

CHARTER
FOR
PENSION AND BENEFITS COMMITTEE
OF
CARLISLE COMPANIES INCORPORATED

This Charter specifies the purpose, composition and responsibilities of the Pension and Benefits 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 reviewing and overseeing (i) the design, funding, administration and investment performance of the Company’s various qualified defined contribution and defined benefit plans (collectively, the “Qualified Plans”), and (ii) the design and administration of the Company’s other benefit programs including medical, disability insurance and life insurance (collectively, the “Other Benefit Programs”).

II. COMPOSITION.

The Committee shall be appointed by a resolution passed by a majority of the Board. A minimum of three (3) members shall be selected to serve on the Committee. The Board may remove any member of the Committee at any time.

III. DUTIES AND RESPONSIBILITIES.

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

- Provide overall guidance with respect to the establishment, maintenance and administration of the Qualified Plans and the Other Benefit Programs.
- Review and approve the investment guidelines with respect to the assets held under the Company’s defined benefit plans.
- Review and approve the selection of investment alternatives in the Company’s defined contribution plans.
- Monitor the investment performance of the Qualified Plans.
- Review and approve the appointment of trustees and investment managers under the Qualified Plans.

- Review and approve proposals for the adoption, amendment, modification or termination of any Qualified Plan or any Other Benefit Program.
- Periodically review the Company's administration of the Qualified Plans and the Other Benefit Programs and the qualifications of the key personnel responsible for such plans and programs.
- Delegate to the Company's Pension and Insurance Committee authority to perform day-to-day functions with respect to the administration and interpretation of the Qualified Plans and the Other Benefit Programs.

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 also have the authority to select, retain and terminate outside counsel and 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.