CARLISLE COMPANIES INC
Form DEF 14A
March 20, 2015

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Pursuant to §240.14a-12

CARLISLE COMPANIES INCORPORATED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CARLISLE COMPANIES INCORPORATED

11605 North Community House Road, Suite 600
Charlotte, North Carolina 28277
(704) 501-1100

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The 2015 Annual Meeting of Shareholders of Carlisle Companies Incorporated (the "Company") will be held in the Niagara meeting room of the Hilton Garden Inn Toledo Perrysburg located at 6165 Levis Commons Blvd., Perrysburg, Ohio 43551 on Wednesday, May 6, 2015, at 12:00 noon eastern time for the following purposes:

1. To elect the three directors nominated by the Board of Directors.

2. An advisory vote to approve the Company's executive compensation.

3. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2015 fiscal year.

4. To approve an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 100,000,000 to 200,000,000.

5. To approve the Company's amended and restated Incentive Compensation Program to increase the number of shares available for issuance thereunder.

6. To transact any other business properly brought before the meeting.

Only shareholders of record at the close of business on March 11, 2015 will be entitled to vote whether or not they have transferred their stock since that date.

YOUR VOTE IS IMPORTANT

If you own your shares directly as a registered shareholder or through the Company's Employee Incentive Savings Plan, please vote in one of these ways:

Online by logging on to www.proxyvote.com and following the instructions, using the Control Number shown on the Notice of Internet Availability of Proxy Materials (or paper proxy card if you received or request one), for voting.

By mail (only if you received or request a proxy card) by marking, signing, dating and promptly returning the proxy card in the postage-paid envelope.

By telephone (only if you received or request a proxy card) by calling the phone number on the proxy card.

In person by submitting a ballot in person at the 2015 Annual Meeting of Shareholders.

If you own your shares indirectly through a bank or broker, you may vote in accordance with the instructions provided by your bank or broker. Those instructions may include online voting. If you receive or request a voting instruction form from your bank or broker, you may also return the completed form by mail or vote by telephone if a number is provided. You may also obtain a legal proxy from your bank or broker and submit a ballot in person at the 2015 Annual Meeting of Shareholders.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2015 ANNUAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON MAY 6, 2015:

The proxy materials relating to the 2015 Annual Meeting, including the form of proxy card, the 2014 Annual Report and the Form 10-K are available on the Internet. Please go to www.proxyvote.com to view and obtain the proxy materials online.

By Order of the Board of Directors

STEVEN J. FORD
Secretary

Charlotte, North Carolina
March 20, 2015

PROXY STATEMENT
GENERAL INFORMATION

This Proxy Statement is being furnished in connection with the solicitation by the Board of Directors (the "Board of Directors" or the "Board") of Carlisle Companies Incorporated (the "Company") of proxies to be voted at the 2015 Annual Meeting of Shareholders to be held in the Niagara meeting room of the Hilton Garden Inn Toledo Perrysburg located at 6165 Levis Commons Blvd., Perrysburg, Ohio 43551 on Wednesday, May 6, 2015, at 12:00 noon eastern time.

In accordance with rules and regulations adopted by the Securities and Exchange Commission, instead of mailing a printed copy of the proxy materials to each shareholder of record, the Company is furnishing proxy materials to its shareholders via the Internet. You will not receive a printed copy of the proxy materials unless you request a copy. Instead, the Notice of Internet Availability of Proxy Materials instructs you how to access and review the proxy materials over the Internet. If you would like to receive a printed copy of the proxy materials, you should follow the instructions for requesting those materials included in the Notice.

The Notice of Internet Availability of Proxy Materials is first being sent to shareholders on or about March 20, 2015. This Proxy Statement and the form of proxy card relating to the 2015 Annual Meeting are also first being made available to shareholders on or about March 20, 2015.

The Proxy is solicited by the Board of Directors of the Company. The cost of proxy solicitation will be borne by the Company. In addition to the solicitation of proxies by use of the Internet, officers and regular employees of the Company may devote part of their time to solicitation by correspondence sent via e-mail, facsimile or regular mail and telephone or personal calls. Arrangements may also be made with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation material to beneficial owners and for reimbursement of their out-of-pocket and clerical expenses incurred in connection therewith. Proxies may be revoked at any time prior to voting. See "Voting by Proxy and Confirmation of Beneficial Ownership" beginning on page 52.

The mailing address of the principal executive offices of the Company is Carlisle Companies Incorporated, 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277. Upon written request mailed to the attention of the Secretary of the Company, at the Company's principal executive offices, the Company will provide without charge a copy of its 2014 Annual Report on Form 10-K filed with the Securities and Exchange Commission.

Voting Procedures

The presence, in person or by proxy, of the owners of a majority of the votes entitled to be cast is necessary for a quorum at the Annual Meeting. Abstentions and Shares owned through a broker that are voted on any matter are included in determining the number of votes present or represented at the meeting. Shares owned through a broker that are not voted on any matter at the meeting are not included in determining whether a quorum is present.

Under New York Stock Exchange rules, the proposals to approve an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of common stock and to ratify the appointment of the independent registered public accounting firm are considered "discretionary" proposals. This means that brokerage firms may vote in their discretion on the proposals on behalf of clients who have not furnished express voting instructions. The proposal to elect the three directors nominated by the Board, the advisory vote to approve the Company's executive compensation and the proposal to approve the Company's amended and restated Incentive Compensation Program to increase the number of shares available for issuance thereunder are "non-discretionary" proposals, which means that brokerage firms may not use their discretion to vote on any of these matters unless they receive express voting instructions from their clients as described below.

Voting Methods

If your shares are registered directly in your name with the Company's transfer agent, Computershare Investor Services, LLC, you are considered the registered holder of those shares. As the registered shareholder, you can ensure your shares are voted at the 2015 Annual Meeting by submitting your instructions (i) over the Internet, (ii) by mail (only if you received or request a proxy card) by completing, signing, dating and returning the proxy card in the envelope provided, (iii) by telephone (only if you received or request a proxy card) by calling the phone number on the proxy card, or (iv) by attending the 2015 Annual Meeting and voting your shares at the meeting. Telephone and Internet voting for registered shareholders will be available 24 hours a day, up until 11:59 pm Eastern time on May 5, 2015. You may obtain directions to the 2015 Annual Meeting in order to vote in person by visiting the Company's website at www.carlisle.com/2015proxymaterials.

Most Company shareholders hold their shares through a broker, bank, trustee or another nominee, rather than directly in their name. In that case, you are considered the beneficial owner of shares held in street name, and the proxy materials are being forwarded to you by your broker, bank, trustee or nominee, together with a voting instruction card. As the beneficial owner, you are entitled to direct the voting of your shares by your intermediary. Brokers, banks and nominees typically offer telephonic or electronic means by which the beneficial owners of shares held by them can submit voting instructions, in addition to the traditional mailed voting instruction cards.

If you participate in the Carlisle Corporation Employee Incentive Savings Plan (the "401(k) Plan") and own Company shares through your 401(k) Plan account, Wells Fargo Bank, N.A. ("Wells Fargo"), the trustee of the 401(k) Plan, will vote your 401(k) Plan shares in accordance with the instructions you provide by voting online, by telephone or on the voting instruction card. If Wells Fargo does not receive voting instructions from you by 11:59 pm Eastern time on May 5, 2015, Wells Fargo will vote your 401(k) Plan shares as directed by the Carlisle Pension and Insurance Committee (the 401(k) Plan administrator) in its discretion.

Votes Required for Approval of Proposals

The following are the voting requirements for each proposal:

Proposal One, Election of Directors. For the election of directors, the three nominees receiving the highest number of all votes cast for directors at the annual meeting will be elected as directors.

Proposal Two, Advisory Vote to Approve the Company's Executive Compensation. This is an advisory vote the result of which is non-binding. However, the Board will consider the outcome of the vote when making future executive compensation decisions.

Proposal Three, Ratification of Appointment of Independent Registered Public Accounting Firm. Approval of the ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for fiscal year 2015 requires the affirmative vote of a majority of the total votes of all common shares present in person or represented by proxy and entitled to vote on the proposal at the annual meeting.

Proposal Four, Approval of an Amendment to the Company's Restated Certificate of Incorporation. Approval of the amendment to the Company's Restated Certificate of Incorporation requires the affirmative vote of a majority of the outstanding shares of Company common stock entitled to vote on the proposal at the annual meeting.

Proposal Five, Approval of the Company's amended and restated Incentive Compensation Plan. Approval of the Company's amended and restated Incentive Compensation Plan requires the affirmative vote of a majority of the total votes of all common shares present in person or represented by proxy and entitled to vote on the proposal at the annual meeting.

Other Business. For any other matters, the affirmative vote of a majority of the total votes of all shares of common stock present in person or represented by proxy and entitled to vote on the item at the annual meeting will be required for approval.

With respect to Proposal One, the election of directors, withhold votes, broker non-votes (if any) and abstentions will have no effect on the outcome of the proposal.

With respect to Proposals Two, Three and Five, the advisory vote to approve the Company's executive compensation, ratification of the appointment of the Independent Registered Public Accounting Firm and approval of the Company's amended and restated Incentive Compensation Plan, an abstention will be counted as a vote present and entitled to vote on the proposals and will have the same effect as a vote against the proposals, and a broker non-vote will not be considered entitled to vote on these proposals and will therefore have no effect on their outcome.

With respect to Proposal Four, approval of an amendment to the Company's Restated Certificate of Incorporation, abstentions and broker non-votes (if any) will have the same effect as a vote against the proposal.

VOTING SECURITIES

At the close of business on March 11, 2015, the Company had 65,159,025 shares of common stock ("Shares" or "Common Shares") outstanding, all of which are entitled to vote. The Company's Restated Certificate of Incorporation provides that each person who received Shares pursuant to the Agreement of Merger, dated March 7, 1986, which was approved by the shareholders of Carlisle Corporation and became effective on May 30, 1986, is entitled to five votes per Share. Persons acquiring Shares after May 30, 1986 (the effective date of the Merger) are entitled to one vote per Share until the Shares have been beneficially owned (as defined in the Restated Certificate of Incorporation) for a continuous period of four years. Following continuous ownership for a period of four years, the Shares are entitled to five votes per Share. The actual voting power of each holder of Shares will be based on shareholder records at the time of the Annual Meeting. See "Voting by Proxy and Confirmation of Beneficial Ownership" beginning on page 52. In addition, holders of Shares issued from the treasury, other than in connection with the exercise of stock options, before the close of business on March 11, 2015 (the record date for determining shareholders entitled to vote at the Annual Meeting) will be entitled to five votes per Share unless the Board of Directors determines otherwise at the time of authorizing such issuance.

SECURITY OWNERSHIP

A. Beneficial Owners.

The following table provides certain information as of December 31, 2014 with respect to any person who is known to the Company to have been the beneficial owner of more than five percent (5%) of the Common Shares, the Company's only class of voting securities. As defined in Securities and Exchange Commission Rule 13d-3, "beneficial ownership" means essentially that a person has or shares voting or investment decision power over shares. It does not necessarily mean that the person enjoyed any economic benefit from those shares. The information included in the table is from Schedules 13G filed with the Securities and Exchange Commission by (i) JPMorgan Chase & Co., (ii) The Vanguard Group, Inc., (iii) Capital Research Global Investors and (iv) BlackRock Inc.

Name and Address of Beneficial Owner	Number of Shares(1)	Percentage(2)
JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017	7,360,492	11.4%
The Vanguard Group, Inc. 100 Vanguard Boulevard Malvern, Pennsylvania 19355	4,432,942	6.9%
Capital Research Global Investors 333 South Hope Street Los Angeles, California 90071	4,325,214	6.7%
BlackRock Inc. 55 East 52nd Street New York, NY 10022	4,044,189	6.3%

(1) Based on the Schedule 13G filing, each listed reporting person beneficially owns the listed shares.

(2) Based on 64,691,059 Common Shares outstanding as of December 31, 2014.

B. Nominees, Directors and Officers.

The following table provides information as of February 27, 2015, as reported to the Company by the persons and members of the group listed, as to the number and the percentage of Common Shares beneficially owned by: (i) each director, nominee and executive officer named in the Summary

Compensation Table on page 31; and (ii) all directors and current executive officers of the Company as a group.

Name of Director/Executive	Shares Owned	Shares Subject to Options	Share Equivalent Units(a)	Total Beneficial Ownership	Percent of Class
Robin J. Adams	5,609		11,603	17,212	0.03%
Robert G. Bohn	7,131		15,488	22,619	0.03%
Robin S. Callahan	26,307(b)		15,627	41,934	0.06%
James. D. Frias			1,839	1,839	0.01%
Terry D. Growcock	3,027		15,983	19,010	0.03%
Stephen P. Munn	353,033(c)			353,033	0.53%
Gregg A. Ostrander	4,066		21,806	25,872	0.04%
David A. Roberts	240,000(d)(e)(f)	538,090	55,680	833,770	1.26%
Lawrence A. Sala	18,248	8,000	24,556	50,804	0.08%
Magalen C. Webert	72,587(g)	8,000	27,797	108,384	0.16%
John W. Altmeyer	96,646(d)(e)(f)	206,243	71,564	374,453	0.57%
John E. Berlin	53,621(d)(e)(f)	27,872	1,000	82,493	0.12%
Steven J. Ford	57,987(d)(e)(f)	131,513	39,962	229,462	0.35%
D. Christian Koch	62,996(d)(e)(f)	79,868	716	143,580	0.22%
16 directors and executive officers as a group				2,428,896	3.68%

(a)

Share equivalent units do not represent issued and outstanding Shares and have no voting power. The share equivalent units for the directors represent restricted stock unit awards and cash fees the directors elected to defer and invest in share equivalent units. The share equivalent units for the executive officers represent Shares earned under the Company's equity incentive plan the officers elected to defer under the Company's supplemental savings plan.

(b)

Includes 8,722 Shares held by Mrs. Callahan's husband. Mrs. Callahan disclaims beneficial ownership of these Shares.

(c)

Includes 10,400 Shares held by Mr. Munn's wife. Mr. Munn disclaims beneficial ownership of these Shares.

(d)

Includes Shares allocated as of December 31, 2014 to the accounts of the following executive officers participating in the 401(k) Plan: Mr. Roberts, 1,094 Shares; Mr. Altmeyer, 11,000 Shares; Mr. Berlin, 8,134 Shares; Mr. Ford, 5,247 Shares; and Mr. Koch, 895 Shares. Each participant in the 401(k) Plan has the right to direct the voting of Shares allocated to his account. Shares are held by the trustee of the 401(k) Plan in a commingled trust fund with beneficial interest allocated to each participant's account.

(e)

Includes restricted Shares as follows: Mr. Roberts, 75,365 Shares; Mr. Altmeyer, 27,182 Shares; Mr. Berlin, 19,391 Shares; Mr. Ford, 12,420 Shares; and Mr. Koch, 25,979 Shares. Restricted Shares have one vote per Share until such Shares have been held for a continuous period of four (4) years.

(f)

Excludes performance Shares awarded to the following executive officers: Mr. Roberts 75,365 performance Shares; Mr. Altmeyer, 14,225 performance Shares; Mr. Berlin, 10,330 performance Shares; Mr. Ford, 12,420 performance Shares; and Mr. Koch, 12,400 performance Shares. The performance Shares will be earned and paid to the executive officers in Shares following the expiration of the applicable performance period.

(g)

Includes 5,000 Shares held by Mrs. Webert's husband. Mrs. Webert disclaims beneficial ownership of these Shares.

PROPOSAL ONE:
ELECTION OF DIRECTORS

The Company's Restated Certificate of Incorporation provides for a classified Board of Directors under which the Board is divided into three (3) classes of directors, each class as nearly equal in number as possible.

Three directors are to be elected at the 2015 Annual Meeting. Each director will be elected to serve for a three-year term until the 2018 Annual Meeting and until his or her successor is elected and qualified. Directors will be elected by a plurality of the votes cast. Only votes cast for a nominee will be counted, except that the accompanying Proxy will be voted for the three nominees in the absence of instructions to the contrary. Abstentions, Shares held of record by a broker or its nominee ("broker Shares") for which the brokerage firm has not received express voting instructions from the beneficial owner and instruction on the accompanying Proxy to withhold authority to vote for one or more of the nominees will result in the respective nominees receiving fewer votes than if the votes were cast for the respective nominees. For voting purposes, proxies requiring confirmation of the date of beneficial ownership received by the Board of Directors with such confirmation not completed so as to show which Shares beneficially owned by the shareholder are entitled to five votes will be voted with one vote for each Share. See "Voting by Proxy and Confirmation of Beneficial Ownership" beginning on page 52. In the event any nominee is unable to serve (an event management does not anticipate), the Proxy will be voted for a substitute nominee selected by the Board of Directors or the number of directors will be reduced.

In 2014, the Board of Directors approved a recommendation by the Governance Committee to adopt an eighteen year term limitation for directors in addition to the existing policy that requires a director to submit his or her resignation upon a change in employment or significant change in responsibilities and at the Annual Meeting following the date when he or she reaches age 72. The new term limitation applies to all directors without any grandfathering of current directors. If elected as a director at the 2015 annual meeting, Mrs. Webert will reach the new term limitation in 2017. Therefore, Mrs. Webert is not expected to serve the full three-year term for which she is standing for election at the 2015 annual meeting.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" EACH OF THE FOLLOWING NOMINEES.

A. Business Experience of Directors

Nominees for Election

The following table sets forth certain information relating to each nominee, as furnished to the Company by the nominee. Except as otherwise indicated, each nominee has had the same principal occupation or employment during the past five years. All of the nominees are currently serving as directors and have agreed to serve if elected. However, as described above, Mrs. Webert is not expected to serve the full three-year term for which she is standing for election due to the eighteen year term limitation for directors approved in 2014.

Name	Age	Position with Company, Principal Occupation and Other Directorships	Period of Service as Director
James D. Frias	58	Executive Vice President, Treasurer and Chief Financial Officer (since January 2010) and Corporate Controller (from 2001 through 2009) of Nucor Corporation, manufacturer of steel and steel products for North America and international markets. Member of the Audit Committee of the Company.	February 2015 to date. Term expires 2015.
Lawrence A. Sala	52	President and Chief Executive Officer of Anaren, Inc., manufacturer of microwave electronic components and subsystems for satellite and defense electronics and telecommunications. Former director of Anaren, Inc. (from May 1995 to February 2014). Member of the Corporate Governance and Nominating and Audit Committees of the Company.	September 2002 to date. Term expires 2015.
Magalen C. Webert	63	Private investor. Member of the Governance and Nominating Committee of the Company.	May 1999 to date. Term expires 2015.

Directors with Unexpired Terms

The following table sets forth certain information relating to each director whose term has not expired, as furnished to the Company by the director. Except as otherwise indicated, each director has had the same principal occupation or employment during the past five years.

Name	Age	Position with Company, Principal Occupation and Other Directorships	Period of Service as Director; Expiration of Current Term
Robin J. Adams	61	Former Vice Chairman (from March 2012 to April 2013), Chief Financial Officer (from April 2004 to March 2012) and Chief Administrative Officer (from April 2004 to April 2013) and former member of the Board of Directors (from April 2005 to April 2013) of BorgWarner Inc., a leading, global supplier of highly engineered systems and components, primarily for vehicle powertrain applications. Prior to BorgWarner, Mr. Adams served as Executive Vice President Finance and Chief Financial Officer of American Axle & Manufacturing Holdings, Inc. from May 1993 to June 1999. Director of Accuride Corporation. Chairman of the Audit Committee and member of the Compensation Committee of the Company.	October 2009 to date. Term expires 2016.
Robert G. Bohn	61	Chairman (from January 2000 to February 2011) and President and Chief Executive Officer (from November 1997 to December 2010) of Oshkosh Truck Corporation, a manufacturer of specialty vehicles and bodies for access equipment, defense, fire and emergency and commercial uses. Director of Parker-Hannifin Corporation and The Manitowoc Company, Inc. Former director of Graco Inc. (from June 1999 to January 2008). Member of the Compensation and Corporate Governance and Nominating Committees of the Company.	April 2008 to date. Term expires 2017.
Robin S. Callahan	68	Past General Manager, Distribution and Marketing of International Business Machines Corporation, a computer manufacturer and provider of information technology services. Member of the Compensation and Corporate Governance and Nominating Committees of the Company.	May 1998 to date. Term expires 2016.

Name	Age	Position with Company, Principal Occupation and Other Directorships	Period of Service as Director; Expiration of Current Term
Terry D. Growcock	69	Chairman of the Board of Directors (from May 2007 to December 2008), Chairman and Chief Executive Officer (from February 2002 to April 2007), and President and Chief Executive Officer (from July 1998 to February 2002) of The Manitowoc Company, Inc., a multi-industry capital goods manufacturer. Director of Harris Corporation and Harsco Corporation. Chairman of the Corporate Governance and Nominating Committee and member of the Compensation Committee of the Company.	September 2008 to date. Term expires 2017.
Gregg A. Ostrander	62	Chairman, President and Chief Executive Officer (from April 2001 to January 2008) and President and Chief Executive Officer (from 1994 to April 2001) of Michael Foods, Inc., a national leader in egg products, refrigerated potatoes and branded cheese for food service and retail markets, including chain restaurants. Director of Hearthside Food Solutions LLC and former director of Arctic Cat Inc. (from April 1994 to August 2012), Birds Eye Foods, Inc. (from November 2005 to December 2009) and Michael Foods, Inc. (from April 2001 to June 2014). Chairman of the Compensation Committee of the Company and member of the Audit Committee of the Company.	August 2008 to date. Term expires 2017.
David A. Roberts	67	Chairman and Chief Executive Officer (since June 2007). Former Chairman (from April 2006 to June 2007) and President and Chief Executive Officer (from June 2001 to June 2007) of Graco Inc., a manufacturer of fluid handling systems and components used in vehicle lubrication, commercial and industrial settings. Director of Franklin Electric Co. (since October 2003) and Polypore International, Inc. (since July 2012) and former director of ADC Telecommunications, Inc. (from November 2008 to November 2010) and Arctic Cat Inc. (from August 2006 to March 2009).	June 2007 to date. Term expires 2016.

