



CHARTER
FOR
COMPENSATION COMMITTEE
OF
CARLISLE COMPANIES INCORPORATED
(Amended and Restated as of December 11, 2013)

This Charter specifies the purpose, composition and responsibilities of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Carlisle Companies Incorporated (the “Company”), as outlined below:

I. PURPOSE

The purpose of the Committee is to (i) discharge the Board’s responsibilities relating to the compensation of the Company’s executives in such a way as to assure that the Company is able to attract and retain executives of the highest quality, (ii) produce an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations, (iii) review and recommend to the independent directors on the Board the compensation of the Chief Executive Officer, and (iv) review and approve the compensation of the other senior executives.

II. COMPOSITION

The Committee shall be appointed by a resolution passed by a majority of the Board. A minimum of three (3) members shall be selected to serve on the Committee. The Committee shall satisfy the independence standards and any other requirements established by the Securities and Exchange Commission and the New York Stock Exchange. Each member of the Committee must be an “outside director” for the purposes of Section 162(m) of the Internal Revenue Code, as amended, and a “non-employee director” for the purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended. The Board may remove any member of the Committee at any time.

III. DUTIES AND RESPONSIBILITIES

In carrying out its purposes, the Committee shall have the following duties, responsibilities and authority.

- Review the compensation policies and practices of the Company and its subsidiaries, and make recommendations to the Board with respect thereto.

- Review and approve the corporate goals and objectives relevant to the Chief Executive Officer's compensation, evaluate the Chief Executive Officer's performance and recommend to the independent directors on the Board the Chief Executive Officer's compensation based on such evaluation.
- Review, adjust as appropriate and approve the annual recommendations of the Chief Executive Officer regarding the compensation of the senior management personnel of the Company and its subsidiaries.
- Administer any long-term incentive plan of the Company and its subsidiaries, and make recommendations to the Board with respect to incentive compensation plans and equity based plans.
- Review the Company's defined contribution plans, including (i) investment fund options, and (ii) fund performance.
- Prepare an annual report on executive compensation for inclusion in the Company's proxy statement in accordance with applicable rules and regulations.
- Conduct an annual performance evaluation of the Committee and annually assess the adequacy of the Committee's Charter, and if appropriate, propose to the Board any desired changes therein.

The Committee may, in its discretion, delegate any portion of its duties and responsibilities to a subcommittee of the Committee. The Committee shall meet at such times and locations as the Committee may determine. The Chair of the Committee shall regularly report to the Board the Committee's findings, conclusions and recommendations.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities under this Charter, including the authority to select, retain and terminate a compensation consultant, outside counsel or other experts or advisors, as it deems appropriate, and to approve the fees and determine the retention terms of such individuals, without seeking approval of the Board or management, which fees shall be at the cost and expense of the Company. Prior to any such advisor to the Committee being retained, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such advisor, taking into consideration all factors relevant to such advisor's independence, including the factors specified in the NYSE listing standards. After considering such factors, the Committee may retain such external advisor even if the advisor is determined by the Committee not to be independent.