

STATEMENT OF CORPORATE GOVERNANCE GUIDELINES AND PRINCIPLES

OF

CARLISLE COMPANIES INCORPORATED

The Board of Directors greatly values the trust that the shareowners of Carlisle have placed in the Board to oversee the management of the Company, and will continue to work diligently to maintain that trust. We believe it is the Board's responsibility to oversee the Company, and the responsibility of management to operate the Company effectively and ethically. The mutual goal of the Board and management is to enhance the long-term total return to Carlisle's shareowners, a goal more likely to be achieved if the Company is recognized as a model of good corporate governance and citizenship responsibly addressing the concerns of other stakeholders and interested parties including employees, customers, suppliers, local communities and the public at large. By being informed, inquisitive and independent, the Board will most effectively exercise its business judgment, properly advise and direct management, and fulfill the goal of long-term value for the shareowners.

The principles listed below, together with the charters and practices of the Board's various committees, provide the framework for the governance of Carlisle. The Board recognizes the dynamic nature of corporate governance, and intends to annually review these principles based upon the recommendations of its Corporate Governance and Nominating Committee.

Role of the Board; Qualifications

Carlisle's various businesses are conducted by its employees under the direction of the Chairman, President and Chief Executive Officer, and other senior management personnel. The Board of Directors discusses long-term corporate strategy for Carlisle, and monitors and oversees management's performance to assure that the interests of the shareowners are being properly served. The Board is also responsible for approving and maintaining a succession plan for the Company's Chief Executive Officer and senior executives, based on the recommendations of the Corporate Governance and Nominating Committee.

Directors should possess the highest personal and professional integrity, ethics and values, and be committed to representing the long-term interests of the shareowners. Directors should also have outstanding business, financial, professional, academic or managerial backgrounds and experience. Each director must be willing to devote sufficient time to fulfill his or her duties, and should be committed to serve on the Board for an extended period of time. Prior to accepting an invitation to serve on another public company board, directors must advise the Corporate Governance and Nominating Committee and the Committee will determine whether such service would create a conflict of interest and/or prevent the director from fulfilling his or her responsibilities.

The Board does not impose arbitrary term limits, but a director is required to submit his or her resignation at the Annual Meeting following the date when he or she reaches age 72. A director is also required to submit his or her resignation to the Corporate Governance and Nominating

Committee following a change in employment or significant change in job responsibilities. The Committee may either accept or reject such resignation in its discretion.

Size and Selection of the Board

The Board is currently comprised of 11 directors divided into three classes as nearly equal in number as possible. Annually, directors of a particular class are elected to serve for a three-year term.

The Corporate Governance and Nominating Committee is responsible for assessing the performance of the Board and the individual directors. This Committee also makes recommendations regarding nominations for new three-year terms and regarding candidates to fill vacancies.

Independence of Directors

The Board recognizes the importance of director independence. Under the rules proposed by the New York Stock Exchange, to be considered independent, the Board must determine that a director does not have any direct or indirect material relationship with Carlisle. Moreover, a director will not be independent if, within the preceding three years: (i) the director was employed by Carlisle or receives \$100,000 per year in direct compensation from Carlisle, other than director and committee fees and pension or other forms of deferred compensation for prior service, (ii) the director was employed by or affiliated with Carlisle's independent auditor, (iii) the director is part of an interlocking directorate in which an executive officer of Carlisle serves on the compensation committee of another company that employs the director, (iv) the director is an executive officer or employee of another company that makes payments to, or receives payments from, Carlisle for property or services in an amount which, in any single fiscal year, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues, or (v) the director had an immediate family member in any of categories (i) – (iv).

The Board has determined that 9 of Carlisle's 11 directors are independent under these standards. The independent directors are as follows: Robin J. Adams, Robert G. Bohn, Donald G. Calder, Paul J. Choquette, Jr., Terry D. Growcock, Gregg A. Ostrander, Lawrence A. Sala, Robin S. Callahan and Magalen C. Webert. The other two directors are David A. Roberts, Carlisle's current Chairman, President and Chief Executive Officer, and Stephen P. Munn, Carlisle's former Chairman, President and Chief Executive Officer, who currently serves as Lead Director.