B. Specific Experience and Skills of Directors

The Board of Directors has identified nine specific areas of experience or attributes that qualify a person to serve as a member of the Board in light of the Company's businesses and corporate structure. The following table shows the experience or attributes held by each nominee and continuing member of the Board of Directors. The narrative discussion that follows the table describes the specific

experience, qualifications, attributes and skills of each nominee and continuing member of the Board of Directors.

	Notable Multi-Industry Experience	Significant Experience in Company Specific Industries*	Experience as Chair/ CEO of Multi-National Business	Experience as CFO of Multi-National Business	Meets Definition of "Audit Committee Financial Expert"	Experience with International Business Issues	Mergers & Acquisitions Expertise	Mfg. Experience	Corporate Governance Experience
Mr. Adams				ü	ü	ü	ü	ü	ü
Mr. Bohn	ü	ü	ü			ü	ü	ü	ü
Mrs. Callahan	ü				ü	ü		ü	ü
Mr. Frias	ü	ü		ü	ü	ü	ü	ü	ü
Mr. Growcock	ü	ü	ü			ü	ü	ü	ü
Mr. Ostrander	ü	ü	ü		ü	ü	ü	ü	ü
Mr. Roberts	ü	ü	ü			ü	ü	ü	ü
Mr. Sala	ü	ü	ü		ü	ü	ü	ü	ü
Mrs. Webert									ü

* Commercial construction, transmission belt, brake, foodservice, aerospace and/or defense.

Mr. Adams has twenty-seven years of experience with multi-national manufacturing companies with multiple business segment operating structures. As the principal financial officer of publicly traded companies for nineteen years prior to his retirement in April 2013, Mr. Adams gained significant experience with large merger and acquisition transactions. In addition, Mr. Adams served as a member of the board of directors of BorgWarner, Inc. for eight years and is thoroughly familiar with the duties and responsibilities of the audit and compensation committees of public company boards of directors.

Mr. Bohn served as Chief Executive Officer of Oshkosh Truck Corporation, a global manufacturer engaged in several businesses that are similar to the businesses conducted by the Company. In this position, Mr. Bohn has gained significant experience with merger and acquisition transactions and the evaluation of manufacturing opportunities in several countries.

Mrs. Callahan retired from IBM after twenty-seven years of service. At the time of her retirement, she was a member of the Worldwide Management Committee which was comprised of the top fifty executives at IBM. In her last three positions with IBM, Mrs. Callahan had global management responsibilities including general management direction for all small and medium business sales and marketing. She also held positions in finance and planning, including Corporate Director of Strategy Evaluations and Chief Financial Officer for one of the sales divisions, and supervised the manufacturing and development for the Financial Services Business Unit.

Mr. Frias has served as the principal financial officer for four years and has a total of more than twenty-four years of experience in treasury, finance and accounting positions with Nucor Corporation, one of the largest and most diversified steel and steel products companies in the world. In these positions, Mr. Frias has gained substantial experience with mergers and acquisitions, joint venture transactions, the development of new facilities and the commercialization of new technology.

Mr. Growcock has more than fourteen years of experience as a member of public company boards of directors and developed significant expertise during his career with merger and acquisition transactions, global procurement, lean manufacturing, international sales and marketing, global human resources, distribution and safety. Mr. Growcock is a member of the National Association of Corporate Directors and has participated in several board service training sessions conducted by that organization.

Mr. Growcock is thoroughly familiar with global trade and served as a member of the Advisory Committee to the United States Trade Representative for Trade Policy and Negotiations from 2005 to 2010.

Mr. Ostrander has served as the president, chief executive officer and chairman of a major food service company that produced products for food service distributors and chain restaurants. As the result of his service in those positions, Mr. Ostrander became thoroughly familiar with the food service industry, a significant business for the Company. He also has significant experience negotiating corporate merger and acquisition transactions and has served on the boards of directors of multiple public companies and their audit and compensation committees.

Mr. Roberts formerly served as the chief executive officer of Graco Inc., a company engaged in a global, multi-industry manufacturing business. Mr. Roberts' experience with Graco was a primary factor leading to his recruitment as the Chief Executive Officer of the Company and appointment as a member of the Board of Directors. The Board of Directors also believes that a representative of management should be a member of the Board. As the current Chief Executive Officer of the Company, Mr. Roberts is familiar with all of the Company's businesses and can provide insight on those businesses to the Board.

Mr. Sala is the President and Chief Executive Officer of Anaren, Inc., a leading provider of microelectronics, and microwave components and assemblies for the wireless and space and defense electronic markets. Anaren, Inc. has operations in the United States and China and generates approximately 50% of its sales outside the United States. Anaren, Inc. has completed numerous acquisitions during Mr. Sala's tenure.

Mrs. Webert and members of her family have been shareholders of the Company for thirty-nine years. Mrs. Webert is an investor in several other public and private companies, and she has significant board experience with non-profit entities, including Spring Street International School, Friday Harbor, Washington, Kent School, Kent, Connecticut and the Island Sunrise Foundation. Mrs. Webert's diverse experience gives added perspective to the Board of Directors.

C. Meetings of the Board and Its Committees

During 2014, the Board of Directors of the Company held nine (9) meetings and had three (3) standing Committees: (i) Audit, (ii) Compensation and (iii) Corporate Governance and Nominating. All incumbent directors attended at least 75% of all meetings of the Board and the committees of the Board on which they served during 2014.

The Audit Committee has the sole authority to appoint and terminate the engagement of the Company's independent registered public accounting firm. The functions of the Audit Committee also include reviewing the arrangements for and the results of the auditors' examination of the Company's books and records, internal accounting control procedures, the activities and recommendations of the Company's internal auditors, and the Company's accounting policies, control systems and compliance activities and monitoring the funding and investment performance of the Company's defined benefit pension plan. During 2014, the Audit Committee held six (6) meetings.

The Compensation Committee administers the Company's annual and long-term, stock based incentive programs and decides upon annual salary adjustments for various employees of the Company, including the Company's executive officers. During 2014, the Compensation Committee held three (3) meetings.

The Corporate Governance and Nominating Committee (the "Governance Committee") develops and maintains the Company's corporate governance guidelines, leads the search for individuals qualified to become members of the Board and recommends such individuals for nomination by the Board to be presented for shareholder approval at the Company's annual meetings, reviews the Board's compensation and committee structure and recommends to the Board, for its approval, directors to serve as members of each committee, discusses succession planning and recommends a new chief executive officer if a vacancy occurs. During 2014, the Governance Committee held two (2) meetings.

D. Committee Chair Rotation Guideline

The Board of Directors has adopted a Committee Chair rotation guideline. Under the guideline, effective as of the date of each annual shareholders meeting, a Committee Chair will relinquish his or her chairmanship. The guideline will result in each Committee Chair typically serving for three years. The Board of Directors believes bringing new leadership to each of the committees every three years will enhance the effectiveness of the committees. In accordance with this guideline, Mr. Ostrander succeeded Mr. Bohn as Chair of the Compensation Committee at the 2014 Annual Meeting, and it is expected that Mrs. Callahan will succeed Mr. Growcock as Chair of the Governance Committee at the 2015 Annual Meeting.

E. Remuneration of Directors

Lead Director. Stephen P. Munn serves as Lead Director. He was appointed Lead Director effective June 25, 2007. The Company pays Mr. Munn an annual retainer of $300,000 for his service as a member of the Board of Directors and as Lead Director. Mr. Munn does not receive any other compensation or stock or option awards for his service.

Mr. Munn entered into a retirement agreement with the Company in 2001, when he ceased serving as Chief Executive Officer of the Company. Under the retirement agreement, Mr. Munn became entitled to receive the following benefits from the Company when he retired on June 25, 2007: (i) continued medical insurance for Mr. Munn and his wife at the premium rates in effect from time-to-time for active employees; (ii) $450,000 in group term life insurance on Mr. Munn's life; and (iii) a supplemental pension benefit of $29,324 per month for the life of Mr. Munn and his wife.

Other Non-employee Directors. The Company paid an annual fee of $65,000 to each director (other than Mr. Munn and Mr. Roberts). The annual fee is determined by the Board of Directors. Each non-employee director may elect to receive the annual fee in cash or in Shares (or any combination of cash and Shares). Directors do not receive meeting attendance fees.

The Company also pays an annual fee for service on the Board's Committees. Each member of the Audit Committee received an annual fee of $15,000. The annual fee paid to each member of the Compensation and Governance Committees was $7,500. The Chairman of the Audit Committee received an additional annual fee of $15,000. The Chairman of the Compensation and the Governance Committees received an additional annual fee of $10,000. Beginning in 2015, the Chairman of the Governance Committee will serve as the Lead Director.

In addition to the annual retainer and committee fees, each director (other than Mr. Munn and Mr. Roberts) is eligible to participate in the Nonemployee Director Equity Plan. The Nonemployee Director Equity Plan provides for the grant of stock options, stock appreciation rights, restricted shares or units or other stock-based awards to non-employee directors. The Board administers the Nonemployee Director Equity Plan and has the discretionary authority to make all award decisions under the Plan. At the meeting of the Board of Directors held on February 5, 2014, the Board of Directors awarded each eligible director an award of 1,369 restricted stock units having a value of approximately $100,000 based on the closing price of the Company's common stock on the award date. Under the current policy of the Board, each new director receives an award of restricted stock units having a value of $50,000. All restricted stock units awarded to eligible directors are fully vested and will be paid in Shares of Company common stock after the director ceases to serve as a member of the Board, or if earlier, upon a change in control of the Company.

In December 2014, the Governance Committee reviewed the compensation payable to non-employee directors and a market analysis reported by Towers Watson, an independent compensation consulting firm. The Governance Committee recommended, and the Board approved, the following changes with respect to non-employee director compensation effective January 1, 2015: (i) a

$5,000 increase in the annual fee to the market median of $70,000, (ii) an increase in the annual equity portion of each director's pay to $120,000 from the current $100,000 level and (iii) a $20,000 increase in the retainer for the Chair of the Governance Committee for the additional responsibilities associated with serving as Lead Director. There were no other changes to the fees paid for service on the Board's Committees.

The Company also maintains the Deferred Compensation Plan for Non-Employee Directors. Under the Deferred Compensation Plan, each non-employee director of the Company is entitled to defer up to 100% of the cash fees otherwise payable to him or her. Each participant can direct the "deemed investment" of his or her account among the different investment funds offered by the Company from time to time. The investment options include (i) a fixed rate fund and (ii) Share equivalent units. All amounts credited to a participant's account under the Deferred Compensation Plan are 100% vested and generally will be paid or commence to be paid after the participant terminates service as a director. At the participant's election, payments can be made in a lump sum or in quarterly installments. Payments under the Deferred Compensation Plan are made in cash from the Company's general assets.

The Board of Directors has adopted stock ownership guidelines for non-employee directors. The guidelines require each non-employee director to own Shares, restricted stock units and Share equivalent units under the Deferred Compensation Plan having a market value equal to $325,000 within five years of his or her becoming a director. The ownership level equals five times the current $65,000 annual cash retainer payable to directors. Once the required market value ownership level is achieved, no further purchases are required in the event the value of the Shares held by a director fall below the ownership level due solely to a decrease in the market value of the Shares. All of the directors owned as of December 31, 2014 the number of Shares, restricted stock units and Share equivalent units required by the ownership guidelines as amended. The ownership guidelines prohibit any director from using Shares as collateral for any purpose or engaging in short sales or hedging transactions involving Shares. The Board approved an increase in the director stock ownership guidelines to $420,000 effective January 1, 2015. The increased ownership level equals six times the $70,000 annual cash retainer payable to directors beginning in 2015.

The Company does not make payments (or have any outstanding commitments to make payments) to director legacy programs or similar charitable award programs.

The following table summarizes the compensation paid to Mr. Munn, the Lead Director, and each other non-employee director for his or her service to the Board and its committees during 2014.

Because Mr. Frias was appointed to the Board in February 2015, he did not receive any compensation in 2014.

Director Compensation Table

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	Option Awards(3)	Total ($)
Robin J. Adams	$ 102,500	$ 100,000	$ 0	$ 202,500
Robert G. Bohn	$ 85,000	$ 100,000	$ 0	$ 185,000
Robin S. Callahan	$ 87,500	$ 100,000	$ 0	$ 187,500
Terry D. Growcock	$ 90,000	$ 100,000	$ 0	$ 190,000
Stephen P. Munn	$ 300,000	$ 0	$ 0	$ 300,000
Gregg A. Ostrander	$ 92,500	$ 100,000	$ 0	$ 192,500
Lawrence A. Sala	$ 87,500	$ 100,000	$ 0	$ 187,500
Magalen C. Webert	$ 72,500	$ 100,000	$ 0	$ 172,500

(1) The following directors received a portion of their annual fee in Shares: Mr. Adams 390 Shares, Mr. Growcock 390 Shares, Mr. Ostrander 195 Shares and Ms. Webert 195 Shares.

(2) The value of the awards shown in the table is equal to the grant date fair value of 1,369 restricted stock units awarded to the directors on February 5, 2014 computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (excluding any effect of estimated forfeitures). Note 5 to the Company's consolidated financial statements included in the 2014 Annual Report on Form 10-K contains more information about the Company's accounting for stock-based compensation arrangements, including the assumptions used to determine the grant date fair value of the awards.

(3) As of February 27, 2015 the directors listed in the Director Compensation Table held options to acquire Shares granted to them under the Company's stock-based compensation plans, all of which are fully vested and exercisable, as follows:

Grant Date	Option Exercise Price	Total Outstanding

Mr. Sala	02/08/06	$	34.43	4,000
	02/07/07	$	41.87	4,000
Total				8,000
Mrs. Webert	02/08/06	$	34.43	4,000
	02/07/07	$	41.87	4,000
Total				8,000

F. Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors, and persons who beneficially own more than ten percent (10%) of the Company's equity securities, to file reports of security ownership and changes in such ownership with the Securities and Exchange Commission (the "SEC"). Executive officers, directors and greater than ten-percent

beneficial owners also are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. Based solely upon a review of copies of such forms and written representations from its executive officers and directors, the Company believes that all Section 16(a) filing requirements were complied with on a timely basis during and for 2014.

G. Corporate Governance Matters

Board Leadership Structure. Mr. Roberts, as Chairman, leads the Board of Directors. Mr. Roberts is also the Chief Executive Officer of the Company. The Board of Directors believes that having Mr. Roberts serve as both Chairman of the Board of Directors and Chief Executive Officer shows management and all others who may deal with the Company that Mr. Roberts has full discretionary power and authority to lead the Company.

The Board of Directors does not believe that having Mr. Roberts serve as both Chairman and Chief Executive Officer adversely affects the independence of the Board. Currently, all of the Company's directors (other than Mr. Roberts) and each member of the Audit, Compensation and Governance Committees meet the independence requirements of the New York Stock Exchange. Therefore, independent directors directly oversee such critical matters as the integrity of the Company's financial statements, the compensation of executive management, the selection and evaluation of directors and the development and implementation of the Company's corporate governance policies and structures. In addition, the Compensation Committee conducts an annual performance review of Mr. Roberts and, based upon this review, approves his compensation, including base salary, annual incentive and equity compensation.

The Board of Directors acknowledges that independent Board leadership is important, and for this reason, the Board has appointed a Lead Director, whose duties closely parallel the role of an independent Chairman of the Board of Directors, to ensure an appropriate level of independent oversight for Board of Director decisions. Mr. Munn, the current Lead Director, has the following responsibilities: (i) chair all meetings of the Board of Directors at which the Chairman is not present and all executive sessions of the Board of Directors; (ii) liaise between the Chairman and independent directors; (iii) consult with the Chairman concerning (a) information to be sent to the Board of Directors, (b) meeting agendas, and (c) meeting schedules to ensure appropriate time is provided for all agenda items; (iv) call meetings of independent directors as required; and (v) be available when appropriate for consultation, including shareholder communications. In addition, the independent directors meet in executive session at every regularly scheduled meeting of the Board of Directors. The Board of Directors believes that the existence of a Lead Director, the scope of the Lead Director's responsibilities and the regularly scheduled executive sessions of the independent directors all support strong corporate governance principles and allow the Board to effectively fulfill its fiduciary responsibilities to shareholders.

Mr. Munn, who currently serves as the Lead Director, will retire from the Board of Directors on the date of the 2015 Annual Meeting in accordance with the Board's retirement policy. Based on a recommendation of the Governance Committee, the Board of Directors agreed that following Mr. Munn's retirement, the Lead Director will be the director then serving as Chair of the Governance Committee. Accordingly, following the 2015 Annual Meeting, Mrs. Callahan will serve as the Lead Director.

Board's Role in Risk Oversight. Risk management is a significant component of management's annual strategic and operating planning processes. The Company has adopted an enterprise risk management program to identify and mitigate enterprise risk. Under the program, each operating business is required to identify risks to its business and prepare a detailed plan to mitigate those risks. The division presidents present the plans to executive management as part of their strategic and

operating plans. Over the course of each fiscal year, the division presidents provide similar presentations to the Board of Directors at the meetings covering the Company's business plans.

The Compensation Committee has reviewed and discussed a report prepared by the Compensation Committee's compensation consultant regarding the relationship between the Company's compensation practices and risk. After reviewing and discussing the report, the Compensation Committee concluded that the Company's compensation practices are not reasonably likely to have a material adverse effect on the Company and do not encourage inappropriate risk taking. The Committee's conclusion was based on the following:

Annual cash bonuses are capped at 200% of base salary for the Chief Executive Officer and from 150% to 170% of base salary for the other named executive officers. These caps are in line with competitive practice and ensure there is an appropriate balance between base salary and performance-based incentive compensation.

Annual cash bonuses are based on multiple balanced performance metrics.

The threshold, target and maximum performance levels for each of the annual cash bonus performance metrics are based on prior year performance adjusted to reflect the current year Company business plan, which has been reviewed and approved by the Board of Directors, and general market expectations. The Company's Chief Financial Officer actively participates in the Compensation Committee meetings during which the performance levels are set and the performance results are verified.

The annual cash bonus payout curve from threshold to maximum is a straight line (linear) progression.

The target grant value of the Company's long-term, stock based awards are also fixed at 300% of base salary for the Chief Executive Officer and 150% of base salary for the other named executive officers. These fixed target grant values are in line with competitive practice.

The stock based awards include an equally-weighted mix of stock options, restricted stock and performance Shares that are subject to longer term, three year vesting periods and performance Shares that are earned over a three year performance period.

The Compensation Committee has adopted a stock ownership policy that requires significant stock ownership by the Company's executives.

The Company has adopted guiding principles that govern plan design. The compensation programs are documented, communicated and monitored on a consistent basis.

The Compensation Committee will conduct assessments of the relationship between the Company's compensation practices and risk periodically and in connection with the adoption of any new material compensation programs or any material changes to existing compensation programs.

Independence. The Board recognizes the importance of director independence. Under the rules of the New York Stock Exchange, to be considered independent, the Board must determine that a director does not have a direct or indirect material relationship with the Company. Moreover, a director will not be independent if, within the preceding three (3) years: (i) the director was employed by the Company or receives $100,000 per year in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service; (ii) the director was a partner of or employed by the Company's independent auditor; (iii) the director is part of an interlocking directorate in which an executive officer of the Company 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, the Company 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 the categories in (i) (iv).

The Board has determined that nine (9) of the Company's ten (10) directors are independent under these standards. The independent directors are as follows: Robin J. Adams, Robert G. Bohn, Robin S. Callahan, James D. Frias, Terry D. Growcock, Stephen P. Munn, Gregg A. Ostrander, Lawrence A. Sala, and Magalen C. Webert. Mr. Munn, the current Lead Director, was employed as an executive officer of the Company and served as Chairman of the Board through June 25, 2007. Mr. Munn became an independent director under the Board's director independence standards as of June 26, 2010, three (3) years after his retirement from employment with the Company.

The Board has determined that David A. Roberts, the Company's Chairman and Chief Executive Officer, is not independent due to his employment by the Company.

In addition, each of the directors serving on the Audit, Compensation and Governance Committees are independent under the standards of the New York Stock Exchange.

Related Party Transactions. The Board has adopted a written policy concerning the review, approval and monitoring of transactions involving the Company and "related persons" (directors, nominees and executive officers or their immediate family members, or shareholders owning five percent (5%) or greater of the Company's outstanding Shares). The policy covers any transaction exceeding $120,000 in which the related person has a direct or indirect material interest. Related person transactions must be approved by the Governance Committee which will approve the transaction only if it determines that the transaction is in the best interests of the Company.

In 2014, in accordance with the requirements of the related party transaction policy, the Governance Committee reviewed the fleet management services Emkay Incorporated provides to Carlisle Construction Materials. The Company paid Emkay a management fee of approximately $50,000 and reimbursed Emkay for pass-through costs, such as fuel, taxes and vehicle depreciation, for Emkay's services, which in total exceeded $120,000. Emkay has provided fleet management services as a preferred vendor to Carlisle Construction Materials since 1997. A brother-in-law of Mr. Roberts (the Company's Chairman and Chief Executive Officer) is a senior officer and more than ten percent owner of Emkay Incorporated. The Governance Committee reviewed all of the material facts related to the services provided by Emkay and ratified all transactions that occurred during 2014. The Governance Committee will continue to review annually the Company's business relationships with Emkay.

