Client Services at 800-400-4078. We're available 24 hours a day, seven days a week.

Sincerely,



Lane Fujii
Resource Specialist
TD Ameritrade

TD Ameritrade understands the importance of protecting your privacy. From time to time we need to send you notifications like this one to give you important information about your account. If you've opted out of receiving promotional marketing communications from us, containing news about new and valuable TD Ameritrade services, we will continue to honor your request.

Market volatility, volume, and system availability may delay account access and trade executions.

TD Ameritrade, Inc., member FINRA/SIPC, a subsidiary of The Charles Schwab Corporation. TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and The Toronto-Dominion Bank. © 2021 Charles Schwab & Co. Inc. All rights reserved.

TDA 1002212 11/21