

CHARTER
FOR
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF
CARLISLE COMPANIES INCORPORATED

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, and (iv) 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. The initial Statement of Corporate

Governance Guidelines and Principles of the Company is set forth on Exhibit A. Periodically update the Statement.

- 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.
- Gather and review information for the annual performance evaluation of the Chairman and the Chief Executive Officer (“CEO”) of the Company and report its assessment to the Compensation Committee (it being understood that the Compensation Committee shall be primarily responsible for evaluating the CEO’s performance and establishing the CEO’s compensation based on such evaluation).
- 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.

- 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.

EXHIBIT A

STATEMENT OF CORPORATE GOVERNANCE GUIDELINES AND PRINCIPLES

OF

CARLISLE COMPANIES INCORPORATED

The Board of Directors greatly values the trust that the shareowners of Carlisle have placed in the Board to oversee the management of the Company, and will continue to work diligently to maintain that trust. We believe it is the Board's responsibility to oversee the Company, and the responsibility of management to operate the Company effectively and ethically. The mutual goal of the Board and management is to enhance the long-term total return to Carlisle's shareowners, a goal more likely to be achieved if the Company is recognized as a model of good corporate governance and citizenship responsibly addressing the concerns of other stakeholders and interested parties including employees, customers, suppliers, local communities and the public at large. By being informed, inquisitive and independent, the Board will most effectively exercise its business judgment, properly advise and direct management, and fulfill the goal of long-term value for the shareowners.

The principles listed below, together with the charters and practices of the Board's various committees, provide the framework for the governance of Carlisle. The Board recognizes the dynamic nature of corporate governance, and intends to annually review these principles based upon the recommendations of its Corporate Governance and Nominating Committee.

Role of the Board; Qualifications

Carlisle's various businesses are conducted by its employees under the direction of the President and Chief Executive Officer, and other senior management personnel. The Board of Directors discusses long-term corporate strategy for Carlisle, and monitors and oversees management's performance to assure that the interests of the shareowners are being properly served. The Board is also responsible for approving and maintaining a succession plan for the Company's Chief Executive Officer and senior executives, based on the recommendations of the Corporate Governance and Nominating Committee.

Directors should possess the highest personal and professional integrity, ethics and values, and be committed to representing the long-term interests of the shareowners. Directors should also have outstanding business, financial, professional, academic or managerial backgrounds and experience. Each director must be willing to devote sufficient time to fulfill his or her duties, and should be committed to serve on the Board for an extended period of time. Prior to accepting an invitation to serve on another public company board, directors must advise the Corporate Governance and Nominating Committee and the Committee will determine whether such service would create a conflict of interest and/or prevent the director from fulfilling his or her responsibilities.

The Board does not impose arbitrary term limits, but a director is required to submit his or her resignation at the Annual Meeting following the date when he or she reaches age 72.

Size and Selection of the Board

The Board is currently comprised of 11 directors divided into three classes, each class as nearly equal in number as possible. Annually, directors of a particular class are elected to serve for a three-year term.

The Corporate Governance and Nominating Committee is responsible for assessing the performance of the Board and the individual directors. This Committee also makes recommendations regarding nominations for new three-year terms and regarding candidates to fill vacancies.

Independence of Directors

The Board recognizes the importance of director independence. Under the rules proposed by the New York Stock Exchange, to be considered independent, the Board must determine that a director does not have any direct or indirect material relationship with Carlisle. Moreover, a director will not be independent if, within the preceding three years: (i) the director was employed by Carlisle or receives \$100,000 per year in direct compensation from Carlisle, other than director and committee fees and pension or other forms of deferred compensation for prior service, (ii) the director was employed by or affiliated with Carlisle's independent auditor, (iii) the director is part of an interlocking directorate in which an executive officer of Carlisle serves on the compensation committee of another company that employs the director, (iv) the director is an executive officer or employee of another company that makes payments to, or receives payments from, Carlisle for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues, or (v) the director had an immediate family member in any of categories (i) – (iv).