Meetings of Independent Directors. At the conclusion of each of the regularly scheduled Board meetings, the independent directors of the Board meet in executive session without management. The Lead Director presided at each executive session.

Statement of Corporate Governance Guidelines and Principles. The Company has adopted a Statement of Corporate Governance Guidelines and Principles and has published the Statement on its website: www.carlisle.com. The Company will provide without charge a copy of the Statement to any shareholder upon written request mailed to the attention of the Company's Secretary at 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277.

Charters. The Company has adopted Charters for each of its Audit, Compensation and Governance Committees and has published the Charters on its website: www.carlisle.com. The Company will provide without charge a copy of the Charters to any shareholder upon written request mailed to the attention of the Company's Secretary at 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277.

Code of Ethics. The Company's Business Code of Ethics is published on its website: www.carlisle.com. The Company will provide without charge a copy of the Business Code of Ethics to

any shareholder upon written request mailed to the attention of the Company's Secretary at 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277.

Communications with Board of Directors. Any interested party may communicate with the Board of Directors or with the non-management directors as a group by writing to the Company's Secretary at Carlisle Companies Incorporated, 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277, Attention: Secretary. Any written communication will be forwarded to the Board for its consideration.

Attendance at Annual Meeting. Directors are not required to attend the Company's Annual Meeting of Shareholders. However, all directors attended the 2014 Annual Meeting. All directors are planning to attend the 2015 Annual Meeting.

Nomination Process. At its February, 2003 meeting, the Board established a Governance Committee. All directors serving on the Committee are "independent" under the standards established by the New York Stock Exchange.

As more fully described in its Charter, the Governance Committee assists the Board by identifying individuals qualified to be directors and recommending such individuals be nominated by the Board for election to the Board by the shareholders. Director nominees should possess the highest personal and professional integrity, ethics and values, and be committed to representing the long-term interests of the Company's shareholders. Nominees should also have outstanding business, financial, professional, academic or managerial backgrounds and experience. Each nominee 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 Governance Committee and the Committee will determine whether such service will create a conflict of interest and/or prevent the director from fulfilling his or her responsibilities.

The Governance Committee has not adopted a policy with regard to the consideration of diversity in identifying director nominees. However, the Committee values what diversity brings to the Board of Directors and has consistently included diversity as a desired qualification when conducting searches for director nominees. The Committee's emphasis on diversity has produced a Board of Directors with broad diversity in qualifications and two female members.

The source of director candidates may include: other directors, management, third-party search firms and security holders. Security holders may submit director recommendations to the Governance Committee by writing to the Company's Secretary at Carlisle Companies Incorporated, 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277, Attention: Secretary. The writing should include whatever supporting material the security holder considers appropriate and should address the director nominee characteristics described above and must be received at least 120 days prior to the applicable Annual Meeting. The Company has not retained a third-party search firm to identify candidates at this time, but may do so in the future in its discretion.

EXECUTIVE OFFICER
COMPENSATION DISCUSSION AND ANALYSIS

This section contains an in-depth description and analysis of the Company's executive compensation policies and practices and the compensation earned by the Company's most senior executives (referred to as "named executives" or "named executive officers" in this section) under those policies and practices. The Compensation Committee of the Board of Directors administers the Company's compensation policies and practices for all executive officers of the Company, including the named executives.

As you review this section, you will see that the Compensation Committee has adopted compensation policies and practices that (i) link pay and performance with Company executives having the opportunity to earn substantial compensation over and above their base salaries based on the Company's performance or the market value of the Company's Common Stock, (ii) align the interests of the Company's executives and shareholders, (iii) are transparent and easy to communicate to the Company's executives and shareholders, and (iv) provide a valuable retention tool for key executive talent.

A. Executive Summary

The Company remains focused on achieving its long-term strategic goals of $5 billion in sales, 30% global sales, 15% operating margins, 15% working capital as a percent of sales and 15% return on invested capital. The Company's executive compensation program is directly linked to these key financial goals by awarding annual incentive compensation based on the level of performance achieved. The executive compensation program provides a further link between executive pay and shareholder interests by including performance Shares in the long-term stock-based awards made under the program. The performance Shares are earned based on the total return to the Company's shareholders (share appreciation plus dividends) relative to the total shareholder return of the companies comprising the S&P 400 MidCap Index® over a three year performance period.

The Company completed a number of strategic actions in 2013-14 to move the Company closer to achieving its long-term goals. At the end of 2013, the Company completed the sale of Carlisle Transportation Products, and in October 2014 the Company entered into a definitive agreement to acquire the liquid finishing systems and products business from Graco Inc., a business that fits the strategic criteria we established for reinvesting the proceeds from the sale of the Transportation Products segment. In addition, the Company appointed a Chief Operating Officer as part of its succession planning program.

The following tables summarize the Company's 2014 financial performance and the absolute and relative total return to the Company's shareholders during 2014 and the two- and three- year periods ending in 2014.

Annual Incentive Performance Measures

	2014	2013	Percentage Change
Sales	$ 3.204 billion	$ 2.943 billion	8.9%
Net Earnings	$ 251.7 million	$ 235.2 million	7.0%
Global Sales	$ 762.3 million	$ 682.2 million	11.7%
EBIT Margin	12.7%	12.5%	2.2%
Working Capital as a % of Sales(1)	18.3%	18.9%	(3.2)%

(1)

Average working capital (defined as the average of the quarter-end balances, excluding current year acquisitions, of receivables, plus inventory less accounts payable) as a percentage of annual sales (defined as net sales from continuing operations, excluding current year acquisitions).

Share Price Performance

	Return		
Benchmark	**2014**	**2013 - 2014**	**2012 - 2014**
S&P 500 Index®	11.4%	44.4%	63.7%
S&P 400 MidCap Index®	8.2%	42.3%	65.2%
General Industry Peer Group Index(1)	(1.1)%	38.2%	64.1%
Carlisle	**13.7%**	**53.6%**	**103.7%**

(1) The members of the General Industry Peer Group Index are Crane Co., Danaher Corp., Dover Corp., Emerson Electric Co., General Electric Company, Harsco Corp., Illinois Tool Works Inc., Ingersoll-Rand plc, ITT Corp., Parker Hannifin Corp., Pentair, Inc., Roper Industries, Inc., SPX Corp., Teleflex Inc., Textron Inc., and United Technologies Corp.

Approximately 96% of the Shares voted at the 2014 Annual Meeting were cast in favor of a resolution approving the compensation earned by the named executive officers under the program in 2013 (the "say on pay vote"). Because of the strong support the executive compensation program received at the 2014 Annual Meeting, the Compensation Committee did not make significant changes in the principal features of the executive compensation program for 2014. As described in this section, the Compensation Committee took the following compensation actions in 2014 with respect to the named executives:

Increased the base salaries of the named executive officers in line with market conditions, as described on page 22;

Paid 2014 annual incentive awards ranging from 123% to 167% of the target award levels based upon Company-wide or Company business unit performance, as described on pages 22 through 25;

Paid performance Shares for the three-year performance period ending in 2014 at 191% of the target level based on Carlisle's total shareholder return during the period ranking in the 73rd percentile of the S&P 400 MidCap Index®; and

Issued long-term incentive compensation awards, as described on pages 25 through 27.

The Company's shareholders will have the opportunity to provide feedback to the Board of Directors on the Company's executive compensation program through the say-on-pay vote at the 2015 Annual Meeting. The Compensation Committee encourages all Company shareholders to carefully review this section and the disclosure tables that follow this section prior to casting their votes on the 2015 say-on-pay proposal.

B. Roles of Compensation Committee, Compensation Consultant and Executive Officers in Determining Executive Compensation

The Compensation Committee renewed its engagement of Towers Watson as the executive compensation consultant to the Committee for 2014. Towers Watson provides no services to the Company or its management other than services related to the Company's executive and non-employee director compensation programs. The Compensation Committee has determined that Towers Watson is independent from the

Company and its executive officers and the services provided by Towers Watson do not raise any conflict of interest.

In 2014, Towers Watson provided to the Compensation Committee a report on executive pay market highlights and trends in pay levels and practices, a review of 2014 "say-on-pay" votes conducted by public companies during the 2014 proxy season, an update of proxy advisor policies, a pay-for performance survey and an overview of legal and regulatory developments.

The Compensation Committee also receives input from Company management in connection with the administration of the Company's executive compensation program. Mr. Roberts, the Company's Chairman and Chief Executive Officer, recommended base salary increases for the named executive officers, and the Compensation Committee approved that recommendation. In addition, Mr. Roberts provides input to the Compensation Committee about the performance measures to be used for determining the 2014 annual incentive compensation awards, the threshold, target and maximum performance levels for the performance measures and the weighting of each performance measure.

Mr. Ford, the Company's Chief Financial Officer, provided information and analysis to the Compensation Committee about the financial performance of the Company for the 2014 fiscal year and each of the Company's operating businesses for which a named executive officer was responsible. The Compensation Committee used the information and analysis provided by Mr. Ford in determining the annual incentive compensation awards earned by the executives for 2014.

C. Philosophy and Material Elements of Executive Compensation Program

The material elements of the total direct compensation provided to executives under the Company's program are (i) base salary, (ii) a target annual cash bonus opportunity expressed as a percentage of each executive's base salary and (iii) a long-term, stock-based award, the expected value of which is also expressed as a percentage of base salary. While each element of compensation paid to executive officers is significant, the annual cash bonus and long-term, stock-based awards have the potential to be the largest amounts of the total compensation paid to executive officers.

The following table shows the guiding principles for the Company's executive compensation program and how the program complies with these principles:

Principle	How the Program Complies
Provide competitive compensation opportunities.	Total pay is targeted at the median of general industry companies similar in size to the Company. Above target performance results in above median pay; below target performance results in below median pay.
Reward performance that is consistent with key strategic and shareholder goals.	Annual incentive plan incorporates earnings and other financial measures aligned with shareholder interests. Performance share awards incorporate total shareholder return as a performance measure. Inappropriate risk taking is not encouraged.
Balance performance measures and, where appropriate, emphasize overall corporate, operating business and division performance.	Annual incentive plan incorporates corporate and operating business and division level performance measures.

Serve as a retention tool for key executive talent, provide a balance of liquidity and reward executives for superior performance.	Program provides a mix of base salary, annual incentives tied to performance and stock-based awards with vesting restrictions. Performance share awards incorporate total shareholder return as a performance measure.
Transparent, simple to administer and easy to communicate.	Formula based structure includes pre-set performance measures, weightings and timing.

Compensation Benchmarking

The Compensation Committee periodically benchmarks executive compensation to ensure the compensation provided to Company executive officers is reasonable and competitive with the market. Compensation was last benchmarked in 2013.

Base Salaries

Base salaries provide a baseline level of compensation to executive officers for carrying out the day-to-day duties and responsibilities of their positions.

The Compensation Committee reviews and adjusts base salary levels each year. During the review and adjustment process, the Compensation Committee considers:

- the duties and responsibilities of each executive officer position;
- the executive officer pay relative to the base salaries of senior officers and other employees of the Company; and
- whether the base salary levels are competitive, based on a comparison of the current base salary with the market base salary.

The Committee reviews the named executive officer base salaries in December each year. Any base salary increases approved in December become effective for the succeeding fiscal year. In December 2014 the Company approved increases for the named executives as follows effective for the 2015 fiscal year:

Executive	2014 Base Salary	2015 Base Salary	% Increase
Mr. Roberts	$ 1,260,000	$ 1,325,000	5.2%
Mr. Ford	$ 625,000	$ 650,000	4.0%
Mr. Koch*	$ 750,000	$ 780,000	4.0%
Mr. Altmeyer	$ 720,000	$ 742,000	3.0%
Mr. Berlin	$ 500,000	$ 600,000	20.0%

* The Board of Directors elected Mr. Koch as President and Chief Operating Officer effective May 6, 2014. In connection with Mr. Koch's promotion, the Compensation Committee increased Mr. Koch's base salary from $575,000 to $750,000.

The Committee approved the increases after it reviewed trends in the market which indicated projected average executive salary increases of 4.0%. Mr. Berlin received a larger base salary increase due to the growth in size of the Carlisle Interconnect Technologies business for which he is responsible and the outstanding operating performance of the business.

2014 Annual Incentive Compensation Awards

The Company's executive officers earned annual incentive compensation under the program for 2014 based on the overall performance of the Company or a Company business unit compared to pre-established performance measures.

The Compensation Committee first established a target annual incentive award expressed as a percentage of each named executive's base salary. The 2014 target awards were set at the same level as the 2013 target awards 100% of base salary for the Chief Executive Officer and 75% of base salary for the other named executives.

The Compensation Committee then selected the performance measures on which the 2014 annual incentive awards would be based. The measures for the 2014 annual incentive awards to Mr. Roberts, Chief Executive Officer, Mr. Koch, Chief Operating Officer, and Mr. Ford, Chief Financial Officer were the Company's consolidated (i) sales, (ii) global sales, (iii) earnings, (iv) EBIT margin and (v) working capital as a percentage of sales. The measures adopted for the 2014 annual incentive awards for each of the other named executive officers were (i) sales, (ii) global sales, (iii) EBIT margin and (iv) working capital as a percentage of sales, in each case, of the business for which the executive has responsibility and the Company's consolidated earnings. For Carlisle Interconnect Technologies, the Compensation Committee increased from 25% to 30% the relative weighting of the EBIT margin and decreased from 10% to 5% the relative weighting of the global sale performance measure. The Committee made these adjustments because the global sales of Carlisle Interconnect Technologies currently exceed the corporate goal of 30% and to place more emphasis on achieving the long-term corporate goal of EBIT margins of 20% or more. The Compensation Committee believes that each of these performance measures tracks whether the Company and its core businesses are operating efficiently and with a view toward long-term, sustainable growth in the United States and abroad. The Compensation Committee believes that superior performance under these measures will ultimately benefit Company shareholders through increased profits, dividends and Share value.

Finally, the Compensation Committee established threshold, target and maximum levels of performance for each of the measures and determined that 50% of the target annual incentive award would be paid for threshold level performance, 100% of the target annual incentive award would be paid for target level performance and 200% of the target annual incentive award would be paid for performance at or above the maximum level. Under the program adopted by the Compensation Committee, the Company's performance under each of the measures was independently determined from the other measures, so that an annual incentive award was determined for the actual level of performance under each measure. The annual incentive awards under each measure were combined to determine the aggregate annual incentive award.

The Compensation Committee approved threshold, target and maximum performance levels in December 2013 based on the Company's 2013 actual performance. The 2014 target performance levels for sales, earnings and global sales were set at 105% of 2013 actual performance. The 2014 target performance levels for operating margin and working capital as a percent of sales were set at 100% of 2013 actual performance. The following tables show the threshold, target and maximum performance levels for each of the performance measures established by the Compensation Committee for 2014 as well as the Company's actual performance in 2014 and 2013. The 2013 actual performance shown below excludes the 2013 operating results of Carlisle Transportation Products which was sold on December 31, 2013.

In connection with Mr. Koch's promotion to President and Chief Operating Officer in May 2014, the Compensation Committee increased Mr. Koch's 2014 target award from 75% to 85% of his base salary and changed the measures for his 2014 annual incentive award to the consolidated Company performance measures shown below.

Consolidated Company Performance Measures
Used for 2014 Annual Incentive Awards to Mr. Roberts, Mr. Koch and Mr. Ford

Performance Measure	Performance Levels Established by the Compensation Committee			Actual Performance	
	Threshold	Target	Maximum	2014	2013
Sales (25% weighting)	$ 2.796 billion	$ 3.090 billion	$ 3.385 billion	$ 3.204 billion	$ 2.943 billion
Earnings (35% weighting)	$ 223.4 million	$ 247.0 million	$ 270.5 million	$ 251.7 million	$ 235.2 million
Global Sales (10% weighting	$ 648.1 million	$ 716.3 million	$ 784.5 million	$ 762.3 million	$ 682.2 million
EBIT Margin (10% weighting)	12.0%	12.5%	13.0%	12.7%	12.5%
Working Capital as a % of Sales (20% weighting)	19.9%	18.9%	17.9%	18.3%	18.9%

Carlisle Construction Materials ("CCM") Performance Measures
Used for 2014 Annual Incentive Award to Mr. Altmeyer

Performance Measure	Performance Levels Established by the Compensation Committee			Actual Performance	
	Threshold	Target	Maximum	2014	2013
CCM EBIT Margin (20% weighting)	14.0%	15.0%	16.0%	13.9%	14.9%
CCM Sales (25% weighting)	$ 1.688 billion	$ 1.865 billion	$ 2.043 billion	$ 1.935 billion	$ 1.777 billion
CCM Working Capital as a Percentage of Sales (15% weighting)	18.3%	17.3%	16.3%	16.4%	17.3%
CCM Global Sales (10% weighting)	$ 238.5 million	$ 263.7 million	$ 288.8 million	$ 292.6 million	$ 251.1 million
Consolidated Earnings (30% weighting)	$ 223.4 million	$ 247.0 million	$ 270.5 million	$ 251.7 million	$ 235.2 million

Carlisle Interconnect Technologies ("CIT") Performance Measures
Used for 2014 Annual Incentive Award to Mr. Berlin

Performance Measure	Performance Levels Established by the Compensation Committee			Actual Performance	
	Threshold	Target	Maximum	2014	2012
CIT EBIT Margin (30% weighting)	15.0%	16.0%	17.0%	19.8%	15.5%
CIT Sales (25% weighting)	$ 548.8 million	$ 606.6 million	$ 664.4 million	$ 669.1million	$ 577.7 million
CIT Working Capital as a Percentage of Sales (20% weighting)	22.7%	21.7%	19.7%	21.3%	21.7%

CIT Global Sales (5% weighting)	$ 215.0 million	$ 237.6 million	$ 260.2 million	$ 257.4 million	$ 226.3 million
Consolidated Earnings (20% weighting)	$ 223.4 million	$ 247.0 million	$ 270.5 million	$ 251.7 million	$ 235.2 million

Based on the performance measures established by the Compensation Committee for 2014 and the Company's actual performance, the named executives earned 2014 annual incentive awards as follows:

Executive	2014 Annual Incentive Award ($)(1)	2014 Annual Incentive Award (% of base salary)	2014 Annual Incentive Award (% of target incentive award)
Mr. Roberts	$ 1,783,000	142%	142%
Mr. Ford	$ 663,300	106%	142%
Mr. Koch	$ 902,100	120%	142%
Mr. Altmeyer	$ 662,700	92%	123%
Mr. Berlin	$ 627,800	126%	167%

(1) These amounts are also reported in the "Non-Equity Plan Incentive" column of the Summary Compensation Table on page 31.

2014 Long-Term, Stock-Based Awards

The Compensation Committee makes annual stock-based awards one time each year at the Committee's regularly-scheduled February meeting. All stock-based awards are made under the Company's Executive Incentive Program which imposes certain restrictions, described below, on the terms of the awards.

In February 2014, the Committee awarded stock options and restricted Shares to the named executives in the amount shown in the Grants of Plan Based-Awards Table on page 33. The number of Shares included in the 2014 awards was determined using a formula-based approach. First, the Compensation Committee established a target award opportunity, expressed as a percentage of base salary, for the named executives based on each executive's position and the market median long-term incentive award for that position. The Committee used the same target award opportunity for the 2014 awards as it has used in since 2009: 300% of base salary for the Chief Executive Officer and 150% of base salary for the other named executives.

The Compensation Committee then determined the appropriate blend of the types of equity awards to be included in each named executive's stock-based award. In 2010, the Committee changed the blend of equity awards from stock options and time-vested restricted stock (each weighted 50%) to stock options, performance Shares and time-vested restricted stock (each weighted 33$^{1}/_{3}$%) and elected to use the same blend of stock-based awards in 2014 for all the named executives other than Mr. Roberts to support the Company's pay for performance programs and the alignment of executive and shareholder interests. The Compensation Committee did not include stock options having a ten year term in Mr. Roberts' 2014 annual stock-based awards due to his contemplated retirement within the ten year option term. For this reason, Mr. Roberts' award was comprised of performance Shares and time-vested restricted stock (each weighted 50%).

The stock options awarded in February 2014 will vest in equal annual installments over three years. The restricted stock awarded in 2014 will become vested on the December 31 immediately preceding the third anniversary of the award date.

The performance Shares awarded in 2014 will be earned based on the total return to the Company's shareholders (share appreciation measured using the average of the closing market prices for a Share for the first ten and last ten trading days of the performance period plus dividends) relative

to the total shareholder return of the companies comprising the S&P 400 MidCap Index® over the three year performance period ending December 31, 2016 in accordance with the following table:

Relative Total Shareholder Return	Percentage of Performance Shares Earned
Below 25th percentile	0%
25th percentile	50%
50th percentile	100%
75th percentile or above	200%

If the Company's total shareholder return falls between the 25th and 50th percentile or between the 50th and 75th percentile, the number of performance Shares earned will be determined by linear interpolation. Dividends will accrue during the three year performance period and will be paid on performance Shares that are earned.

The Company's 2014 total shareholder return of 17.3% resulted in a ranking for the year at the 64th percentile. Based on that percentile, approximately 155% of the performance Shares awarded in 2014 would have been earned if the performance period had ended on December 31, 2014.

Each stock option was valued at $19.15 and each restricted Share and performance Share was valued at $73.08 to calculate the number of shares included in the awards. The value of each type of award was based on the market price of the Company's common stock on the award date. The total expected value of each named executive's annual stock-based award was divided equally among the types of awards the executive received.

