



CHARTER
FOR
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF
CARLISLE COMPANIES INCORPORATED
(Amended and Restated as of December 11, 2013)

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

I. PURPOSE

The Corporate Governance and Nominating Committee shall assist the Board by (i) identifying individuals qualified to be members of the Board and recommending such individuals be nominated by the Board for election to the Board by the shareholders, (ii) developing and recommending to the Board a set of corporate governance principles applicable to the Company that are consistent with sound corporate governance practices and in compliance with applicable legal, regulatory or other requirements, (iii) periodically evaluating the performance of the Chief Executive Officer and Chairman of the Company, discussing succession planning, and recommending a new Chief Executive Officer as appropriate, (iv) oversee the annual evaluation of the performance of the Board and its committees, and (v) monitoring and reviewing any other corporate governance matters which the Board of Directors may refer to the Committee from time to time.

II. COMPOSITION

The Corporate Governance and Nominating Committee shall be appointed by a resolution passed by a majority of the Board. A minimum of three 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. The Board may remove any member of the Committee at any time.

III. DUTIES AND RESPONSIBILITIES

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

- Review and approve a Statement of Corporate Governance Guidelines and Principles that is consistent with applicable law and regulations and recommend the Statement for adoption by the Board.
- Assure that the Company adheres to its Statement of Corporate Governance Guidelines and Principles.

- Review and recommend to the Board, from time to time, the desired characteristics of the composition of the Board – including size, competencies, experience of members, diversity, age and other appropriate qualities.
- Review qualifications of potential Board members and make recommendations to the Board.
- Review members standing for re-election, evaluate such members on the basis of contribution, change of status and commitment to the Company, and make recommendations to the Board for re-election of members.
- Review and recommend to the Board standards to be used in determining the “independence” of individual directors and also standards to be used in determining other required competencies such as “financial expertise”. Review, as appropriate, whether members of the Board continue to meet such standards.
- Evaluate potential director conflicts of interest with respect to related party transactions.
- Review, from time to time, committee responsibilities as well as the charters of such committees in an effort to ascertain that all board functions are being met in an efficient and appropriate manner. Consider and recommend to the Board assignment of members to the committees.
- Review and evaluate the performance of the Board and its committees, including this Committee, annually assess the adequacy of this Charter and, as appropriate, propose to the Board any desired change.
- Discuss succession planning and recommend a new CEO as appropriate.
- Consider and act appropriately on such other matters raised by any member of the Board regarding the affairs of the Company including information to be submitted to the Board and the relationship of the Board and management, generally.
- Review the compensation paid to the Company’s directors, as appropriate.
- Report as appropriate the Committee’s findings, conclusions and recommendations during executive sessions of the Board.

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. The Committee shall also have the authority to select, retain and terminate outside counsel or other experts or consultants, 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. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.