The Board has determined that 9 of Carlisle's 11 directors are independent under these standards. The independent directors are as follows: Donald G. Calder, Paul J. Choquette, Jr., Peter L.A. Jamieson, Peter F. Krogh, Anthony W. Ruggiero, Lawrence A. Sala, Eriberto R. Scocimara, Robin S. Callahan and Magalen C. Webert. The other two directors are Richmond D. McKinnish, Carlisle's current President and Chief Executive Officer, and Stephen P. Munn, Carlisle's former Chief Executive Officer, who currently serves as Chairman of the Board.

The Corporate Governance and Nominating Committee shall annually review the composition of Carlisle's Board and its various committees to assure independence in accordance with applicable law.

Director Compensation and Stock Ownership

Director compensation for non-management directors is comprised of (i) an annual retainer fee (which directors may elect to receive one-half in Carlisle shares), (ii) additional fees for service on various committees, (iii) stock option grants, and (iv) participation in the Director

Retirement Program. The Board endeavors to establish director compensation at a level which fairly aligns the director's interests with the long-term interests of the shareowners.

The Board believes that director stock ownership further aligns the director's interest with those of the Company's shareowners. The Board has established a stock ownership guideline of five times the annual retainer amount to be achieved within five years.

The Company does not make any personal loans or extensions of credit to directors or executive officers.

Board Committees

The Board has established the following committees to assist the Board in discharging its responsibilities: (i) Audit Committee, (ii) Compensation Committee, (iii) Corporate Governance and Nominating Committee, (iv) Executive Committee, and (v) Pension and Benefits Committee. The current charters of these committees are published on Carlisle's website* and will be mailed to shareowners upon written request.

All directors serving on the Board's various committees, other than the Executive Committee, are independent under the standards described above. In addition, no committee member receives, directly or indirectly, any compensation from the Company other than his or her director's compensation. Membership on the various committees is based upon recommendations by the Corporate Governance and Nominating Committee. This Committee is responsible for discussing succession planning and recommending a new Chief Executive Officer as appropriate and, together with the Compensation Committee, is responsible for the periodic evaluation of the performance of the Chief Executive Officer.

With respect to the Audit Committee, the Board has determined that Anthony W. Ruggiero, the current Chairman, qualifies as an "audit committee financial expert" under the rules of the Securities and Exchange Commission.

Meetings of Non-Employee Directors

At the conclusion of each of its regularly scheduled meetings, the independent directors of the Board shall meet in executive session, electing a director among them to preside at the executive meeting.

Ethics and Conflicts of Interest

The Board expects all directors, officers and all other employees of Carlisle to act ethically at all times. Annually, senior and middle management personnel are required to certify compliance with Carlisle's Business Code of Ethics, a copy of which is published on Carlisle's website*. The Board will not permit a waiver of any ethics policy for any director or executive officer of Carlisle.

*www.carlisle.com

The Corporate Governance and Nominating Committee is required to conduct an annual review of potential director conflicts of interest. If a conflict develops between a director and the Company, the director will promptly report the matter to the Corporate Governance and Nominating Committee for evaluation.

If a director has a personal interest in a matter before the Board the director shall disclose the interest to the Board, excuse him or herself from participation in the discussion and abstain from voting on the matter.

Self-Evaluation

As described more fully in its Charter, the Corporate Governance and Nominating Committee will annually review the performance of the Board and each of its committees. Moreover, each December, the directors will be requested to provide their assessments of the effectiveness of the Board and the committees on which they serve. The individual assessments will be reviewed by the Corporate Governance and Nominating Committee.

Access to Senior Management

All non-employee directors are encouraged to communicate with the senior managers of Carlisle. The non-employee directors are expected to use their judgment to ensure that contacts are not distracting to the business operations of the Company, and to consider whether the results of the contacts should be reported to the Company's Chief Executive Officer. To facilitate such contact, non-employee directors are expected to annually visit a different Carlisle business location.

Access to Independent Advisors

The Board and its Committees shall have the right at any time to retain independent outside financial, legal or other advisors.

Director Orientation

All new directors must participate in an Orientation Program, which should be conducted within three (3) months of the time the new director joins the Board. This orientation will include presentations by senior management to familiarize the new director with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its principal officers as well as its Corporate Governance Guidelines and Principles. All continuing directors are also invited to attend the orientation.