The Committee included options in the awards to encourage the named executives (other than Mr. Roberts) to increase shareholder value over the ten year term of the options. The Committee included restricted Shares in the awards not only to encourage the named executives to increase shareholder value but also to remain employed with the Company. The Committee added performance Shares to further link executive compensation to the performance of the Company and align the interests of the executives with the Company's shareholders.

In connection with Mr. Koch's promotion to President and Chief Operating Officer in May 2014 and the realignment of the Company's senior leadership group, Messrs. Koch, Altmeyer and Berlin received a supplemental grant of restricted Shares. The grant date value of the restricted Share awards were $1,125,000 for Mr. Koch, $1,100,000 for Mr. Altmeyer and $750,000 for Mr. Berlin. The restricted Shares vest in full on the third anniversary of the award date, or upon their earlier death, disability or retirement or a change in control of the Company. The Compensation Committee approved these grants subject to each grantee's entering into a non-competition agreement prohibiting the grantee from competing with the Company for one year following his termination of employment. The Compensation Committee also determined that any future stock-based grants to the Company's senior management (approximately 25 employees) would contain a similar non-competition agreement requirement.

The Company's Executive Incentive Program contains certain restrictions on the terms of all stock-based awards. For example, all stock options must be granted with an option exercise price that is equal to or greater than the fair market value of the Shares on the date of award. The Program also expressly prohibits re-setting the option exercise price of stock options. These restrictions ensure that any options awarded under the Program will have value to the executives only if the market price of the Shares increases after the date of the award. The Program further requires that restricted Share awards must be subject to a restriction period of at least two (2) years during which the Shares are subject to a substantial risk of forfeiture and may not be transferred. Finally, the Program provides an annual limit on the size of awards. Currently, no executive may receive in any one fiscal year period an

award of options to acquire more than 300,000 Shares or an award of more than 100,000 stock-based awards that become vested based on performance.

The Compensation Committee has never altered the timing of stock-based awards to take advantage of non-public information. The Committee is aware that the February meeting during which it makes annual stock-based awards precedes the date the Company releases its fourth quarter and annual financial results. The Committee is also aware that the release will usually affect the market value of the Company's stock and the underlying value of the stock-based awards made to executives at the February meeting. The Committee believes that executives will not necessarily gain over the long run from the short term benefit of a positive release because the Company's stock price fluctuates over time and because all of the awards have multi-year vesting schedules and stock options have historically been held for several years prior to exercise. In addition, any gain from a positive benefit in some years will be offset by earnings releases in other years that negatively affect the market value of the Shares.

On January 19, 2015, the Company reported preliminary fourth quarter 2014 information. The release indicated that the Company would report record full year net sales and net earnings. However, unexpected circumstances at Carlisle Construction Materials and Carlisle Brake & Friction would negatively impact fourth quarter results. The market value of Company Shares declined by approximately 6% on the day following the release and remained below the pre-release value at the time of the Compensation Committee's meeting in February 2015 when it approved the 2015 annual stock-based awards. At the February 2015 meeting, the Compensation Committee used the pre-release trading value of the Company's Shares in making the 2015 annual awards, resulting in a lower number of Shares subject to the awards and an option exercise price for the granted stock options that exceeded the grant date trading price of the Company's Shares on the grant date.

Stock Ownership Policy

The Compensation Committee believes that ownership of the Company's common stock by executive officers aligns their interests with those of the Company's shareholders, enhances retention of executives by providing them an opportunity to accumulate a meaningful ownership interest in the Company and focuses executives on building shareholder value over the long term. Therefore, the Committee has maintained for several years a stock ownership policy for the Company's officers, including the named executives.

The policy currently has the following ownership requirements:

Executive	Number of Shares
CEO	114,000
COO, CFO and Division Presidents	25,000

The policy also has a retention requirement under which an officer must retain at least one-half of the after-tax value realized from the vesting of restricted Shares, the exercise of options or the receipt of earned performance Shares until the officer has satisfied the policy's Share ownership requirement.

Ownership for purposes of the policy includes Shares owned directly or under an employee benefit plan and all restricted Shares. Ownership does not include any performance Share awards or any Shares subject to stock options. As of December 31, 2014, all of the named executives were in compliance with the policy's Share ownership and retention requirements.

The ownership policy prohibits any officer from using Shares as collateral for any purpose or engaging in short sales or hedging transactions involving Shares.

D. Retirement and Other Benefits

Retirement and Group Insurance Benefits

The Company provides retirement, health and welfare and other benefits to its executive officers. The Company sponsors the 401(k) Plan, a tax-qualified retirement plan, for the benefit of substantially all of its non-union employees, including the named executives. The 401(k) Plan encourages saving for retirement by enabling participants to save on a pre-tax basis and by providing Company matching contributions.

The Company also sponsors the Retirement Plan for Employees of Carlisle Corporation (the "Retirement Plan"), a tax-qualified retirement plan that provides retirement income to eligible employees following their retirement from the Company. The Pension Benefits Table on page 36 shows the lump sum present value of the annual annuity benefit earned by the named executives under the Retirement Plan for their credited service through December 31, 2014.

Section 401(a)(17) of the Code limits the amount of annual compensation that tax-qualified plans like the Company's 401(k) Plan and Retirement Plan may take into account for purposes of determining contributions and benefits. The limit for 2014 was $260,000 and it is subject to adjustment annually for cost of living increases. For 2015, the limit will be $265,000. The Company maintains an unfunded supplemental pension plan to provide benefits to certain Retirement Plan participants whose benefits are limited by Section 401(a)(17) of the Code and to certain senior management employees who were employed on or after January 1, 2005 and are not eligible to participate in the Retirement Plan. The Pension Benefits Table on page 36 also shows the lump sum present value of the annual annuity benefit earned by the named executives under the supplemental plan.

The Company adopted, effective as of January 1, 2012, a supplemental 401(k) Plan to provide covered officers, including the named executives, the opportunity to (i) defer base salary and annual incentive compensation that could not be deferred under the 401(k) Plan due to the Internal Revenue Code limitations that apply to the 401(k) Plan and (ii) Shares earned under the Company's equity incentive plan. The Company provides a matching contribution equal to 100% of the first 4% of base salary and annual incentive compensation deferred under the supplemental 401(k) Plan. Each participant in the supplemental 401(k) Plan may direct the "deemed investment" of his or her account among the different investment funds offered by the Company from time to time. The investment options include (i) a fixed rate fund, (ii) a Company stock fund and (iii) investment options that are similar to most of the options available under the Company's 401(k) Plan. All amounts credited to a participant's account under the supplemental 401(k) Plan are 100% vested and generally will be paid in a lump sum after the participant terminates employment with the Company. A participant may also elect to receive one or more in-service distributions.

The named executives also participate in group health, life and other welfare benefit plans on the same terms and conditions that apply to other employees. The named executives do not receive better insurance programs, vacation schedules or holidays and perquisites are limited.

Employment Letter Agreement with Mr. Roberts

Mr. Roberts is employed as Chairman and Chief Executive Officer of the Company pursuant to the terms of an employment letter agreement entered into with the Company on June 5, 2007 that provides the following benefits:

Participation in all employee benefit plans generally available to the Company's senior executives and reimbursement of reasonable tax preparation and financial planning expenses as well as the cost of an annual executive physical.

A retirement benefit under the Company's Supplemental Pension Plan. The benefit under the original letter was equal to $25,703 per month payable for Mr. Roberts' life if he continued employment with the Company until he attained age 65. In December 2011, the Committee approved an increase in the monthly benefit to $38,250 per month. In February 2014, the Committee approved an additional increase in the monthly benefit to $42,750 per month in recognition of his employment with the Company continuing beyond age 65.

Retiree medical and dental coverage for the life of Mr. Roberts and his wife.

Post-Termination of Employment Benefits

The Company has not entered into an employment agreement with any executive officer that provides severance or other benefits following their resignation, termination, retirement, death or disability, except (i) for agreements with certain executive officers (including all of the named executives) that provide severance benefits in the event of a termination of their employment following a change of control of the Company (the "change in control agreements") and (ii) the previously-described employment agreement with Mr. Roberts. The change in control agreements provide that the executives will not, in the event of the commencement of steps to effect a change of control (defined generally as an acquisition of 20% or more of the outstanding voting Shares or a change in a majority of the Board of Directors), voluntarily leave the employ of the Company until the potential acquirer of the Company or control of the Company has terminated his or its efforts to effect a change of control or until a change of control has occurred. The Company believes that the change in control agreements protect the interests of the Company's shareholders by providing financial incentives to executives to represent the best interests of the Company and its shareholders during the periods immediately preceding and following a change of control.

In the event of any termination of an executive's employment (including due to the executive's resignation) within three (3) years of a change of control (other than due to the executive's death or disability or after the executive attains age 65), each change in control agreement provides that the executive will be entitled to receive three years' compensation, including bonus, retirement benefits equal to the benefits the executive would have received had he or she completed three additional years of employment, continuation of all life, accident, health, savings, and other fringe benefits for three years, and relocation assistance. The three year benefit period is reduced if the executive terminates within three years of the date the executive would attain age 65. In addition, the agreements provide that the executive will become fully vested in all outstanding stock option and restricted Share awards and outstanding performance Shares will be earned at the maximum level. If any payments to a named executive are considered excess "parachute payments"* and the amount of the excess is more than 15%, the Company is required to provide a tax gross up for the excise taxes the executive would be required to pay with respect to the payments.

At its meeting in September 2012, the Committee determined that any future change in control agreements would provide severance benefits only in the event an executive is terminated without cause or resigns with good reason within three (3) years of a change of control and the severance benefits

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*

Section 280G of the Internal Revenue Code defines "parachute payments" as payments which (i) are compensatory in nature, (ii) are made to or for the benefit of a shareholder, officer or highly compensated individual, and (iii) are contingent on a change in ownership or effective control (or change in ownership of a substantial portion of assets) of a corporation. If the parachute payments have an aggregate present value of at least 3 times the average annual compensation earned by the recipient of the payment over the 5 years preceding the date of the change in control, the amount of the payments in excess of 1 times such average annual compensation are not deductible by the payor for federal income tax purposes and are subject to a 20% excise tax (payable by the recipient) in addition to regular income taxes.

would not be reduced based on the executive's age. In addition, the Company would not provide any tax gross up for excise taxes assessed against any excess parachute payments.

From time to time, the Company enters into employment letter agreements with newly employed senior management employees. All agreements with management employees entered into after September 2011 will include a general "claw-back" provision pending the issuance of regulations related to claw-back policies required under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Internal Revenue Code Section 162(m)

Section 162(m) of the Code limits the amount of compensation paid to the named executives (other than the Chief Financial Officer who is not subject to the Section 162(m) limitation) in any one fiscal year that may be deducted by the Company for federal income tax purposes. The deduction limitation is currently $1 million. "Performance-based compensation" paid under a plan that has been approved by the Company's shareholders is not subject to the deduction limitation.

The Company's Executive Incentive Program has been approved by the Company's shareholders, and the compensation attributable to annual incentive compensation, stock option and performance Share awards under the program is intended to qualify as "performance-based" compensation that is fully deductible and not subject to the Code Section 162(m) deduction limit. Compensation attributable to time-vested restricted Share awards under the program is subject to the deduction limit.

The Committee has not adopted a formal policy that requires all compensation paid to the named executives to be fully deductible.

E. Conclusion

The Compensation Committee has reviewed all components of the Chief Executive Officer's and the named executives' compensation, including salary, bonus, equity and long-term incentive compensation, accumulated realized and unrealized stock option and restricted stock gains, the dollar value of all perquisites and other personal benefits as well as the Company's obligations under its pension plans. Based on this review, the Compensation Committee finds the Chief Executive Officer's and the named executives' total compensation, in the aggregate, to be reasonable and appropriately linked to the Company's performance. The Compensation Committee therefore recommends that shareholders vote "FOR" the say-on-pay proposal included as Proposal Two in this Proxy Statement.

F. Executive Officer Compensation Disclosure Tables

Summary Compensation Table This table shows the base salary, annual bonus and all other compensation paid to the named executives. The table also shows the grant date fair value of the stock and option awards made to the named executives and the increase in the present value of the retirement benefit of each named executive.

Name and Principal Position(s)	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings(2)	All Other Compensation ($)(3)	Total ($)
David A. Roberts Chairman and Chief Executive Officer	2014	$ 1,260,000	$ 0	$ 4,365,168	$ 0	$ 1,783,000	$ 1,433,645	$ 136,516	$ 8,978,329
	2013	$ 1,210,000	$ 0	$ 4,373,201	$ 0	$ 1,051,300	$ 2,211	$ 405,966	$ 7,042,678
	2012	$ 1,100,000	$ 0	$ 2,648,307	$ 1,100,009	$ 1,890,300	$ 762,101	$ 93,671	$ 7,594,388
Steven J. Ford Vice President, Chief Financial Officer and General Counsel	2014	$ 625,000	$ 0	$ 721,620	$ 307,836	$ 663,300	$ 113,883	$ 62,185	$ 2,493,824
	2013	$ 600,000	$ 0	$ 722,882	$ 301,409	$ 391,000	$ 39,842	$ 90,790	$ 2,145,923
	2012	$ 560,000	$ 0	$ 674,158	$ 279,973	$ 721,700	$ 128,894	$ 62,978	$ 2,427,703
D. Christian Koch President and Chief Operating Officer	2014	$ 691,900	$ 0	$ 1,789,228	$ 283,229	$ 902,100	$ 56,830	$ 29,948	$ 3,753,235
	2013	$ 550,000	$ 0	$ 662,772	$ 276,358	$ 227,500	$ 27,588	$ 13,910	$ 1,758,128
	2012	$ 425,000	$ 0	$ 511,882	$ 212,502	$ 386,800	$ 35,664	$ 18,100	$ 1,589,948
John W. Altmeyer President, Carlisle Construction Materials	2014	$ 720,000	$ 0	$ 1,931,340	$ 354,658	$ 662,700	$ 215,389	$ 70,799	$ 3,954,886
	2013	$ 685,000	$ 0	$ 825,147	$ 344,129	$ 568,200	$ 5,151	$ 82,771	$ 2,510,398
	2012	$ 650,000	$ 0	$ 782,740	$ 325,003	$ 869,100	$ 283,220	$ 43,735	$ 2,953,798

John E. Berlin President, Carlisle Interconnect Technologies	2014	$ 500,000	$ 0	$ 1,327,296	$ 246,269	$ 627,800	$ 137,854	$ 26,880	$ 2,866,099
	2013	$ 475,000	$ 17,100	$ 572,583	$ 238,649	$ 364,300	$ 42,065	$ 28,570	$ 1,738,267
	2012	$ 425,000	$ 0	$ 511,882	$ 212,502	$ 547,800	$ 125,907	$ 21,077	$ 1,844,168

(1)

The amounts in these columns do not reflect the actual value the named executives will realize from the stock option, restricted stock and performance Share awards made to the executives. The amounts presented in the table are the grant date value of the equity-based awards computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (excluding any effect of estimated forfeitures). The Company will recognize a portion of the grant date value of the awards each year as compensation expense over the vesting period of the awards.

The stock awards column includes the grant date values of performance Shares awarded to the named executive officers. The performance Shares are earned based on the Company's relative total shareholder return versus the S&P Midcap 400 Index® over the three year period ending December 31, 2014 (for the performance Shares awarded in 2012), December 31, 2015 (for the performance Shares awarded in 2013) and December 31, 2016 (for the performance Shares awarded in 2014). The terms of the performance Share awards are described on pages 25-27. The 2014 stock awards column includes the following grant date values of the performance Share awards: Mr. Roberts $2,475,319, Mr. Ford $409,203, Mr. Koch $376,658, Mr. Altmeyer $471,421 and Mr. Berlin $327,362. The grant date value of $95.72 for each performance Share

awarded was determined using the $73.08 closing market price of the Company's common stock on the grant date and a Monte Carlo simulation and assumptions regarding the future performance of the Company's common stock and the stock of the S&P MidCap 400 Index® companies, including expected volatility, risk-free interest rates, correlation coefficients and dividend reinvestment. The grant date values of the performance Share awards assuming the maximum number of performance Shares would be earned at the end of the three year performance period based on the $73.08 closing market price of the Company's common stock on the grant date would have been: Mr. Roberts $3,779,698, Mr. Ford $624,834, Mr. Koch $575,140, Mr. Altmeyer $719,838 and Mr. Berlin $499,867.

Note 5 to the Company's consolidated financial statements included in the 2014 Annual Report on Form 10-K contains more information about the Company's accounting for stock-based compensation arrangements, including the assumptions used to determine the grant date value of the stock and option awards.

(2)

Represents the sum of (i) the aggregate increase in the actuarial present value of the accumulated benefit under the Retirement Plan for Employees of Carlisle Corporation and the Carlisle Corporation Supplemental Pension Plan and (ii) the portion of interest credited on compensation deferred under the Company's supplemental 401(k) plan that is considered "above market" under the proxy disclosure rules of the Securities and Exchange Commission as follows:

Name	Present Value of Carlisle Retirement and Supplemental Pension Plan Benefits	"Above Market" Supplemental 401(k) Plan Earnings	Total
Mr. Roberts	$ 1,425,120	$ 8,525	$ 1,433,645
Mr. Ford	$ 104,818	$ 9,065	$ 113,883
Mr. Koch	$ 56,830	$ 0	$ 56,830
Mr. Altmeyer	$ 205,041	$ 10,348	$ 215,389
Mr. Berlin	$ 137,854	$ 0	$ 137,854

(3)

The amounts presented in the "All Other Compensation" column for 2014 consist of the following:

	Mr. Roberts	Mr. Ford	Mr. Koch	Mr. Altmeyer	Mr. Berlin
Matching Contributions to the 401(k) Plan	$ 10,400	$ 10,400	$ 10,400	$ 10,400	$ 10,400
Matching Contributions to the Supplemental Savings Plan	$ 92,452	$ 40,640	$ 9,100	$ 51,528	$ 0
Physical Examination	$ 8,733	$ 0	$ 0	$ 0	$ 0
Reimbursement of Tax Return Preparation and Financial Advisory Services Fees	$ 24,931	$ 5,675	$ 3,222	$ 3,300	$ 7,973

Club membership dues	$	0	$	5,470	$	7,226	$	5,571	$	8,507
Total	$	136,516	$	62,185	$	29,948	$	70,799	$	26,880

All amounts presented above equal the actual cost to the Company of the particular benefit or perquisite provided.

Grants of Plan-Based Awards Table This table presents the threshold, target and maximum annual incentive award the named executives could have earned for 2014 and the restricted stock, performance stock and stock options awarded to the named executives during 2014. The annual incentive awards earned by the executives for 2014 are reported in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation table.

Name	Grant Date	Committee Approval Date	Estimated Future Payouts under Non-Equity Incentive Plan Awards			Estimated Future Payouts under Equity Incentive Plan Awards(1)			All Other Stock Awards: Number of Shares of Stock or Units(#)(2)	All Other Option Awards: Number of Securities Underlying Options(#)(3)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards(4)
			Threshold($)	Target($)	Maximum($)	Threshold(#)	Target(#)	Maximum(#)				
Mr. Roberts			$ 630,000	$ 1,260,000	$ 2,520,000							
	02/05/14								25,860			$ 1,889,849
	02/05/14					12,930	25,860	51,720				$ 2,475,319
Mr. Ford			$ 234,375	$ 468,750	$ 937,500							
	02/05/14								4,275			$ 312,417
	02/05/14					2,137	4,275	8,550				$ 409,203
	02/05/14									16,075	$ 73.08	$ 307,836
Mr. Koch			$ 318,750	$ 637,500	$ 1,275,000							
	02/05/14								3,935			$ 287,570
	02/05/14					1,967	3,935	7,870				$ 376,658
	02/05/14									14,790	$ 73.08	$ 283,229
	05/06/14								13,579			$ 1,125,000
Mr. Altmeyer			$ 270,000	$ 540,000	$ 1,080,000							
	02/05/14								4,925			$ 359,919
	02/05/14					2,462	4,925	9,850				$ 471,421

	02/05/14						18,520	$ 73.08	$ 354,658
	06/02/14	05/06/14				12,957			$ 1,100,000
Mr. Berlin		$ 187,500	$ 375,000	$ 750,000					
	02/05/14					3,420			$ 249,934
	02/05/14			1,710	3,420	6,840			$ 327,362
	02/05/14						12,860	$ 73.08	$ 246,269
	05/20/14	05/06/14				9,061			$ 750,000

(1) The performance Shares will be earned based on the total return to the Company's shareholders (share appreciation plus dividends) relative to the total shareholder return of the companies comprising the S&P 400 MidCap Index® over the three year performance period ending December 31, 2016 in accordance with the following table:

Relative Total Shareholder Return	**Percentage of Performance Shares Earned**
Below 25th percentile	0%
25th percentile	50%
50th percentile	100%
75th percentile or above	200%

If the Company's total shareholder return falls between the 25th and 50th percentile or between the 50th and 75th percentile, the number of performance Shares earned will be determined by linear interpolation. Dividends will accrue during the three year performance period and will be paid on performance Shares that are earned.

(2) Shares subject to the February 5, 2014 stock awards become vested on the December 31 immediately preceding the third anniversary of the grant date, or if earlier, upon a change in control of the Company or the date the executive officer terminates employment due to death, disability or retirement. Shares subject to the stock awards approved on May 6, 2014 vest in full on May 5, 2017 (in the case of Mr. Koch), June 1, 2017 (in the case of Mr. Altmeyer) and May 19, 2017 (in the case of Mr. Berlin) and required each named executive who received a grant to enter into a non-competition agreement prohibiting him from competing with the Company for one year following his termination of employment by the Company. All future stock awards to the Company's executive officers will include a similar non-competition agreement.

