

CHARTER
FOR
COMPENSATION COMMITTEE
OF
CARLISLE COMPANIES INCORPORATED

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, and (ii) produce an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations.

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. 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 set the Chief Executive Officer’s compensation based on such evaluation. Evaluate the Chairman’s performance and set the Chairman’s compensation based on such evaluation. As part of its review and evaluation, the Committee shall consider the report of the Corporate Governance and Nominating

Committee in respect to the Chief Executive Officer's and Chairman's performance.

- Review, adjust as appropriate and approve the annual recommendations of the Chief Executive Officer regarding the compensation of the senior and middle 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.
- 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. 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 compensation consultants used to assist in the evaluation of CEO or senior executive compensation, the Compensation Committee shall have sole authority to retain and terminate the consulting firm, including sole authority to approve the firm's fees and other retention terms.