



CHARTER
FOR
AUDIT COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
CARLISLE COMPANIES INCORPORATED
(Amended and Restated as of December 8, 2020)

This Charter specifies the purpose, composition, duties, responsibilities and authority, and structure and operations of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Carlisle Companies Incorporated (the “Company”), as outlined below.

I. PURPOSE

The Committee shall provide assistance to the Board in fulfilling its responsibility to the stockholders, potential stockholders and investment community to oversee the corporate accounting, internal controls and reporting practices of the Company and the quality and integrity of the Company’s financial statements. The Committee shall also assist the Board in its oversight of the Company’s compliance with legal and regulatory requirements, the independent auditors’ qualifications and independence, and the performance of the Company’s internal audit function and independent auditors. In so doing, it is the responsibility of the Committee to maintain free and open means of communication between the Board, the independent auditors, the internal auditors and the financial management of the Company. The Committee shall prepare the report required to be included in the Company’s annual proxy statement in accordance with applicable Securities and Exchange Commission rules and regulations.

II. COMPOSITION

Each member of the Committee shall be appointed by a resolution passed by a majority of the Board and shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal 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, including Rule 10A-3 of the Securities Exchange Act of 1934, as amended. Each member of the Committee shall be financially literate, as the Board interprets such qualification in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. In addition, the Chair of the Committee must have accounting or related financial

management expertise, as the Board interprets such qualification in its business judgment, and must qualify as an “audit committee financial expert,” as defined by the Securities and Exchange Commission rules and regulations. No member of the Committee may serve on the audit committee of more than two other public companies at any one time.

III. DUTIES, RESPONSIBILITIES AND AUTHORITY

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

- Be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors engaged (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditors shall report directly to the Committee. The Committee shall have the sole authority to approve all audit engagement fees and terms. In addition, the Committee must pre-approve any audit and permissible non-audit services provided to the Company by its independent auditors. The Committee may delegate to the Chair of the Committee pre-approval authority with respect to certain permissible non-audit services for engagements costing no more than \$200,000 in the aggregate and any such engagements approved by the Chair of the Committee shall be presented to the full Committee at its next regularly scheduled meeting.
- Meet with the independent auditors and financial management of the Company to review the scope of the proposed audit for the current year and the audit procedures to be utilized and, at the conclusion thereof, review with the independent auditors (i) any audit problems or difficulties and management’s response, and (ii) any difficulties the auditors encountered in the course of the audit work, including any restrictions on the scope of the auditors’ activities or on access to requested information, and any significant disagreements with management. Specifically, the review shall include discussion of any accounting adjustments that were noted or proposed by the auditors but were “passed” (as immaterial or otherwise), any communications between the audit team and the auditors’ national office respecting auditing or accounting issues presented by the engagement and any “management” or “internal control” letters issued, or proposed to be issued, by the audit firm to the Company. The review shall also include discussion of the responsibilities, budget and staffing of the Company’s internal audit function.
- Review the internal audit function of the Company, including (i) the independence of its reporting obligations, (ii) the proposed audit plans for the coming year and (iii) the coordination of such plans with the independent auditors.
- Meet to review and discuss with management and the independent auditors the Company’s Forms 10-Q and 10-K, including the financial statements and the Company’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contained therein. Specifically, the

Committee shall review with management and the independent auditors (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies, (ii) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements, (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements and (iv) the type and presentation of information to be included in earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as financial information and earnings guidance, if any, provided to analysts and rating agencies.

- Ensure that the independent auditors submit to the Committee, at least annually, a formal written statement delineating all relationships between the independent auditors and the Company and engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and take appropriate action in response to the independent auditors' report to satisfy itself of the independent auditors' independence.
- Review and discuss with management the Company's Code of Business Conduct and Ethics (the "Code"), receive reports from management regarding compliance with the Code and the procedures established to monitor compliance, and review and approve requests for any waivers to the Code.
- Review with the Company's counsel legal compliance matters, including corporate securities trading policies. Also, review any legal, regulatory or New York Stock Exchange requirements that could have a significant impact on the Company's financial statements or otherwise require disclosure.
- Discuss policies with respect to risk assessment and risk management, including with respect to the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- Discuss with management and the independent auditors, as appropriate, the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
- Prepare the report required to be included in the Company's annual proxy statement in accordance with applicable Securities and Exchange Commission rules and regulations.
- Meet separately, at least quarterly, with (i) management, (ii) internal auditors and (iii) the Company's independent auditors.

- Establish clear policies for the hiring of employees or former employees of the Company's independent auditors.
- At least annually, obtain and review a formal written report by the independent auditor describing (i) the firm's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues and (iii) to assess the auditors' independence and all relationships between the independent auditors and the Company.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Review the Company's defined benefit plans, including (i) asset allocations, (ii) funding status and (iii) projected cash contributions.
- Conduct an annual performance evaluation of the Committee and assess the adequacy of this Charter, and, as appropriate, propose to the Board any desired changes.
- Perform such other functions as may be assigned by law, the Company's Amended and Restated Bylaws or the Board.

IV. STRUCTURE AND OPERATIONS

The Board shall designate one member of the Committee to act as its Chair. The Committee shall meet in person or telephonically at least six times per year at such times and places determined by the Committee Chair, with further meetings to occur when deemed necessary or desirable by the Committee or its Chair. The Committee Chair will preside, when present, at all meetings of the Committee. A majority of the members of the Committee shall constitute a quorum; when more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee. When only two members are present and constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee. The Committee may request that any directors, officers or other employees of the Company, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee may, in its discretion, form and delegate any portion of its duties and responsibilities to a subcommittee of the Committee. The Committee shall maintain minutes or other records of its meetings and shall report to the Board on these meetings and such other matters as required by this Charter or as the Board shall from time to time specify. The Committee shall review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors, or the

performance of the internal audit function.

The Committee shall have the authority to engage, without having to seek Board approval, independent counsel and other advisors, as the Committee determines necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company and any other advisors retained by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Except as expressly provided in this Charter, the Company's Amended and Restated Bylaws or the Company's Statement of Corporate Governance Guidelines and Principles, or as required by law, regulation or the NYSE rules, the Committee shall set its own rules of procedure.