The Corporate Governance and Nominating Committee shall annually review the composition of Carlisle's Board and its various committees to assure independence in accordance with applicable law.

Director Compensation; Stock Ownership by Directors and Executive Officers

Director compensation for non-management directors is comprised of (i) an annual retainer fee (which directors may elect to receive in Carlisle shares), (ii) additional fees for service on various committees, (iii) restricted share units, and (iv) participation in the Director

Deferred Compensation Program. The Board endeavors to establish director compensation at a level which fairly aligns the director’s interests with the long-term interests of the shareowners.

The Board believes that director and executive officer stock ownership further aligns the director’s and officer’s interest with those of the Company’s shareowners. The Board has established for its directors a stock ownership guideline of five times the annual retainer amount to be achieved within five years. In addition, each executive officer is required to achieve the stock ownership levels described below by December 31, 2011:

Tier	Executives	Guideline (Shares)
I	CEO	114,000
II	Group Presidents	36,000
III	Corporate Vice Presidents	15,000
IV	Division Presidents	7,000 – 13,000

The Company does not make any personal loans or extensions of credit to directors or executive officers.

Board Committees

The Board has established the following committees to assist the Board in discharging its responsibilities: (i) Audit Committee, (ii) Compensation Committee, (iii) Corporate Governance and Nominating Committee, (iv) Executive Committee, and (v) Pension and Benefits Committee. The current charters of these committees are published on Carlisle’s website* and will be mailed to shareowners upon written request.

All directors serving on the Board’s various committees, other than the Executive Committee, are independent under the standards described above. In addition, no committee member receives, directly or indirectly, any compensation from the Company other than his or her director’s compensation. Membership on the various committees is based upon recommendations by the Corporate Governance and Nominating Committee. This Committee is responsible for discussing succession planning and recommending a new Chief Executive Officer as appropriate.

With respect to the Audit Committee, the Board has determined that each of Robin J. Adams, Robin S. Callahan, Gregg A. Ostrander and Lawrence A. Sala, qualify as an “audit committee financial expert” under the rules of the Securities and Exchange Commission.

Meetings of Non-Employee Directors

At the conclusion of each of its regularly scheduled meetings, the independent directors of the Board shall meet in executive session, electing a director among them to preside at the executive session.

Ethics and Conflicts of Interest

The Board expects all directors, officers and all other employees of Carlisle to act ethically at all times. Annually, senior and middle management personnel are required to certify

compliance with Carlisle's Business Code of Ethics, a copy of which is published on Carlisle's website*. The Board will not permit a waiver of any ethics policy for any director or executive officer of Carlisle.

The Corporate Governance and Nominating Committee is required to conduct an annual review of potential director conflicts of interest. If a conflict develops between a director and the Company, the director will promptly report the matter to the Corporate Governance and Nominating Committee for evaluation.

If a director has a personal interest in a matter before the Board the director shall disclose the interest to the Board, excuse him or herself from participation in the discussion and abstain from voting on the matter.

Self-Evaluation

As described more fully in its Charter, the Corporate Governance and Nominating Committee will annually review the performance of the Board and each of its committees. Moreover, each December, the directors will be requested to provide their assessments of the effectiveness of the Board and the committees on which they serve. The individual assessments will be reviewed by the Corporate Governance and Nominating Committee.

Access to Senior Management

All non-employee directors are encouraged to communicate with the senior managers of Carlisle. The non-employee directors are expected to use their judgment to ensure that contacts are not distracting to the business operations of the Company, and to consider whether the results of the contacts should be reported to the Company's Chief Executive Officer. To facilitate such contact, non-employee directors are expected to annually visit a different Carlisle business location.

Access to Independent Advisors

The Board and its Committees shall have the right at any time to retain independent outside financial, legal or other advisors.

Director Orientation

All new directors must participate in an Orientation Program, which should be conducted within three (3) months of the time the new director joins the Board. This orientation will include presentations by senior management to familiarize the new director with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its principal officers as well as its Corporate Governance Guidelines and Principles. All continuing directors are also invited to attend the orientation.

*www.carlisle.com