The named executives receive all dividends paid with respect to the restricted Shares during the vesting period.

(3) The option awards become vested and exercisable in three equal annual installments beginning upon the first anniversary of the date of grant, or if earlier, upon a change of control of the Company or the date the executive officer terminates employment due to death, disability or retirement. The options will become exercisable in the event of an involuntary termination without cause in accordance with the original three-year vesting schedule

and remain exercisable until their expiration dates. The options expire ten years following the date of grant or, if earlier, one year from the date the executive officer terminates employment due to death, disability, retirement or a change of control of the Company or 90 days from the date the executive officer terminates employment for any reason other than an involuntary termination by the Company without cause.

(4)

See Footnote 1 to the Summary Compensation Table for a description of how the grant date values of the stock and option awards were determined.

Outstanding Equity Awards at Fiscal Year-End Table This table presents information about unvested stock and option awards held by the named executives on December 31, 2014.

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(1)	Market Value of Shares or Units of Stock That Have Not Vested ($)(2)	Equity Incentive Plan Awards; Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(3)	Equity Incentive Plan Awards; Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(4)
Mr. Roberts	75,240	0	$ 49.56	01/31/22	53,870	$ 4,861,229	51,720	$ 4,667,213
	97,740	0	$ 38.31	02/02/21			56,020	$ 5,055,245
	97,850	0	$ 34.21	02/01/20				
	200,000	0	$ 18.57	02/03/19				
	142,500	0	$ 33.25	02/04/18				
Mr. Ford	0	16,075(5)	$ 73.08	02/04/24	8,905	$ 803,587	8,550	$ 771,552
	5,715	11,430(6)	$ 64.80	02/05/23			9,260	$ 835,622
	12,767	6,383(7)	$ 49.56	01/31/22				
	20,825	0	$ 38.31	02/02/21				
	21,250	0	$ 34.21	02/01/20				
	20,000	0	$ 18.57	02/03/19				
	33,500	0	$ 33.25	02/04/18				
Mr. Koch	0	14,790(5)	$ 73.08	02/04/24	21,759	$ 1,963,532	7,870	$ 710,189
	5,240	10,480(6)	$ 64.80	02/05/23			8,490	$ 766,138
	9,690	4,845(7)	$ 49.56	01/31/22				
	17,470	0	$ 38.31	02/02/21				
	7,144	0	$ 18.57	02/03/19				
	25,309	0	$ 34.23	01/31/18				
Mr. Altmeyer	0	18,520(5)	$ 73.08	02/04/24	23,167	$ 2,090,590	9,850	$ 888,864
	6,525	13,050(6)	$ 64.80	02/05/23			10,570	$ 953,837
	14,820	7,410(7)	$ 49.56	01/31/22				
	29,275	0	$ 38.31	02/02/21				
	29,870	0	$ 34.21	02/01/20				
	47,145	0	$ 18.57	02/03/19				
	58,500	0	$ 33.25	02/04/18				
Mr. Berlin	0	12,860(5)	$ 73.08	02/04/24	16,146	$ 1,457,015	6,840	$ 617,242
	4,525	9,050(6)	$ 64.80	02/05/23			7,330	$ 661,459
	9,690	4,845(7)	$ 49.56	01/31/22				

(1) Restricted Shares vesting as follows:

	Number of Shares Becoming Vested On:				
	December 31, 2015	**December 31, 2016**	**May 5, 2017**	**May 19, 2017**	**June 1, 2017**
Mr. Roberts	28,010	25,860	0	0	0
Mr. Ford	4,630	4,275	0	0	0
Mr. Koch	4,245	3,935	13,579	0	0
Mr. Altmeyer	5,285	4,925	0	0	12,957
Mr. Berlin	3,665	3,420	0	9,061	0

(2) Based on the closing market value of the Shares on December 31, 2014 of $90.24.

(3) The number of unearned units in this column equal the maximum number of performance Share units that may be earned by all of the named executives for the three-year performance periods that will end on December 31, 2016 and December 31, 2015. The performance Shares will be earned based on the total return to the Company's shareholders (share appreciation plus dividends) relative to the total shareholder return of the companies comprising the S&P 400 MidCap Index® over the three year performance periods in accordance with the following table:

Relative Total Shareholder Return	**Percentage of Performance Shares Earned**
Below 25th percentile	0%
25th percentile	50%
50th percentile	100%
75th percentile or above	200%

If the Company's total shareholder return falls between the 25th and 50th percentile or between the 50th and 75th percentile, the number of performance Shares earned will be determined by linear interpolation. Dividends will accrue during the three year performance period and will be paid on performance Shares that are earned.

The Company's 2014 total shareholder return of 17.3% resulted in a ranking for the year at the 64th percentile. Based on that percentile, approximately 155% of the performance Shares awarded in 2014 would have been earned if the performance period had ended on December 31, 2014. The Company's 2013 through 2014 total shareholder return of 54.2% resulted in a ranking for the year at the 66th percentile. Based on that percentile, approximately 165% of the performance Shares awarded in 2013 would have been earned if the performance period had ended on December 31, 2014.

(4) The numbers in this column equal the maximum number of performance Share units that may be earned for the three-year performance periods multiplied by the closing market value of the Shares on December 31, 2014 of $90.24. The amounts are not necessarily indicative of the amounts that may actually be realized by the named executive officers. The actual amount realized will be based on the Company's total shareholder return over the three year performance periods and the market value of the Shares when the units are earned.

(5) Stock Options vest at the rate of 33 1/3% per year with vesting dates of 02/05/15, 02/05/16 and 02/05/17.

(6) Stock Options vest at the rate of 33 1/3% per year with vesting dates of 02/06/14, 02/06/15 and 02/06/16.

(7) Stock Options vest at the rate of 33 1/3% per year with vesting dates of 02/01/13, 02/01/14 and 02/01/15.

Option Exercises and Stock Vested Table This table presents information about stock options exercised by the named executives and the number and value of stock awards that became vested in the named executives during 2014.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(2)
Mr. Roberts	150,000	$ 6,159,430	64,588	$ 5,828,421
Mr. Ford	40,000	$ 1,881,856	16,442(3)	$ 1,483,726
Mr. Koch	6,867	$ 379,136	12,484(3)	$ 1,126,556
Mr. Altmeyer	134,000	$ 6,511,990	19,090(3)	$ 1,722,682
Mr. Berlin	19,369	$ 917,330	12,484	$ 1,126,556

(1) Value realized equals the fair market value of the Shares on the date of exercise less the exercise price.

(2) Value realized equals the fair market value of (i) the restricted Shares on the date the vesting restrictions lapsed and the Shares became vested and (ii) performance Shares earned for the three-year performance period ended December 31, 2014.

(3) The named executives elected to defer receipt of the following number of shares that were earned and became vested in 2014: Mr. Ford, 16,442 Shares, Mr. Koch, 328 Shares; and Mr. Altmeyer, 19,090 Shares. The deferred Shares will be paid to the named executives upon a date certain elected by the executive. The named executives will receive dividend equivalent payments from the Company during the deferral period.

Pension Benefits Table This table provides the actuarial present value of each named executive's accumulated benefit under the Company's Retirement and Supplemental Pension Plans.

The Retirement Plan provides benefits under a cash balance benefit accrual formula that was added to the plan in 1997. Under the formula, participants accumulate a cash balance benefit based upon a percentage of compensation allocation made annually to the participants' cash balance accounts. The allocation percentage ranges from 2% to 7% of total base salary and annual bonus (including amounts deferred under the 401(k) Plan and Section 125 of the Code) depending on each participant's years of service. The cash balance account is further credited with interest annually. The interest credit is based on the One Year Treasury Constant Maturities as published in the Federal Reserve Statistical Release over the one year period ending on the December 31st immediately preceding the applicable plan year. The interest rate for the plan year ending December 31, 2014 was 4%. The Retirement Plan was closed to new participants effective December 31, 2004. No employees hired on or after January 1, 2005 are eligible to participate in the Plan.

The benefits under the Supplemental Pension Plan are equal to the difference between the benefits that would have been payable under the Retirement Plan without regard to the compensation limitation imposed by the Code or the limitation on participation in the Retirement Plan that became effective on January 1, 2005 and the actual benefits payable under the Retirement Plan as so limited.

Benefits under the Retirement Plan are payable as a monthly annuity or in a lump sum payment. Vested benefits under the Supplemental Pension Plan are payable only in the form of a monthly annuity. The benefits under the Retirement Plan become vested after the executive completes 5 years of vesting service, or if earlier, the date the executive terminates employment due to death or disability. The benefits under the Supplemental Plan become vested after the executive completes ten years of vesting service and retires at or after age 55, or if earlier, the date the executive terminates employment due to death or disability.

Mr. Roberts will receive an annual benefit under the Supplemental Pension Plan of $513,000 payable in the form of a single life annuity commencing as of the first day of the month after his separation from service. The supplemental benefit is fully vested and will be actuarially adjusted if it is paid in any form other than a life annuity.

Name	Plan Name	Number of Years Credited Service (#)(1)	Present Value of Accumulated Benefit ($)(2)	Payments During Last Fiscal Year ($)
Mr. Roberts	Retirement Plan for Employees of Carlisle Corporation	7.58	$ 0	$ 0
	Carlisle Corporation Supplemental Pension Plan	7.58	$ 6,610,344	$ 0
Mr. Ford	Retirement Plan for Employees of Carlisle Corporation	18.50	$ 221,678	$ 0
	Carlisle Corporation Supplemental Pension Plan	18.50	$ 367,608	$ 0
Mr. Koch	Retirement Plan for Employees of Carlisle Corporation	6.92	$ 0	$ 0
	Carlisle Corporation Supplemental Pension Plan	6.92	$ 161,506	$ 0
Mr. Altmeyer	Retirement Plan for Employees of Carlisle Corporation	24.58	$ 312,149	$ 0
	Carlisle Corporation Supplemental Pension Plan	24.58	$ 849,472	$ 0
Mr. Berlin	Retirement Plan for Employees of Carlisle Corporation	24.58	$ 296,675	$ 0
	Carlisle Corporation Supplemental Pension Plan	24.58	$ 353,359	$ 0

(1) The amounts presented in this column represent the number of actual years the named executive has been a participant in each plan. None of the named executives have been given credit under the plans for years of service in addition to their actual years of service presented in the table. Messrs. Roberts and Koch commenced employment after December 31, 2004 and are not eligible to participate in the Retirement Plan for Employees of Carlisle Corporation.

(2) Note 13 to the Company's consolidated financial statements included in the 2014 Annual Report on Form 10-K includes the valuation assumptions and other information relating to the Retirement Plan and Supplemental Pension Plan.

Nonqualified Deferred Compensation Table The following table provides information about contributions and earnings credited to the accounts of the named executive officers under the Company's supplemental 401(k) plan during 2014.

The supplemental 401(k) plan provides covered officers, including the named executive officers, the opportunity to defer compensation that could not be deferred under the tax-qualified 401(k) Plan due to the Internal Revenue Code limitations that apply to the 401(k) Plan. The Company provides a matching contribution equal to 100% of the first 4% of base salary and annual incentive compensation deferred under the supplemental 401(k) Plan. Each participant in the supplemental savings plan may direct the "deemed investment" of his or her account among the different investment funds offered by the Company from time to time. The investment options include (i) a fixed rate fund, (ii) a Company stock fund and (iii) investment options that are similar to most of the options available under the Company's 401(k) Plan. All amounts credited to a participant's account under the supplemental 401(k) plan are 100% vested and generally will be paid in a lump sum after the participant terminates employment with the Company. A participant may also elect to receive one or more in-service distributions.

Name	Executive Contributions in Last FY ($)(1)	Registrant Contributions in Last FY ($)(2)	Aggregate Earnings in Last FY ($)(3)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)(4)
Mr. Roberts	$ 576,050	$ 92,452	$ 42,565	$ 0	$ 1,060,366
Mr. Ford	$ 418,250	$ 40,640	$ 45,323	$ 0	$ 1,111,956
Mr. Koch	$ 9,100	$ 9,100	$ 695	$ 0	$ 18,895
Mr. Altmeyer	$ 392,100	$ 51,528	$ 51,808	$ 0	$ 1,246,419
Mr. Berlin	$ 0	$ 0	$ 0	$ 0	$ 0

(1) All amounts shown in this column are also reported in either the "Salary" or "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table.

(2) All amounts shown in this column are also reported in the "All Other Compensation" column of the Summary Compensation Table.

(3) The following amounts included in this column are considered "above market" earnings under the proxy disclosure rules of the Securities and Exchange Commission and included in the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column of the Summary Compensation Table: Mr. Roberts $8,525, Mr. Ford $9,065 and Mr. Altmeyer $10,348.

(4)

Of the amounts shown in this column, the following amounts have been reported in the Summary Compensation Tables of the Company's proxy statements as follows:

Name	Prior Years' Proxy Statements	2015 Annual Meeting Proxy Statement (see Table on page 31)	Total
Mr. Roberts	$ 338,571	$ 677,027	$ 1,015,598
Mr. Ford	$ 585,074	$ 467,955	$ 1,053,029
Mr. Koch	$ 0	$ 18,200	$ 18,200
Mr. Altmeyer	$ 726,957	$ 453,976	$ 1,180,933

The amounts shown in this table include only deferred salary and annual incentive compensation and do not include deferred performance or restricted Shares. As of December 31, 2014, the named executives had the following number of deferred Shares credited to their accounts under the supplemental 401(k) plan with the following values based on the closing market value of the Shares on December 31, 2014 of $90.24.

Name	Number of Deferred Shares	Value of Deferred Shares
Mr. Roberts	55,680	$ 5,024,563
Mr. Ford	39,962	$ 3,606,171
Mr. Koch	716	$ 64,612
Mr. Altmeyer	72,220	$ 6,517,133
Mr. Berlin	1,000	$ 90,240

Potential Payments Upon Termination or Change-in-Control The following table shows the amounts that would have been payable to the named executives under the change in control agreements described on page 29 if a change of control of the Company had occurred on December 31, 2014 and the named executives' employment with the Company was terminated without cause immediately thereafter. The terms of the Company's equity awards provide for vesting upon retirement (defined as termination of employment after the attainment of age 65). None of the named executives, other than Mr. Roberts, are eligible for retirement from the Company.

	Severance Benefit	Estimated Value of Continued Participation in Health and other Welfare Benefit Plans(2)	Vesting of Stock Options(3)	Vesting of Restricted Stock(4)	Vesting of Performance Shares(5)	Vesting of Supplemental Pension Plan Benefit(6)	Excise Tax Gross-Up (Reduction in Payments)	Total

Mr. Roberts	$ 0(1)	$ 0	$ 0	$ 4,861,229	$ 9,722,458	$ 0	$ 0	$ 14,583,687
Mr. Ford	$ 3,864,900	$ 30,000	$ 826,287	$ 803,587	$ 1,607,174	$ 0	$ 2,568,252	$ 9,700,200
Mr. Koch	$ 4,782,000	$ 30,000	$ 717,502	$ 1,963,532	$ 1,476,327	$ 161,506	$ 2,859,445	$ 11,990,312
Mr. Altmeyer	$ 4,557,300	$ 30,000	$ 951,234	$ 2,090,590	$ 1,842,701	$ 0	$ (27,708)	$ 9,444,117
Mr. Berlin	$ 3,383,400	$ 30,000	$ 648,004	$ 1,457,015	$ 1,278,701	$ 353,359	$ 2,568,802	$ 9,719,281

(1) Mr. Roberts attained age 65 in December 2012 and would not be entitled to receive any severance benefit under the change in control agreement between Mr. Roberts and the Company.

(2)

Under his employment letter agreement with the Company, Mr. Roberts is entitled to and fully vested in retiree medical and dental coverage for the life of Mr. Roberts and his wife. The amount presented for the other named executives is the estimated value of three years of continued participation in the Company's group health and other welfare benefit plans.

(3)

Value (based on the closing market price of the Company's common stock on December 31, 2014 of $90.24 per Share) of unvested in-the-money stock options that would become vested upon a change of control of the Company. The stock options would also become fully vested in the event the named executive dies or become disabled while employed by the Company.

(4)

Value (based on the closing market price of the Company's common stock on December 31, 2014 of $90.24 per Share) of unvested Shares of restricted stock that would become vested upon a change of control of the Company. The Shares of restricted stock would also become fully vested in the event the named executive dies or become disabled while employed by the Company.

(5)

Value (based on the closing market price of the Company's common stock on December 31, 2014 of $90.24 per Share) of the maximum number of performance Shares under all outstanding performance Share awards. The maximum number of performance Shares would also be earned in the event the named executive dies or become disabled while employed by the Company.

(6)

Messrs. Roberts, Ford and Altmeyer are currently fully vested in their Supplemental Pension Plan benefits. The amount presented for Messrs. Koch and Berlin equals the present value of their respective Supplemental Pension Plan benefit which would become vested upon termination after a change of control of the Company. All benefits under the Supplemental Pension Plan are payable in an annuity form after retirement from employment with the Company. Note 13 to the Company's consolidated financial statements included in the 2014 Annual Report on Form 10-K includes the valuation assumptions and other information relating to the Supplemental Pension Plan.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Gregg A. Ostrander, Robin J. Adams, Robert G. Bohn, Robin S. Callahan and Terry D. Growcock served on the Compensation Committee for the fiscal year ended December 31, 2014. None of the directors who served on the Compensation Committee during 2014 has ever served as one of the Company's officers or employees. During 2014, none of the Company's executive officers served as a director or member of the compensation committee (or other committee performing similar functions) of any other entity, one of whose executive officer served as a director of the Company.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee reviewed and discussed the Compensation Discussion and Analysis with management of the Company. Based on such review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K for the last fiscal year for filing with the SEC.

CARLISLE COMPANIES INCORPORATED
COMPENSATION COMMITTEE

Gregg A. Ostrander, Chairman
Robin J. Adams
Robert G. Bohn
Robin S. Callahan
Terry D. Growcock

EQUITY COMPENSATION PLAN INFORMATION

The number of securities to be issued upon the exercise of stock options under the Company's equity compensation plans, the weighted average exercise price of the options and the number of securities remaining for future issuance as of December 31, 2014 are as follows:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)(1)	Weighted-average exercise price of outstanding options, warrants and rights (b)(1)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)(2)
Equity compensation plans approved by security holders	2,795,301	$ 42.32	2,913,704
Equity compensation plans not approved by security holders	0	n/a	0
Total	2,795,301	$ 42.32	2,913,704

(1) Column (a) contains information regarding stock options, performance shares and restricted share units only; there are no warrants or stock appreciation rights outstanding. Column (a) includes 423,110 performance Shares which is equal to the maximum number of performance Shares that would be earned if the maximum performance goals were achieved. The weighted-average exercise price shown in column (b) does not take into account performance shares or restricted share units because they are granted outright and do not have an exercise price.

(2)

Includes 2,657,139 Shares available for award under the Carlisle Companies Incorporated Executive Incentive Program (465,547 of which may be issued as stock awards) and 256,565 Shares available for award under the Carlisle Companies Incorporated Nonemployee Director Equity Plan (26,565 of which may be issued as stock awards).

REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company is comprised of four non-employee directors. The Board has made a determination that the members of the Audit Committee satisfy the requirements of the New York Stock Exchange as to independence, financial literacy and experience. The responsibilities of the Audit Committee are set forth in the Charter of the Audit Committee, which is reviewed annually by the Committee.

The Committee has the sole authority to appoint and terminate the engagement of the independent auditors of the Company and its subsidiaries. The Committee also reviews the arrangements for and the results of the auditors' examination of the Company's books and records, internal accounting control procedures, the activities and recommendations of the Company's internal auditors, and the Company's accounting policies, control systems and compliance activities. The Board has determined that Robin S. Callahan, Robin J. Adams, Gregg A. Ostrander and Lawrence A. Sala are "audit committee financial experts" as defined by the rules of the Securities and Exchange Commission. Below is a report on the Committee's activities relating to fiscal year 2014.

Review of Audited Financial Statements with Management

The Audit Committee reviewed and discussed the audited financial statements with the management of the Company.

Review of Financial Statements and Other Matters with Independent Registered Public Accounting Firm

The Audit Committee discussed with the Company's independent registered public accounting firm the audited financial statements and , the matters required to be discussed by Auditing Standard No. 16, "Communications with Audit Committees," as adopted by the Public Company Accounting Oversight Board (the "PCAOB"). The Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with the independent accountants the independent accountant's independence. In concluding that such firm is independent, the Audit Committee considered, among other factors, whether the non-audit services provided by such firm were compatible with its independence. See "Fees paid to Independent Registered Public Accounting Firm" on page 42.

Recommendation that Financial Statements be Included in Annual Report

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the last fiscal year for filing with the SEC.

CARLISLE COMPANIES INCORPORATED
AUDIT COMMITTEE

Robin J. Adams, Chairman
Robin S. Callahan
Gregg A. Ostrander
Lawrence A. Sala

FEES PAID TO INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The aggregate fees and reimbursable expenses for professional services provided by Ernst & Young LLP ("E&Y") that were billed to the Company for the years ended December 31, 2014 and 2013 were:

	2014	2013
Audit Fees	$ 3,409,500	$ 4,097,000
Audit Related Fees	$ 0	$ 1,162,500
Tax Fees	$ 400,000	$ 568,500
All Other Fees	$ 0	$ 0

All services provided, or to be provided, by the Company's independent registered public accountants are subject to a pre-approval requirement of the Audit Committee. The Audit Committee has delegated to the Chairman of the Audit Committee, pre-approval authority with respect to certain permissible non-audit services. The Chairman's pre-approval authority is limited to engagements costing no more than $200,000 in the aggregate.

