



CHARTER
FOR
COMPENSATION 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 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, (ii) prepare the report on executive compensation required to be included in the Company’s annual proxy statement in accordance with applicable Securities and Exchange Commission rules and regulations, (iii) review and recommend to the independent directors on the Board the compensation of the Chief Executive Officer, (iv) review and approve the compensation of the other senior executives and (v) assist the Board in its oversight of the Company’s human capital management.

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. Each member of the Committee must be a “non-employee director” for the purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended.

III. DUTIES, RESPONSIBILITIES AND AUTHORITY

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 in light of those goals and objectives and recommend to the independent directors on the Board the Chief Executive Officer's compensation based on such evaluation.
- Review, adjust as appropriate and approve the annual recommendations of the Chief Executive Officer regarding the compensation of the senior 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.
- Review the Company's defined contribution plans, including (i) investment fund options and (ii) fund performance.
- Review and discuss with management the disclosures in the "Compensation Discussion and Analysis" (the "CD&A"), and report to the Board whether, based on such review and discussions, the Committee recommends the CD&A be included in the Company's Annual Report on Form 10-K and annual proxy statement or any information statement.
- Prepare the report on executive compensation required to be included in the Company's annual proxy statement in accordance with applicable Securities and Exchange Commission rules and regulations.
- Assist the Board in its oversight of the Company's policies and strategies relating to culture and human capital management, including diversity and inclusion.
- Conduct an annual performance evaluation of the Committee and annually assess the adequacy of this Charter, and, as appropriate, propose to the Board any desired changes.

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 three times per year at such times and places determined by the Committee Chair, with further meetings to occur, or actions to be taken

by unanimous written consent, 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 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 a compensation consultant, outside counsel or other experts or advisors, as it deems appropriate, and to approve the fees, oversee the work of and determine the retention terms of any such advisor, without seeking approval of the Board or management, which fees shall be at the cost and expense of the Company. Prior to selecting or retaining any such advisor, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such advisor, taking into consideration all factors relevant to such advisor's independence, including the factors specified in the listing standards of the New York Stock Exchange. After considering such factors, the Committee may retain such external advisor even if the advisor is determined by the Committee not to be independent.

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.