Corporate Governance Guidelines

THE BOARD OF DIRECTORS (the "Board") of Sequa Corporation (the "Company") has adopted the following guidelines in order to further its corporate governance and to comply with all applicable legal requirements and New York Stock Exchange standards. From time to time, the Board will review and amend its governance practices and adopt additional guidelines to further support the interests of stockholders and other constituencies of the Company.

Director Responsibilities

1. The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In carrying out this responsibility, the Board also considers the concerns of the Company's other stakeholders and interested parties, including employees, customers, suppliers, partners, local communities, and the public at large. The directors also serve as advisors to the Company's senior management team.

2. In performing their oversight responsibilities, directors rely on the competence, honesty and integrity of the Company's officers, employees, and outside advisors in making decisions. It is the responsibility of management to operate the Company in an effective and ethical manner in order to generate value for stockholders.

3. Serving on a board requires significant time and attention on the part of directors. Directors must participate in board meetings, review relevant materials, serve on board committees and prepare for meetings and discussions with management. In order to avoid potential conflicts, Directors are expected to notify the Company's Chairman and Chief Executive Officer and the Corporate Secretary before accepting a seat on the board of another business corporation.

Director Qualification Standards

1. Although not currently a requirement, it is the goal of the Company that a majority of directors be "independent" under the listing standards of the New York Stock Exchange, as determined by the Board. Board independence depends not only on directors' individual relationships, but also on the Board's overall attitude. Providing objective, independent judgment is at the core of the Board's oversight function, and the Board's composition should reflect this principle.

2. Directors who have a substantial change in their principal occupation or responsibilities should advise the Chairman and Chief Executive Officer of the Company or the Nominating Committee so that they can consider whether the director's continued service on the Board is in the best interests of the Company. It is the sense of the Board that directors should not necessarily leave the Board upon a change in responsibilities; however, the Company should be in a position to consider the change in evaluating the appropriate mix of skills and experience necessary for the Board to perform its oversight function effectively.

3. Directors bring to the Company a range of experience, knowledge and judgment. Directors should not represent the interests of particular constituencies.

Director Access to Management and Independent Advisors

1. The Board must have accurate, complete information to do its job. The quality of information received by the Board directly affects its ability to perform its oversight function effectively. Directors should be provided with, and review, information from a variety of sources, including management, board committees, and, as necessary and appropriate, outside experts including independent auditors and others. The Board should be provided with information before board and committee meetings with sufficient time to review and reflect on key issues and to request supplemental information.

2. Effective corporate directors are diligent in overseeing, but not managing, business operations. Directors should have access to management, as needed, to fulfill their oversight responsibilities. Any meetings, outside of regularly scheduled meetings, that a director wishes to initiate with management should be coordinated through the Chairman and Chief Executive Officer or the Corporate Secretary.

Director Compensation

Compensation paid to directors at similarly situated companies should be considered when establishing the amount paid to directors.

Director Orientation and Continuing Education

1. Materials and briefings are provided to new directors, on an individualized basis, to permit them to become familiar with the Company's business, industry and corporate governance practices.

2. On an ongoing basis, the Company provides additional formal and informal opportunities to directors (including visits to business operations) to enable them to better perform their duties and to recognize and deal appropriately with issues that arise.

Management Succession

1. The key duty of the Board is to select a chief executive officer and to oversee the performance of the chief executive officer and other senior management in the competent and ethical operation of the Company.

2. The Board should identify and periodically update the qualities, skills and experience needed for the chief executive officer to be an effective leader of the Company. With these attributes in mind, the Board should periodically monitor and review the development and progression of internal candidates against these standards. Advance planning for contingencies, such as the departure, death or disability of the Chief Executive Officer or other top executives, is necessary so that, in the event of an untimely vacancy, the Company has an emergency succession plan to facilitate transition to both interim and longer-term leadership.

Communications with Third Parties

The Board believes that management speaks for the Company. It is expected that Board members would not speak for the Company, absent unusual circumstances (or as required by regulations, listing standards or the Board).

Annual Performance Evaluation of the Board

Meaningful board evaluation requires an assessment of the effectiveness of the full Board, the operations of its committees, and the contributions of individual directors. The performance of the full Board and its committees should be evaluated annually. The Board should have a process for evaluating whether individual members bring the skills and expertise appropriate to the Company and how they work as a group. Board positions should not be regarded as permanent. Directors should serve only so long as they add value to the Board, and a director's ability to continue to contribute to the Board should be considered each time the director is considered for renomination.