PROPOSAL TWO:
ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION

We encourage you to review the complete description of the Company's executive compensation programs provided in the "Executive Officer Compensation Discussion and Analysis" Section of this Proxy Statement (pages 19 through 39).

The compensation program for the Company's named executive officers is based on the following guiding principles:

Provide competitive compensation opportunities.

Reward performance that is consistent with key strategic and shareholder goals.

Balance performance measures and, where appropriate, emphasize overall corporate, operating business and division performance.

Serve as a retention tool for key executive talent, provide a balance of liquidity and reward executives for superior performance.

Serve as a retention tool for key executive talent, provide a balance of liquidity and reward executives for superior performance.

The Compensation Discussion and Analysis provides a thorough description of how the Compensation Committee has designed and administered the executive compensation program to comply with these principles.

At the 2015 Annual Meeting, Company shareholders will have the opportunity to endorse or not endorse the compensation of the named executives through a non-binding vote (commonly known as a "say-on-pay" vote) on the following resolution:

RESOLVED, that the compensation of the named executives of the Company described in the Executive Officer Compensation Discussion and Analysis section of this Proxy Statement, including the disclosure tables and narrative discussion (pages 19 through 39), is hereby APPROVED.

Even though the result of the say-on-pay vote is non-binding, the Board of Directors values the opinions that shareholders express in their votes and will consider the outcome of the vote when making future executive compensation decisions. The Company currently conducts annual advisory

votes on executive compensation and expects to conduct the next advisory vote at the 2016 Annual Meeting of Shareholders.

The Board unanimously recommends a vote "**FOR**" the resolution.

PROPOSAL THREE:
TO RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has engaged E&Y as the Company's independent registered public accounting firm to audit the Company's financial statements and the effectiveness of the Company's internal controls over financial reporting for the year ending December 31, 2015. E&Y's engagement commenced on May 17, 2005, and E&Y has served as the Company's auditors for the years ended December 31, 2005 through 2014.

Although ratification of the Audit Committee's appointment of E&Y is not required by the Company's by-laws or otherwise, the Board is submitting the selection of E&Y to the shareholders for ratification as a matter of good corporate practice. If the selection is not ratified, the Audit Committee will consider whether it is appropriate to select another independent registered accounting firm. Even if the selection is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

One or more representatives of E&Y are expected to be present at the 2015 Annual Meeting and will be given an opportunity to make a statement, if they so desire, and to respond to appropriate questions of shareholders in attendance.

The Board unanimously recommends a vote "**FOR**" the ratification of the appointment of E&Y as the Company's independent registered public accounting firm. Proxies received by the Board will be so voted unless shareholders specify a contrary choice in their proxies.

PROPOSAL FOUR:
APPROVAL OF AMENDMENT TO RESTATED CERTIFICATE OF INCORPORATION

The Board of Directors recommends that the shareholders approve an amendment to the Company's Restated Certificate of Incorporation that would double the number of authorized Common Shares to 200,000,000. Each additional Common Share authorized will have the same rights and privileges as each currently authorized Common Share. The Company's Restated Certificate of Incorporation currently authorizes the issuance of 100,000,000 shares of common stock, $1.00 par value, and 5,000,000 shares of preferred stock, $1.00 par value. No preferred stock is outstanding. As of February 27, 2015, the Company had issued and outstanding 65,177,424 Common Shares.

The Board of Directors believes it is in the best interests of the Company and its shareholders to increase the number of authorized Common Shares to give the Company greater flexibility in considering and planning for future business needs. If the amendment to the Restated Certificate of Incorporation is approved, the Board of Directors will be able to issue the additional authorized Shares for various corporate purposes, including but not limited to, stock splits, stock dividends, financings, corporate mergers and acquisitions and other general corporate transactions.

Additional shareholder approval will not be required for the Board of Directors to issue any of these additional Shares unless the number of Shares to be issued in a single transaction or a series of related transactions will (i) have upon issuance voting power that equals or exceeds 20 percent of the voting power outstanding before the issuance or (ii) be equal to or exceed 20 percent of the number of Shares outstanding before the issuance. In either of those cases, the rules of the New York Stock

Exchange would require the Company to obtain shareholder approval as a condition to listing the additional shares.

Except for Shares that may be issued under the Company's incentive plans, the Company has no present plans for issuance of additional common stock. No holder of Company Shares has a preemptive right to acquire any additional Shares, except as may be required by law or the rules of the NYSE, on which the common stock is listed.

If this proposal is approved, the issuance of additional Common Shares, other than in connection with stock splits and stock dividends, could have the effect of diluting earnings per share, book value or the voting rights of the present holders of shares of the Company's Common Shares. In recent years, most of the Common Shares issued by the Company has been for employee benefit plans and stock splits the most recent of which occurred on March 20, 2007.

The amendment may also have the effect of discouraging attempts to take control of the Company through a merger, tender offer, proxy contest or other approach, as additional Common Shares could be issued to dilute the stock ownership and voting power of, or to increase the cost to, a party seeking to obtain control of us. The Company is not proposing this amendment in response to any known attempt or effort by a third party to take control of the Company.

As amended, Paragraph A of Article FOURTH of the Restated Certificate of Incorporation would read as follows:

FOURTH: A. The total number of shares of stock which the Corporation shall have authority to issue is Two Hundred and Five Million (205,000,000) shares, divided into two (2) classes as follows:

(i) Two Hundred Million (200,000,000) shares, each to be of the par value of one dollar ($1.00), and to be designated as Common Stock; and,

(ii) Five Million (5,000,000) shares, each to be of the par value of one dollar ($1.00), and to be designated as Preferred Stock.

The Board unanimously recommends a vote "**FOR**" the amendment to the Company's Restated Certificate of Incorporation.

PROPOSAL FIVE:
TO APPROVE THE CARLISLE COMPANIES INCORPORATED INCENTIVE COMPENSATION PROGRAM

The Company currently maintains the Carlisle Companies Incorporated Amended and Restated Executive Incentive Program (the "2012 Program") under which the Company may award stock options and other equity-based incentives to the Company's executives and key employees. The 2012 Program was originally approved by the Company's shareholders in 1988. The Company's shareholders subsequently approved increases in the number of Shares available for issuance under the 2012 Program in 2009 and 2012. As of December 31, 2014, 2,657,139 Shares remained available for issuance under the 2012 Program, and 465,547 of those Shares are available for grant as restricted Shares, restricted Share units, performance Shares, performance units or other "full value" awards.

The Compensation Committee and the Board of Directors have unanimously approved, subject to shareholder approval, an amendment and restatement of the 2012 Program (the "2015 Program") to (i) increase the total number of shares available for issuance by an additional 2,000,000 Shares such that a total of 4,657,139 Shares will be available for issuance under the 2015 Program, (ii) increase to 1,750,000 the number of Shares available for grant as restricted Shares, restricted Share units, performance Shares, performance units or other "full value" awards, (iii) include the Company's non-employee directors as eligible to participate in and receive awards, (iv) change the change in

control vesting from a single trigger vesting provision to a double trigger vesting provision and (v) make other changes to the Program in response to recent regulatory developments.

The Board of Directors believes that performance-based annual incentive awards, stock options and other equity incentives play a key role in the Company's ability to recruit, reward and retain executives, key employees and directors. Equity awards encourage stock ownership and also link the interest of the Company's shareholders with key employees who have the ability to enhance the value of the Company. The Board, therefore, recommends that the shareholders approve the 2015 Program.

Approval of this proposal requires the affirmative vote of a majority of the total votes of all Shares present in person or represented by proxy and entitled to vote on the proposal at the annual meeting. Shares voted for the proposal and Shares represented by returned proxies that do not contain instructions will be counted as Shares cast for the proposal. Shares will be counted as cast against the proposal if the Shares are voted either against the proposal or to abstain from voting. Broker non-votes will not change the number of votes cast for or against the proposal and will not be treated as Shares entitled to vote. For voting purposes, proxies requiring confirmation of the date of beneficial ownership received by the Board of Directors with such confirmation not completed so as to show which Shares beneficially owned by the shareholder are entitled to five (5) votes for each Share will be voted with one (1) vote for each Share. See "Voting by Proxy and Confirmation of Beneficial Ownership" beginning on page 52.

Summary of the 2015 Program

The principal features of the 2015 Program are summarized below. This summary is qualified in its entirety by reference to the full text of the 2015 Program, which is attached to this Proxy Statement as *Appendix A*.

Plan Administration

The 2015 Program will be administered by the Compensation Committee, which has authority to select the persons eligible to receive awards, determine the types of awards and number of shares to be awarded, and set the terms, conditions and provisions of the awards consistent with the 2015 Program. The Compensation Committee has the discretionary authority to resolve any and all questions arising under the 2015 Program.

The 2015 Program provides that no member of the Board of Director, the Compensation Committee or any employee of the Company will be liable for any action taken or omitted to be taken or any determination made in good faith with respect to the 2015 Program. The Company will indemnify each such person for any liability or expense (including attorneys' fees) resulting from any action, suit or proceeding to which such person may be a party by reason of any action taken or omitted to be taken under the 2015 Program.

Eligibility

Any director, employee or officer of the Company or its affiliates selected by the Compensation Committee will be eligible for participation in the 2015 Program. In 2014, a total of approximately 253 employees received awards under the 2012 Program. The Company anticipates that substantially the same number of employees will receive awards under the 2015 Program. In addition, eight non-employee directors will be eligible to receive awards under the 2015 Program. However, the Company intends to continue making the annual equity awards to non-employee directors under the Carlisle Companies Incorporated Nonemployee Director Equity Plan so long as there are Shares available for award to non-employee directors under that plan.

Equity-Based Incentive Awards.

Stock Options. The Compensation Committee may grant stock options, which entitle the participant to purchase Shares at a price equal to or greater than their fair market value on the date of grant. Stock options may include incentive stock options, non-qualified stock options, or any combination thereof. Each grant must specify the period of continuous employment that is necessary before the stock option becomes exercisable and may specify "management objectives" that must be achieved as a condition to exercise the option. No stock option may be exercisable more than ten years from the date or grant or provide for the payment of dividend equivalents to the holder of the option.

Restricted Shares and Units. The Compensation Committee may issue or transfer Shares under a restricted Share or restricted Share grant. Any such grants to employees must set forth a restriction period of at least one year during which the Shares are subject to a substantial risk of forfeiture and may not be transferred. The Compensation Committee may provide for the earlier termination of the restriction period in the event of retirement, death or disability. Restricted Shares and restricted Share units may also be subject to "management objectives" that, if achieved, will result in termination or early termination of the restrictions applicable to the Shares or units. A restricted Share or restricted Share unit grant may require that any dividends paid with respect to the Shares or units be deferred and reinvested in additional Shares or units subject to the same restrictions as the underlying award.

Appreciation Rights. The Compensation Committee may also grant appreciation rights, which represent the right to receive from the Company an amount, determined by the Compensation Committee and expressed as a percentage (not exceeding 100%) of the difference between the base price established for the appreciation rights and the market value of the Shares on the date of exercise. Each appreciation right must have a base price that is not less than the fair market value of the Shares on the date of grant and specify the period of continuous employment that is necessary before the appreciation right becomes exercisable (except that the appreciation right may provide for the earlier exercise in the event of retirement, death or disability). Appreciation rights may specify that the amount payable on exercise may be paid in cash, in Shares or in any combination thereof, and appreciation rights may specify "management objectives" that must be achieved as a condition to the exercise of the appreciation right. No appreciation right may be exercisable more than ten years from the date of grant or provide for the payment of dividend equivalents to the holder of the right.

Performance Shares and Units. A performance unit is the equivalent of $1.00 and a performance Share is the equivalent of one Share. Performance units and Shares will be subject to one or more "management objectives" that must be met within a specified period of not less than one year (the "performance period"). The specified performance period may be subject to earlier termination in the event of retirement, death or disability. The Compensation Committee will also establish a minimum level of acceptable achievement. At the end of the performance period, a determination will be made regarding the extent to which the "management objectives" have been met. To the extent earned, the performance units or performance shares will be paid to the participant at the time and in the manner determined by the Compensation Committee in cash, Shares or any combination thereof. The grant may provide for the payment of dividend equivalents in cash or in Shares on a current, deferred or contingent basis.

Incentive Awards. Incentive awards may be made to participants based on the Company's achievement of one or more "performance objectives" that must be met within a specified period (the "performance period"). Following the completion of a performance period, the Compensation Committee will evaluate the Company's achievement of the performance objectives. No incentive award may be paid without a determination by the Compensation Committee that the performance objectives have been met.

Other Awards. Other awards may be granted that are denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, the Shares. In addition, cash awards, as an element of or supplement to any other award granted under the 2015 Program, may also be granted. Shares may also be granted as a bonus or in lieu of obligations of the Company or a subsidiary to pay cash or deliver other property under the 2015 Program or under other plans or compensatory arrangements.

Management Objectives.

The Program requires that the Compensation Committee establish "management objectives" for purposes of annual incentive awards and awards of performance shares and performance units. When so determined by the Compensation Committee, stock options, appreciation rights, restricted stock and dividend equivalents may also specify management objectives. Management objectives may be described in terms of either Company-wide objectives or objectives that are related to the performance of the individual participant or subsidiary, division, department or function within the Company or a subsidiary in which the participant is employed. The management objectives may be made relative to the performance of other corporations. The management objectives applicable to any award to a "covered employee" as defined in Section 162(m) will be based on specified levels of or growth in one or more of the following criteria: revenues, earnings from operations, earnings before or after interest and taxes, net income, cash flow, earnings per share, debt to capital ratio, economic value added, return on total capital, return on invested capital, return on equity, return on assets, total return to shareholders, earnings before or after interest, depreciation, amortization or extraordinary or special items, return on investment, free cash flow, cash flow return on investment (discounted or otherwise), net cash provided by operations, cash flow in excess of cost of capital, operating margin, profit margin, stock price and/or strategic business criteria consisting of one or more objectives based on meeting specified product development, strategic partnering, research and development, market penetration, geographic business expansion goals, cost targets, customer satisfaction, employee satisfaction, management of employment practices and employee benefits, supervision of litigation and information technology, and goals relating to acquisitions or divestitures of subsidiaries, affiliates and joint ventures. Management objectives may be stated as a combination of the listed factors. If the Compensation Committee determines that a change in the business, operations, corporate structure or capital structure of the Company, or the manner in which it conducts its business, or other events or circumstances render the management objectives unsuitable, the Compensation Committee may in its discretion modify such management objectives or the related minimum acceptable level of achievement, in whole or in part, as the Compensation Committee deems appropriate and equitable, except to the extent that such action would result in the loss of the otherwise available exemption of the award under Section 162(m).

Recoupment of Awards.

The Compensation Committee may require, as a condition to any award, a participant to agree to reimburse the Company for all or any portion of an award, terminate or rescind an award, or recapture any Shares issued pursuant to an award in connection with any recoupment or clawback policy adopted by the Compensation Committee.

Transferability.

Stock options and other derivative securities awarded under the 2015 Program generally will not be transferable by a participant other than by will or the laws of descent and distribution. Any award made under the 2015 Program may provide that any Shares issued or transferred as a result of the award will be subject to further restrictions upon transfer.

Change in Control.

Except as otherwise provided in an agreement between the Company and a participant, upon termination of an employee participant's employment by the Company without "cause," or by a participant for "good reason," each as defined in the 2015 Program, within a period of two years following the occurrence of a "change in control," as defined in the 2015 Program, each unexpired stock option and appreciation right held by the participant will become exercisable in full, all restrictions on restricted Shares and restricted Share units held by the participant will lapse and all management objectives of all performance Shares, performance units and other awards held by the participant will be deemed to have been fully earned at the maximum performance level.

Shares Available for Awards; Award Limitations; Changes in Capitalization

Subject to adjustment as provided below, the aggregate number of Shares that may be delivered pursuant to awards granted under the 2015 Program would be 4,657,139 shares. Such Shares may be original issue shares, treasury shares or a combination of original issue and treasury shares.

The Compensation Committee may adopt reasonable counting procedures to ensure appropriate counting of the number of Shares available under the 2015 Program or in any award granted under the 2015 Plan if the number of Shares actually delivered differs from the number of Shares previously counted in connection with an award. Shares subject to an award that is canceled, expired, forfeited, settled in cash or is otherwise terminated without a delivery of Shares to the participant will again be available for awards. Shares withheld in payment of the exercise price or taxes relating to an award and shares surrendered in payment of any exercise price or taxes relating to an award will be considered delivered to the participant and will not be available for awards under the 2015 Program. In addition, if the amount payable upon exercise of an appreciation right is paid in Shares, the total number of Shares subject to the appreciation right will be considered delivered to the participant (regardless of the number of Shares actually paid to the participant) and will not be available for awards under the 2015 Program.

Under the 2015 Program, no participant may receive in any calendar year an award of (i) option rights and appreciation rights, in the aggregate, for more than 300,000 Shares, (ii) an award of performance Shares, restricted Shares or Restricted Share units specifying management objectives covering more than 100,000 Shares. (iii) performance units having an aggregate maximum value as of their respective dates of grant in excess of $1,750,000 or (iv) an incentive award of more than $3,500,000.

In the event of any change in the number of outstanding Shares by reason of any stock dividend, split, spin-off, recapitalization, merger, consolidation, combination, exchange of shares or otherwise, the aggregate number of shares of common stock with respect to which awards may be made under the 2015 Plan, the annual limit on individual awards and the terms, types of shares and number of shares of any outstanding awards under the 2015 Plan will be equitably adjusted by the Compensation Committee in its discretion to preserve the benefit of the award for the Company and the participant. In the event of any such corporate transaction, the Compensation Committee, in its discretion, may provide in substitution for any or all outstanding awards under the 2015 Plan such alternative consideration as it, in good faith, may determine to be equitable in the circumstances and may require in connection therewith the surrender of all awards so replaced.

Amendment and Termination.

The Board of Directors may at any time further amend the 2015 Program; *provided*, *however*, that any amendment which must be approved by the shareholders of the Company in order to comply with applicable law or the New York Stock Exchange will not be effective unless and until such approval has been obtained. The 2015 Program specifically prohibits the re-pricing or repurchase of stock options or

appreciation rights without shareholder approval. In addition, the 2015 Program provides that, without shareholder approval, neither the Committee nor the Board of Directors can authorize any option grant to provide for "reload" rights (i.e., the automatic grant of stock options to the participant upon the exercise of options using shares or other equity).

No grants under the 2015 Program may be made after December 31, 2024, but all grants made on or prior to such date will continue in effect thereafter subject to the terms thereof and of the 2015 Program.

Federal Income Tax Consequences.

The following is a brief summary of certain of the Federal income tax consequences of certain transactions under the 2015 Program. This summary is not intended to be complete and does not describe state or local tax consequences.

Tax Consequences to Participants.

Incentive Awards. A participant will recognize ordinary income for the full amount of an incentive award under the 2015 Program when the award is paid to the participant.

Non-qualified Stock Options. No income will be recognized by an optionee upon the grant of a non-qualified stock option. At the time of exercise of a non-qualified stock option, the optionee will recognize ordinary income in an amount equal to the difference between the option price paid for the Shares and the fair market value of the Shares on the date of exercise. At the time of a sale of Shares acquired pursuant to the exercise of a non-qualified stock option, appreciation (or depreciation) in value of the Shares after the date of exercise will be treated as short-term or long-term capital gain (or loss) depending on the holding period.

Incentive Stock Options. No income will be recognized by an optionee upon the grant or exercise of an incentive stock option. However, the excess of the fair market value of the Shares on the exercise date over the option price will be included in the optionee's income for purposes of the alternative minimum tax. If Shares are issued to the optionee pursuant to the exercise of an incentive stock option, and if no disqualifying disposition of such Shares is made by such optionee within two years after the date of the grant or within one year after the transfer of such shares to the optionee, then upon sale of the Shares, any amount realized in excess of the option price will be taxed to the optionee as a long-term capital gain and any loss sustained will be a long-term capital loss. If Shares acquired upon exercise of an incentive stock option are disposed of prior to the expiration of either holding period described above, the optionee will recognize ordinary income in the year of disposition in an amount equal to the excess (if any) of the fair market value of such Shares at the time of exercise (or if less, the amount realized on the disposition of the shares in a sale or exchange) over the option price paid for the Shares. Any further gain (or loss) realized by the optionee generally will be taxed as either short-term or long-term capital gain (or loss) depending on the holding period.

Appreciation Rights. No income will be recognized by a participant in connection with the grant of an appreciation right. When the appreciation right is exercised, the participant will be required to include as ordinary income in the year of exercise an amount equal to the amount of cash received and the fair market value of any unrestricted Shares received on the exercise.

Performance Units and Performance Shares. No income will be recognized upon the grant of performance units or performance shares. Upon earn-out of performance units or performance shares, the recipient will be required to include as taxable ordinary income in the year of receipt an amount equal to the amount of cash received and the fair market value of any unrestricted Shares received.

Restricted Shares. The recipient of restricted stock generally will be subject to tax at ordinary income rates on the fair market value of the restricted stock (reduced by an amount, if any, paid by the participant for the restricted stock) at such time as the shares are no longer subject to forfeiture or restrictions on transfer for purposes of Code Section 83. However, a participant who so elects under Code Section 83(b) within 30 days of the date of receipt of the Shares will have taxable ordinary income on the date of receipt of the Shares equal to the excess of the fair market value of the Shares (determined without regard to the restrictions) over the purchase price, if any, of the restricted stock. If a Code Section 83(b) election has not been made, any dividends received with respect to restricted stock that are subject to the restrictions generally will be treated as compensation that is taxable as ordinary income to the participant.

