



CHARTER  
FOR  
CORPORATE GOVERNANCE AND NOMINATING 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 Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Carlisle Companies Incorporated (the “Company”), as outlined below.

I. PURPOSE

The Committee shall assist the Board by (i) identifying individuals qualified to be members of the Board, consistent with criteria approved by the Board, and recommending such individuals be nominated by the Board for election to the Board by the stockholders or be elected by the Board to fill a vacancy or a newly created directorship, (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, (iv) overseeing the annual evaluation of the performance of the Board and its committees and (v) monitoring and reviewing any other corporate governance matters which the Board may refer to the Committee from time to time.

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.

### III. DUTIES, RESPONSIBILITIES AND AUTHORITY

In carrying out its purposes, the 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. Assess such Statement of Corporate Governance Guidelines and Principles annually, or more frequently as it shall deem appropriate.
- 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.
- Identify individuals qualified to be members of the Board, consistent with criteria approved by the Board, and recommend such individuals be nominated by the Board for election to the Board by the stockholders or be elected by the Board to fill a vacancy or a newly created directorship.
- 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.
- 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, Board 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 of the Board.
- Review and evaluate the performance of the Board and its committees, including the Committee, annually assess the adequacy of this Charter and, as appropriate, propose to the Board any desired changes.
- Discuss succession planning and recommend a new Chief Executive Officer 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.
- Review the compensation paid to the Company's directors, as appropriate.

#### 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 two 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 outside counsel or other experts, consultants 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. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

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.