Restricted Share Units. No income will be recognized by a participant in connection with the grant of a restricted Share unit. When the unit is settled, the participant will be required to include as ordinary income in the year of exercise an amount equal to the amount of cash received and the fair market value of any unrestricted Shares received on settlement.

Tax Consequences to the Company.

To the extent that a participant recognizes ordinary income in the circumstances described above, the Company or the subsidiary for which the participant performs services generally will be entitled to a corresponding deduction. In addition, certain awards granted under the 2015 Program are intended to be exempt from Section 162(m) of the Internal Revenue Code of 1986 (the "Code") and the regulations thereunder (collectively, "Section 162(m)"), which places a $1,000,000 limit on the federal income tax deduction that may be taken by a public company for compensation paid to each of its chief executive officer and the three highest compensated officers (other than the chief financial officer) listed in the Summary Compensation Table.

FUTURE BENEFITS UNDER THE 2015 PROGRAM

The Compensation Committee has made no determination as to future grants or awards under the 2015 Program. However, the Compensation Committee intends to make future incentive, stock option, restricted share and performance Share units awards under the 2015 Program consistent with past practice. The closing price of Carlisle common stock on the New York Stock Exchange on February 27, 2015 was $93.07.

PRIOR BENEFITS UNDER THE 2012 PROGRAM

The following table summarizes awards granted during 2012, 2013 and 2014 under the 2012 Program and the Company's Nonemployee Director Equity Plan.

	Grantee	Type of Award Stock Options	Restricted Shares/Units	Performance Shares*
2012	CEO	75,240	22,195	22,195
	Named Executive Officers (other than CEO)	70,450	20,790	20,790
	Other Employees	343,115	43,005	43,005
	Non-Employee Directors	0	12,351	0
	Total	488,805	98,341	85,990
2013	CEO	0	28,010	28,010
	Named Executive Officers (other than CEO)	66,015	17,825	17,825
	Other Employees	217,960	25,420	25,420
	Non-Employee Directors	0	11,848	0
	Total	283,975	83,103	71,255
2014	CEO	0	25,860	25,860
	Named Executive Officers (other than CEO)	62,245	52,152	16,555
	Other Employees	196,790	26,761	25,555
	Non-Employee Directors	0	10,645	0
	Total	259,035	115,418	67,970

*

The number of performance Shares in this column equals the target number of performance Share units that may be earned. The actual number of performance Shares earned may be as low as 0% and as high as 200% based on the total return to the Company's

shareholders (share appreciation plus dividends) relative to the total shareholder return of the companies comprising the S&P 400 MidCap Index® over three year performance periods.

OVERHANG AND RUN RATE

In connection with its adoption of the 2015 Program, the Board of Directors reviewed the dilutive effect of the Company's equity compensation on its shareholders (sometimes called "overhang"). As of December 31, 2014, assuming approval of the 2015 Program, the total overhang would be approximately 10.7%.

For the purpose of calculating the overhang, the Company uses "fully diluted overhang," which equals Amount A divided by Amount B. Amount A equals the sum of the number of (i) outstanding stock options, (ii) unvested restricted Shares and restricted Share units, (iii) unearned performance Shares, (iv) deferred Share units and (v) Shares available for future grants under the 2015 Program. Amount B equals the sum of (i) the number Shares outstanding and (ii) Amount A less unvested restricted Shares. As of December 31, 2014, (i) the number of outstanding stock options, unvested

restricted Shares and restricted Share units, unearned performance Shares was 2,805,100, (ii) the Shares available for future grants under the 2015 Program (assuming approval by the shareholders) Nonemployee Director Equity Program is 4,913,704, (iii) the number of Shares of common stock outstanding was 64.7 million and (iv) the number of unvested restricted Shares was 246,988. The table on page 40 sets forth additional information regarding Shares that be issued under the Company's equity compensation plans.

The Board of Directors also reviewed the rate at which the Company grants equity awards relative to its shares of common stock outstanding (sometimes referred to as the "run rate"). Over the past three fiscal years (2012 through 2014), the annual share usage has averaged approximately 0.9% of Shares outstanding.

The Board unanimously recommends a vote "**FOR**" approval of the 2015 Program. Proxies received by the Board will be so voted unless shareholders specify a contrary choice in their proxies.

SHAREHOLDER PROPOSALS FOR PRESENTATION AT THE 2016 ANNUAL MEETING

If a shareholder wishes to present, in accordance with SEC Rule 14a-8, a proposal to the shareholders of the Company at the 2016 Annual Meeting, the proposal must be received by the Company at our principal executive offices for inclusion in the proxy statement and form of proxy relating to the meeting on or before November 21, 2015. Pursuant to SEC Rules, submitting a proposal does not guarantee that it will be included in the proxy materials.

In accordance with the Company's Bylaws, in order to be properly brought before the 2016 Annual Meeting, a shareholder's notice of a proposal (other than a proposal brought pursuant to SEC Rule 14a-8 or nominations for directors) must be received by the Company at our principal executive offices no earlier than January 7, 2016 or later than February 6, 2016. To be in proper form, any such shareholder's proposal must include the specified information concerning the proposal as described in the Bylaws. The presiding officer of chairman of the 2016 Annual Meeting may refuse to accept any such proposal that is not in proper form or submitted in compliance with the procedures in the Bylaws.

In accordance with the Company's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), in order to be properly brought before the 2016 Annual Meeting, a shareholder's notice of a proposal for nominations of directors must be received by the Company at our principal executive offices no later than February 6, 2016. To be in proper form, any such shareholder's proposal must include the specified information concerning the proposal and nominee as described in the Certificate of Incorporation. The presiding officer or chairman of the 2016 Annual Meeting may refuse to accept any such proposal that is not in proper form or submitted in compliance with the procedures in the Certificate of Incorporation.

All shareholder proposals should be addressed to the attention of Corporate Secretary, at the executive offices of the Company, 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277.

VOTING BY PROXY AND CONFIRMATION OF BENEFICIAL OWNERSHIP

To ensure that your Shares will be represented at the Annual Meeting, please follow the instructions shown on the Notice Regarding the Internet Availability of Proxy Materials (or paper proxy card if you received or request one) whether or not you expect to attend the Annual Meeting. Shares represented by a valid proxy will be voted as specified.

Any shareholder may revoke a proxy by a later-dated proxy or by giving notice of revocation to the Company (addressed to the Company at 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277 Attention: Secretary) or by attending the Annual Meeting and voting in person.

The number of votes that each shareholder will be entitled to cast at the Annual Meeting will depend on when the Shares were acquired and whether or not there has been a change in beneficial ownership since the date of acquisition, with respect to each of such holder's Shares.

Shareholders whose Shares are held by brokers or banks or in nominee name are requested to confirm to the Company how many of the Shares they own as of March 11, 2015 were beneficially owned before March 11, 2011, entitling such shareholder to five votes per Share, and how many were acquired after March 10, 2011, entitling such shareholder to one vote per Share. If no confirmation of beneficial ownership is received from a shareholder prior to the Annual Meeting, it will be deemed by the Company that beneficial ownership of all such Shares was effected after March 10, 2011, and the shareholder will be entitled to one vote for each Share. If a shareholder provides incorrect information, he or she may provide correct information at any time prior to the voting of his or her Shares at the Annual Meeting.

This Proxy Statement and the form of Proxy Card are being furnished to shareholders of record on March 11, 2015 whose Shares on the records of the Company show the following:

(i) that such shareholder had beneficial ownership of such Shares before March 11, 2011, and there has been no change since that date, thus entitling such shareholder to five votes for each Share; or

(ii) that beneficial ownership of such Shares was effected after March 10, 2011, thus entitling such shareholder to one vote for each Share; or

(iii) that the dates on which beneficial ownership of such Shares were effected are such that such shareholder is entitled to five votes for some Shares and one vote for other Shares.

Printed on the Proxy Card for each individual shareholder of record is the number of Shares for which he or she is entitled to cast five votes each and/or one vote each, as the case may be, as shown on the records of the Company.

Shareholders of record are urged to review the number of Shares shown on their Proxy Cards in the five-vote and one-vote categories. If the number of Shares shown in a voting category is believed to be incorrect, the shareholder should notify the Company in writing of that fact and either enclose the notice along with the Proxy Card in the postage-paid, return envelope, or mail the notice directly to the Company at the address indicated above. The shareholder should identify the Shares improperly classified for voting purposes and provide information as to the date beneficial ownership was acquired. Any notification of improper classification of votes must be made at least three (3) business days prior to the Annual Meeting or the shareholder will be entitled at the Annual Meeting to the number of votes indicated on the records of the Company.

In certain cases record ownership may change but beneficial ownership for voting purposes does not change. The Restated Certificate of Incorporation of the Company states the exceptions where beneficial ownership is deemed not to have changed upon the transfer of Shares. Shareholders should consult the pertinent provision of the Restated Certificate of Incorporation attached as *Appendix B* to this Proxy Statement for those exceptions.

By resolution duly adopted by the Board of Directors of the Company pursuant to subparagraph B(v) of Article Fourth of the Restated Certificate of Incorporation, the following procedures have been adopted for use in determining the number of votes to which a shareholder is entitled.

(i) The Company may accept the written and signed statement of a shareholder to the effect that no change in beneficial ownership has occurred during the four years immediately preceding the date on which a determination is made of the shareholders of the Company who are entitled

to vote or take any other action. Such statement may be abbreviated to state only the number of Shares as to which such shareholder is entitled to exercise five votes or one vote.

(ii) In the event the Vice President, Treasurer of the Company, in his or her sole discretion, taking into account the standards set forth in the Company's Restated Certificate of Incorporation, deems any such statement to be inadequate or for any reason deems it in the best interest of the Company to require further evidence of the absence of change of beneficial ownership during the four-year period preceding the record date, he or she may require such additional evidence and, until it is provided in form and substance satisfactory to him or her, a change in beneficial ownership during such period shall be deemed to have taken place.

(iii) Information supplementing that contemplated by paragraph (i) and additional evidence contemplated by paragraph (ii) may be provided by a shareholder at any time but must be furnished at least three business days prior to any meeting of shareholders at which such Shares are to be voted for any change to be effective at such meeting.

OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors of the Company knows of no other business which will be or is intended to be presented at the Annual Meeting. Should any further business come before the Annual Meeting or any adjourned meeting, it is the intention of the proxies named in the Proxy to vote according to their best judgment.

By Order of the Board of Directors
Steven J. Ford,
Secretary

Dated: March 20, 2015

APPENDIX A

CARLISLE COMPANIES INCORPORATED
INCENTIVE COMPENSATION PROGRAM

As amended and restated effective January 1, 2015

CARLISLE COMPANIES INCORPORATED
INCENTIVE COMPENSATION PROGRAM

As amended and restated effective January 1, 2015

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CARLISLE COMPANIES INCORPORATED
INCENTIVE COMPENSATION PROGRAM

As amended and restated effective January 1, 2015

1. Definitions. Capitalized terms used herein shall have the meanings assigned to such terms in this Section 1.

"*Affiliate*" has the meaning given such term under Rule 12b-2 of the General Rules and Regulations under the Exchange Act.

"*Applicable Laws*" means the requirements relating to the administration of non-equity and equity-based incentive compensation plans under U.S. state laws, U.S. federal and state securities laws, the Code, any stock exchange or quotation system on which the Common Shares are listed or quoted and the applicable laws of any other country or jurisdiction where awards are granted under the Plan.

"*Appreciation Right*" means a right granted pursuant to Section 6 of this Plan.

"*Associate*" has the meaning given such term under Rule 12b-2 of the General Rules and Regulations under the Exchange Act.

"*Base Price*" means the price to be used as the basis for determining the Spread upon the exercise of an Appreciation Right.

"*Beneficial Owner*" has the meaning given such term under Rule 13d-3 of the General Rules and Regulations under the Exchange Act.

"*Board*" means the Board of Directors of the Company.

"*Change in Control*" shall occur in the event: (i) any Person shall become directly or indirectly the Beneficial Owner of securities of the Company representing fifty percent (50%) or more of the combined voting power of the Company's then outstanding securities for the election of directors or fifty percent (50%) or more of the Company's then outstanding Common Shares or (ii) any Person completes a tender offer pursuant to Regulation 14D promulgated by the Securities and Exchange Commission under the Exchange Act, or any successor provision thereto, which results in such Person becoming the Beneficial Owner of fifty percent (50%) or more of the combined voting power of the Company's then outstanding securities for the election of directors or fifty percent (50%) or more of the Company's then outstanding Common Shares.

"*Cause*" shall have the meaning ascribed to it in any employment agreement to which a Participant and the Company are parties, and if the Participant and the Company are not parties to an employment agreement in which "cause" is defined, the term "Cause" means (i) intentional gross misconduct by the Participant damaging in a material way to the Company, or (ii) a material breach of the Participant's employment agreement, after the Company has given the Participant notice thereof and a reasonable opportunity to cure.

"*Code*" means the Internal Revenue Code of 1986, as amended.

"*Committee*" means the Compensation Committee of the Board or such other committee described in Section 16 of the Plan.

"*Common Shares*" means the common stock, par value of one dollar ($1.00), of the Company or any security into which such Common Shares may be changed by reason of any transaction or event of the type referred to in Section 11 of this Plan.

"*Company*" means Carlisle Companies Incorporated, a Delaware corporation, and any successor thereto.

"*Covered Employee*" means a Participant who is, or is determined by the Committee to be likely to become, a "covered employee" within the meaning of Section 162(m) of the Code (or any successor provision).

"*Date of Grant*" means the date specified by the Committee on which a grant of Option Rights, Appreciation Rights, Performance Units, Performance Shares or Incentive Awards or a grant or sale of Restricted Shares shall become effective.

"*Director*" means a member of the Board of Directors of the Company.

"*Disability*" means the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or which has lasted or can be expected to last for a continuous period of not less than 12 months. No Participant shall be considered to have a Disability unless he or she furnishes proof of the existence thereof in such form and manner, and at such times, as the Committee may require.

"*Effective Date*" means January 1, 2015, subject to approval of the Plan by the Company's shareholders at the 2015 annual meeting of the Company's stockholders or any adjournment thereof.

"*Evidence of Award*" means an agreement, certificate, resolution or other type or form of writing or other evidence approved by the Committee which sets forth the terms and conditions of the Option Rights, Appreciation Rights, Performance Units, Performance Shares, Restricted Shares, Restricted Share Units or Incentive Awards. An Evidence of Award may be in an electronic medium, may be limited to a notation on the books and records of the Company and, with the approval of the Committee, need not be signed by a representative of the Company or a Participant.

"*Exchange Act*" means the Securities Exchange Act of 1934 and the rules and regulations thereunder, as such law, rules and regulations may be amended from time to time.

"*Good Reason*" shall have the meaning ascribed to it in any employment agreement to which a Participant and the Company are parties, and if the Participant and the Company are not parties to an employment agreement in which "good reason" is defined, the term "Good Reason" means (i) a material diminution in the Participant's duties and responsibilities or authority, or any material adverse change in the Participant's compensation or compensation opportunity, (ii) the assignment to the Participant of any duties or responsibilities which are inconsistent with the Participant's position, (iii) a relocation of the Participant's primary work location by more than thirty (30) miles or (iv) any material breach by the Company of any agreement with the Participant.

"*Group*" means persons and entities that act in concert as described in Section 14(d)(2) of the Exchange Act (other than the Company or any Subsidiary thereof and other than any profit-sharing, employee stock ownership or any other employee benefit plan of the Company or such Subsidiary, or any trustee of or fiduciary with respect to any such plan when acting in such capacity and other than any executive officer of the Company).

"*Incentive Award*" shall mean a cash award to a Participant pursuant to Section 8 of this Plan.

"*Incentive Stock Options*" means Option Rights that are intended to qualify as "incentive stock options" under Section 422 of the Code or any successor provision.

"*Management Objectives*" means the measurable performance objective or objectives established pursuant to this Plan for Participants who have received grants of Performance Units or Performance Shares, Incentive Awards or, when so determined by the Committee, Option Rights, Appreciation Rights and Restricted Shares pursuant to this Plan. Management Objectives may be described in terms of Company-wide objectives or objectives that are related to the performance of the individual Participant or of the Subsidiary, division, department, region or function within the Company or Subsidiary in which the Participant is employed. The Management

Objectives may be made relative to the performance of other corporations. The Management Objectives applicable to any award to a Covered Employee shall be based on specified levels of or growth in one or more of the following criteria: revenues, earnings from operations, earnings before or after interest and taxes, net income, cash flow, earnings per share, debt to capital ratio, economic value added, return on total capital, return on invested capital, return on equity, return on assets, total return to shareholders, earnings before or after interest, depreciation, amortization or extraordinary or special items, return on investment, free cash flow, cash flow return on investment (discounted or otherwise), net cash provided by operations, cash flow in excess of cost of capital, operating margin, profit margin, stock price and/or strategic business criteria consisting of one or more objectives based on meeting specified product development, strategic partnering, research and development, market penetration, geographic business expansion goals, cost targets, customer satisfaction, employee satisfaction, management of employment practices and employee benefits, supervision of litigation and information technology, and goals relating to acquisitions or divestitures of subsidiaries, affiliates and joint ventures. Management Objectives may be stated as a combination of the listed factors. If the Committee determines that a change in the business, operations, corporate structure or capital structure of the Company, or the manner in which it conducts its business, or other events or circumstances (including those events and circumstances described in Section 11 of this Plan) render the Management Objectives unsuitable, the Committee may in its discretion modify such Management Objectives or the related minimum acceptable level of achievement, in whole or in part, as the Committee deems appropriate and equitable, except in the case of a Covered Employee to the extent that such action would result in the loss of the otherwise available exemption of the award under Section 162(m) of the Code.

"*Market Value per Share*" means, as of any particular date, (i) the closing sale price per Common Share as reported on the New York Stock Exchange, the NASDAQ Global Select Market or such other exchange on which Common Shares are then trading, if any, or if there are no sales on such day, on the next preceding trading day during which a sale occurred, or (ii) if clause (i) does not apply, the fair market value of the Common Shares as determined by the Committee.

"*Optionee*" means the optionee named in an agreement evidencing an outstanding Option Right.

"*Option Price*" means the purchase price payable on exercise of an Option Right.

"*Option Right*" means the right to purchase Common Shares from the Company upon the exercise of an option granted pursuant to Section 4 of this Plan.

"*Participant*" means any director, officer, employee or consultant of the Company or its Affiliates who is selected by the Committee to receive an award under the Plan.

"*Performance Period*" means, in respect of a Performance Unit, Performance Share or Incentive Award, a period of time established pursuant to Section 7 or 8 of this Plan within which the Management Objectives relating to such Performance Share, Performance Unit or Incentive Award are to be achieved.

"*Performance Share*" means a bookkeeping entry that records the equivalent of one Common Share awarded pursuant to Section 7 of this Plan.

"*Performance Unit*" means a bookkeeping entry that records a unit equivalent to $1.00 awarded pursuant to Section 7 of this Plan.

"*Person*" means and includes any individual, corporation, partnership or other person or entity and any Group and all Affiliates and Associates of any such individual, corporation, partnership, or other person or entity or Group.

"*Plan*" means this Carlisle Companies Incorporated Incentive Compensation Program, as amended from time to time. Prior to the Effective Date, the Plan was known as the Carlisle Companies Incorporated Executive Incentive Program.

"*Restricted Share*" means a Common Share granted or sold pursuant to Section 5 of this Plan as to which neither the substantial risk of forfeiture nor the prohibition on transfers referred to in such Section 5 has expired.

"*Restricted Share Unit*" means a bookkeeping entry that records the equivalent of one Common Share awarded pursuant to Section 5.

"*Retirement*" means retirement after attaining age 65.

"*Spread*" means the excess of the Market Value per Share on the date when an Appreciation Right is exercised over the Base Price provided for in the Appreciation Right.

"*Subsidiary*" means a corporation, company or other entity which is designated by the Committee and in which the Company has a direct or indirect ownership or other equity interest, *provided*, *however*, that for purposes of determining whether any person may be a Participant for purposes of any grant of Incentive Stock Options, "Subsidiary" means any corporation in which at the time the Company owns or controls, directly or indirectly, more than 50 percent of the total combined voting power represented by all classes of stock issued by such corporation.

2. Shares Available Under the Plan.

(a) Subject to adjustment as provided in Sections 2(c) and 11 of this Plan, the number of Common Shares that may be issued or transferred from and after the Effective Date (i) upon the exercise of Option Rights or Appreciation Rights, (ii) as Restricted Shares and released from substantial risks of forfeiture thereof, (iii) in payment of Performance Units or Performance Shares that have been earned, (iv) in payment of awards granted under Section 8 of the Plan or (v) in payment of dividend equivalents paid with respect to awards made under the Plan shall not exceed in the aggregate 4,657,139 Common Shares (which amount represents the sum of 2,657,139 (the number of Common Shares available for issuance under the Plan immediately prior to the Effective Date) plus 2,000,000 (the increase in the number of Common Shares available for issuance under the Plan made by this amendment and restatement of the Plan)). Such Common Shares may be shares of original issuance, treasury shares or a combination of the foregoing.

(b) Subject to adjustment as provided in Sections 2(c) and 11 of this Plan, the number of Restricted Shares and Restricted Share Units awarded under Section 5 of this Plan, the number of Performance Shares and Performance Units that may be granted and paid out under Section 7 of this Plan and the number of Common Shares awarded under Section 9 of this Plan shall not exceed, in the aggregate, 1,750,000 (which amount represents the sum of 465,547(the number of Common Shares available for such awards under the Plan immediately prior to the Effective Date) plus 1,284,453 (after the increase in the number of Common Shares available for such awards under the Plan made by this amendment and restatement of the Plan)).

(c) The Committee may adopt reasonable counting procedures to ensure appropriate counting, avoid double counting (as, for example, in the case of tandem or substitute awards) and make adjustments in the number of Common Shares available in Sections 2(a) and (b) above or otherwise specified in the Plan or in any award granted hereunder if the number of Common Shares actually delivered differs from the number of Common Shares previously counted in connection with an award, *provided* such counting procedures comply with the requirements of this Section 2(c). Common Shares subject to an award (whether granted under the Plan before or after the Effective Date) that is canceled, expired, forfeited, settled in cash or is otherwise terminated without a delivery of Common Shares to the Participant will again be available for awards.

Common Shares withheld in payment of the exercise price or taxes relating to an award (whether granted under the Plan before or the Effective Date) and Common Shares surrendered in payment of any exercise price or taxes relating to an award (whether granted under the Plan before or after the Effective Date) shall be considered Common Shares delivered to the Participant and shall not be available for awards under the Plan. In addition, if the amount payable upon exercise of an Appreciation Right is paid in Common Shares, the total number of Common Shares subject to the Appreciation Right shall be considered Common Shares delivered to the Participant (regardless of the number of Common Shares actually paid to the Participant) and shall not be available for awards under the Plan. This Section 2(c) shall apply to the number of Common Shares reserved and available for Incentive Stock Options only to the extent consistent with applicable Treasury regulations relating to Incentive Stock Options under the Code.

3. Award Limitations. Notwithstanding any other provision of this Plan to the contrary, in no event shall any Participant in any calendar year receive:

(a) an award of Option Rights and Appreciation Rights, in the aggregate, for more than 300,000 Common Shares,

(b) an award of Performance Shares, Restricted Shares or Restricted Share Units specifying Management Objectives covering more than 100,000 Common Shares;

(c) Performance Units having an aggregate maximum value as of their respective Dates of Grant in excess of $1,750,000; or

(d) an Incentive Award of more than $3,500,000.

4. Option Rights. The Committee may, from time to time and upon such terms and conditions as it may determine, authorize the granting to Participants of Option Rights to purchase Common Shares. Each such grant may utilize any or all of the authorizations, and shall be subject to all of the limitations, contained in the following provisions:

(a) Each grant shall specify the number of Common Shares to which it pertains, subject to adjustments as provided in Section 11 of this Plan.

(b) Each grant shall specify an Option Price per share, which shall be equal to or greater than the Market Value per Share on the Date of Grant.

(c) Each grant shall specify whether the Option Price shall be payable (i) in cash or by check acceptable to the Company, (ii) by the actual or constructive transfer to the Company of Common Shares owned by the Optionee, or (iii) by a combination of such methods of payment.

(d) To the extent permitted by Applicable Laws, any grant may provide for deferred payment of the Option Price from the proceeds of sale through a bank or broker on a date satisfactory to the Company of some or all of the Common Shares to which such exercise relates.

(e) Successive grants may be made to the same Participant whether or not any Option Rights previously granted to such Participant remain unexercised.

(f) Each grant shall specify the period or periods of continuous service by the Optionee with the Company or any Subsidiary that is necessary before the Option Rights or installments thereof will become exercisable.

(g) Any grant of Option Rights may specify Management Objectives that must be achieved as a condition to the exercise of such rights.

(h) Option Rights granted under this Plan may be (i) options, including, without limitation, Incentive Stock Options, that are intended to qualify under particular provisions of the Code, (ii) options that are not intended to so qualify, or (iii) combinations of the foregoing.

(i) No Option Right shall be exercisable more than 10 years from the Date of Grant.

(j) Each grant of Option Rights shall be evidenced by an Evidence of Award which shall contain such terms and provisions, consistent with this Plan and applicable sections of the Code, as the Committee may approve.

(k) No Option Right may provide for the payment of dividend equivalents to the Optionee.

5. Restricted Shares and Restricted Share Units. The Committee may also authorize the grant or sale of Restricted Shares or Restricted Stock Units to Participants. Each such grant or sale may utilize any or all of the authorizations, and shall be subject to all of the limitations, contained in the following provisions:

(a) Each such grant or sale shall constitute an immediate transfer of the ownership of Common Shares to the Participant in consideration of the performance of services, entitling such Participant to voting, dividend and other ownership rights, but subject to the substantial risk of forfeiture and restrictions on transfer hereinafter referred to.

(b) Each such grant or sale may be made without additional consideration or in consideration of a payment by such Participant that is less than Market Value per Share at the Date of Grant.

(c) Each such grant or sale to Participants who are employees shall provide that the Restricted Shares or Restricted Share Units covered by such grant or sale shall be subject to a "substantial risk of forfeiture" within the meaning of Section 83 of the Code for a period of not less than one year except in the event of the Participant's death, Disability or Retirement or a Change in Control.

(d) Each such grant or sale shall provide that during the period for which such substantial risk of forfeiture is to continue, (i) the transferability of the Restricted Shares shall be prohibited or restricted in the manner and to the extent prescribed by the Committee at the Date of Grant (which restrictions may include, without limitation, rights of repurchase or first refusal in the Company or provisions subjecting the Restricted Shares to a continuing substantial risk of forfeiture in the hands of any transferee) and (ii) the Restricted Share Units shall not be transferable.

(e) Any grant of Restricted Shares or Restricted Share Units may specify Management Objectives that, if achieved, will result in termination or early termination of the restrictions applicable to such shares. Each grant may specify in respect of such Management Objectives a minimum acceptable level of achievement and shall set forth a formula for determining the number of Restricted Shares on which restrictions will terminate if performance is at or above the minimum level, but falls short of full achievement of the specified Management Objectives.

(f) Each grant of Restricted Share Units shall specify the time and manner of payment of Restricted Share Units that have become vested. Any grant may specify that the amount payable with respect thereto may be paid by the Company to the Participant in cash, in Common Shares or in any combination thereof, and may either grant to the Participant or retain in the Committee the right to elect among those alternatives.

(g) Any such grant or sale of Restricted Shares or Restricted Share Units may require that any or all dividends or other distributions paid thereon during the period of such restrictions be automatically deferred and reinvested in additional Restricted Shares or Restricted Share Units, which may be subject to the same restrictions as the underlying award.

(h) Each grant or sale of Restricted Shares or Restricted Share Units shall be evidenced by an Evidence of Award, which shall contain such terms and provisions, consistent with the Plan and applicable sections of the Code, as the Committee may approve. Unless otherwise directed by the

Committee, each certificate representing a Restricted Share shall be held in custody by the Company until all restrictions thereon shall have lapsed, together with a stock power executed by the Participant in whose name such certificate is registered, endorsed in blank and covering such Restricted Common Share.

6. Appreciation Rights.

(a) The Committee may authorize the granting to any Participant of Appreciation Rights. An Appreciation Right shall be a right of the Participant to receive from the Company an amount determined by the Committee, which shall be expressed as a percentage of the Spread (not exceeding 100 percent) at the time of exercise.

(b) Each grant of Appreciation Rights may utilize any or all of the authorizations, and shall be subject to all of the requirements, contained in the following provisions:

(i) Any grant may specify that the amount payable on exercise of an Appreciation Right may be paid by the Company in cash, in Common Shares or in any combination thereof and may either grant to the Participant or retain in the Committee the right to elect among those alternatives.

(ii) Any grant may specify that the amount payable on exercise of an Appreciation Right may not exceed a maximum specified by the Committee at the Date of Grant.

(iii) Any grant may specify waiting periods before exercise and permissible exercise dates or periods.

(iv) Each grant of an Appreciation Right shall be evidenced by an Evidence of Award, which shall describe such Appreciation Right, state that such Appreciation Right is subject to all the terms and conditions of this Plan, and contain such other terms and provisions, consistent with this Plan and applicable sections of the Code, as the Committee may approve.

(v) No Appreciation Right may provide for the payment of dividend equivalents to the Participant.

(vi) Each grant shall specify a Base Price, which shall be equal to or greater than the Market Value per Share on the Date of Grant.

(vii) Successive grants may be made to the same Participant regardless of whether any Appreciation Rights previously granted to the Participant remain unexercised.

(viii) No Appreciation Right granted under this Plan may be exercised more than 10 years from the Date of Grant.

7. Performance Units and Performance Shares. The Committee may also authorize the granting to Participants of Performance Units or Performance Shares that will become payable (or payable early) to a Participant upon achievement of specified Management Objectives. Each such grant may utilize any or all of the authorizations, and shall be subject to all of the limitations, contained in the following provisions:

(a) Each grant shall specify the number of Performance Units or Performance Shares to which it pertains, which number may be subject to adjustment to reflect changes in compensation or other factors; *provided*, *however*, that no such adjustment shall be made in the case of a Covered Employee where such action would result in the loss of the otherwise available exemption of the award under Section 162(m) of the Code.

(b) The Performance Period with respect to each Performance Unit or Performance Share shall be such period of time (not less than one year, except in the event of a Change in Control) commencing with the Date of Grant as shall be determined by the Committee at the time of grant.

(c) Any grant of Performance Units or Performance Shares shall specify Management Objectives which, if achieved, will result in payment or early payment of the award, and each grant may specify in respect of such specified Management Objectives a minimum acceptable level of achievement and shall set forth a formula for determining the number of Performance Units or Performance Shares that will be earned if performance is at or above the minimum level, but falls short of full achievement of the specified Management Objectives. The grant of Performance Units or Performance Shares shall specify that, before the Performance Shares or Performance Units shall be earned and paid, the Committee must determine that the Management Objectives have been satisfied.

(d) Each grant shall specify the time and manner of payment of Performance Units or Performance Shares that have been earned. Any grant may specify that the amount payable with respect thereto may be paid by the Company to the Participant in cash, in Common Shares or in any combination thereof, and may either grant to the Participant or retain in the Committee the right to elect among those alternatives.

(e) Any grant of Performance Units or Performance Shares may specify that the amount payable or the number of Common Shares issued with respect thereto may not exceed maximums specified by the Committee at the Date of Grant.

(f) Each grant of Performance Units or Performance Shares shall be evidenced by an Evidence of Award, which shall contain such terms and provisions, consistent with this Plan and applicable sections of the Code, as the Committee may approve.

(g) The Committee may, at or after the Date of Grant of Performance Units or Performance Shares, provide for the payment of contingent dividends or dividend equivalents to the holder thereof either in cash or in additional Common Shares, provided such dividends or dividend equivalents shall be paid to the Participant only if the Performance Units or Performance Shares with respect to which such dividends or dividend equivalents are payable are earned by the Participant.

8. Incentive Awards. The Committee may authorize the granting to Participants of Incentive Awards that will become payable to a Participant upon achievement of specified Management Objectives. Each such grant may utilize any or all of the authorizations, and shall be subject to all of the limitations, contained in the following provisions:

(a) The Performance Period with respect to each Incentive Award shall be such period of time commencing with the Date of Grant as shall be determined by the Committee at the time of grant.

(b) Any grant of an Incentive Award shall specify Management Objectives which, if achieved, will result in payment of the award, and each grant may specify in respect of such specified Management Objectives a minimum acceptable level of achievement and shall set forth a formula for determining the amount of the Incentive Award that will be earned if performance is at or above the minimum level, but falls short of full achievement of the specified Management Objectives. The grant of an Incentive Award shall specify that, before the Incentive Award shall be earned and paid, the Committee must determine that the Management Objectives have been satisfied.

(c) Each grant shall specify the time and manner of payment of the Incentive Award that has been earned. Any grant may specify that the amount payable with respect thereto may be paid by the Company to the Participant in cash, in Common Shares or in any combination thereof, and may either grant to the Participant or retain in the Committee the right to elect among those alternatives.

(d) Any grant of an Incentive Award may specify that the amount payable or the number of Common Shares issued with respect thereto may not exceed maximums specified by the Committee at the Date of Grant.

9. Other Awards.

(a) The Committee is authorized, subject to limitations under applicable law, to grant to any Participant such other awards that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on, or related to, Common Shares or factors that may influence the value of Common Shares, including, without limitation, convertible or exchangeable debt securities, other rights convertible or exchangeable into Common Shares, purchase rights for Common Shares, awards with value and payment contingent upon performance of the Company or business units thereof or any other factors designated by the Committee, and awards valued by reference to the book value of Common Shares or the value of securities of, or the performance of specified Subsidiaries or affiliates or other business units of, the Company. The Committee shall determine the terms and conditions of such awards. Common Shares delivered pursuant to an award in the nature of a purchase right granted under this Section 9 shall be purchased for such consideration, paid for at such times, by such methods, and in such forms, including, without limitation, cash, Common Shares, other awards, notes or other property, as the Committee shall determine.

(b) Cash awards, as an element of or supplement to any other award granted under this Plan, may also be granted pursuant to this Section 9 of the Plan.

(c) The Committee is authorized to grant Common Shares as a bonus, or to grant Common Shares or other awards in lieu of obligations of the Company or a Subsidiary to pay cash or deliver other property under the Plan or under other plans or compensatory arrangements, subject to such terms as shall be determined by the Committee.

10. Transferability.

(a) Except as otherwise determined by the Committee, no Option Right, Appreciation Right or other derivative security granted under the Plan shall be transferable by a Participant other than by will or the laws of descent and distribution. Except as otherwise determined by the Committee, Option Rights and Appreciation Rights shall be exercisable during the Optionee's lifetime only by him or her or by his or her guardian or legal representative.

(b) The Committee may specify at the Date of Grant that part or all of the Common Shares that are (i) to be issued or transferred by the Company upon the exercise of Option Rights or Appreciation Rights or upon payment under any grant of Performance Units or Performance Shares or (ii) no longer subject to the substantial risk of forfeiture and restrictions on transfer referred to in Section 5 of this Plan shall be subject to further restrictions on transfer.

11. Adjustments. The Committee shall make or provide for such adjustments in the numbers of Common Shares covered by share-based awards outstanding hereunder, in the Option Price and Base Price provided in outstanding Option Rights or Appreciation Rights, and in the kind of shares covered thereby, as the Committee, in its sole discretion, exercised in good faith, shall determine is equitably required to prevent dilution or enlargement of the rights of Participants or Optionees that otherwise would result from (a) any stock dividend, stock split, combination of shares, recapitalization or other change in the capital structure of the Company, or (b) any merger, consolidation, spin-off, split-off, spin-out, split-up, reorganization, partial or complete liquidation or other distribution of assets (including, without limitation, a special or large non-recurring dividend), issuance of rights or warrants to purchase securities, or (c) any other corporate transaction or event having an effect similar to any of the foregoing (a "*Corporate Transaction*"). Notwithstanding the foregoing, to the extent that a Corporate Transaction involves a nonreciprocal transaction between the Company and its shareholders that causes the per-share value of the Common Shares underlying outstanding awards under this Plan

to change, such as a stock dividend, stock split, spin-off, rights offering or recapitalization through a large, nonrecurring cash dividend (an "*Equity Restructuring*"), the Committee shall be required to make or provide for such adjustments set forth in the preceding sentence that, in its sole discretion, are required to equalize the value of the outstanding awards under this Plan before and after the Equity Restructuring. In the event of any Corporate Transaction, the Committee, in its discretion, may provide in substitution for any or all outstanding awards under this Plan such alternative consideration as it, in good faith, may determine to be equitable in the circumstances and may require in connection therewith the surrender of all awards so replaced. The Committee may also make or provide for such adjustments in the numbers of shares specified in Section 2 of this Plan as the Committee in its sole discretion, exercised in good faith, may determine is appropriate to reflect any transaction or event described in this Section 11; *provided*, *however*, that any such adjustment to an Option intended to qualified as an Incentive Stock Option shall be made only if and to the extent such adjustment would not cause such Option to fail to so qualify. Notwithstanding the foregoing, no adjustment shall be required pursuant to this Section 11 if such action would cause an award to fail to satisfy the conditions of any applicable exception from the requirements of Section 409A of the Code or otherwise could subject a Participant to the additional tax imposed under Section 409A of the Code with respect to an outstanding award.

12. Share Certificates. All certificates for Common Shares or other securities of the Company or any Affiliate delivered under the Plan pursuant to any award or the exercise thereof shall be subject to such stop transfer orders and other restrictions as the Committee may deem advisable under the Plan, the applicable Evidence of Award or the rules, regulations and other requirements of the Securities and Exchange Commission, the New York Stock Exchange or any other stock exchange or quotation system upon which such Common Shares or other securities are then listed or reported and any applicable federal or state laws, and the Committee may cause a legend or legends to be put on any such certificates to make appropriate reference to such restrictions. Notwithstanding any other provision of this Plan to the contrary, the Company may elect to satisfy any requirement under this Plan for the delivery of stock certificates through the use of book-entry.

13. Fractional Shares. The Company shall not be required to issue any fractional Common Shares pursuant to this Plan. The Committee may provide for the elimination of fractions or for the settlement of fractions in cash.

14. Withholding Taxes. The Company shall have the right to deduct from any payment under this Plan an amount equal to the federal, state, local, foreign and other taxes which in the opinion of the Company are required to be withheld by it with respect to such payment and to the extent that the amounts available to the Company for such withholding are insufficient, it shall be a condition to the receipt of such payment or the realization of such benefit that the Participant or such other person make arrangements satisfactory to the Company for payment of the balance of such taxes required to be withheld. At the discretion of the Committee, such arrangements may include relinquishment of a portion of such benefit. In no event, however, shall the Company accept Common Shares for payment of taxes in excess of required tax withholding rates, except that, in the discretion of the Committee, a Participant or such other person may surrender Common Shares owned for more than 6 months to satisfy any tax obligations resulting from any such transaction.

15. Foreign Employees. In order to facilitate the making of any grant or combination of grants under this Plan, the Committee may provide for such special terms for awards to Participants who are foreign nationals or who are employed by the Company or any Subsidiary outside of the United States of America as the Committee may consider necessary or appropriate to accommodate differences in local law, tax policy or custom. Moreover, the Committee may approve such supplements to or amendments, restatements or alternative versions of this Plan as it may consider necessary or appropriate for such purposes, without thereby affecting the terms of this Plan as in effect for any other purpose, and the Corporate Secretary or other appropriate officer of the Company may certify

any such document as having been approved and adopted in the same manner as this Plan. No such special terms, supplements, amendments or restatements, however, shall include any provisions that are inconsistent with the terms of this Plan as then in effect unless this Plan could have been amended to eliminate such inconsistency without further approval by the shareholders of the Company.

16. Administration of the Plan.

(a) This Plan shall be administered by the Compensation Committee of the Board (or a subcommittee thereof), which Committee shall consist of not less than two Directors appointed by the Board each of whom shall be a "non-employee director" as defined in Rule 16b-3 of the Exchange Act and an "outside director" as defined in the regulations under Section 162(m) of the Code. A majority of the Committee shall constitute a quorum, and the action of the members of the Committee present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the Committee. The Board may perform any function of the Committee hereunder, in which case the term "Committee" shall refer to the Board.

(b) The interpretation and construction by the Committee of any provision of this Plan or of any agreement, notification or document evidencing the grant of Option Rights, Appreciation Rights, Restricted Shares, Performance Units, Performance Shares, Incentive Award or any awards granted under Section 9 of this Plan and any determination by the Committee pursuant to any provision of this Plan or of any such agreement, notification or document shall be final and conclusive. No member of the Committee shall be liable for any such action or determination made in good faith.

(c) No member of the Board, the Committee or any employee of the Company or a Subsidiary (each such person, an "*Indemnified Person*") shall be liable for any action taken or omitted to be taken or any determination made in good faith with respect to the Plan or any award hereunder. Each Indemnified Person shall be indemnified and held harmless by the Company against and from (a) any loss, cost, liability or expense (including attorneys' fees) that may be imposed upon or incurred by such Indemnified Person in connection with or resulting from any action, suit or proceeding to which such Indemnified Person may be a party or in which such Indemnified Person may be involved by reason of any action taken or omitted to be taken under the Plan or any Evidence of Award and (b) any and all amounts paid by such Indemnified Person, with the Company's approval, in settlement thereof, or paid by such Indemnified Person in satisfaction of any judgment in any such action, suit or proceeding against such Indemnified Person, *provided* that the Company shall have the right, at its own expense, to assume and defend any such action, suit or proceeding, and, once the Company gives notice of its intent to assume the defense, the Company shall have sole control over such defense with counsel of the Company's choice. The foregoing right of indemnification shall not be available to an Indemnified Person to the extent that a court of competent jurisdiction in a final judgment or other final adjudication, in either case not subject to further appeal, determines that the acts or omissions of such Indemnified Person giving rise to the indemnification claim resulted from such Indemnified Person's bad faith, fraud or willful criminal act or omission or that such right of indemnification is otherwise prohibited by law or by the Company's Certificate of Incorporation or Bylaws. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which Indemnified Persons may be entitled under the Company's Certificate of Incorporation or Bylaws, as a matter of law, or otherwise, or any other power that the Company may have to indemnify such Indemnified Persons or hold them harmless.

17. Amendments and Other Matters.

(a) The Board may at any time and from time to time amend the Plan in whole or in part; *provided*, *however*, that any amendment which must be approved by the shareholders of the Company in order to comply with applicable law or the rules of the New York Stock Exchange or, if the Common Shares are not traded on the New York Stock Exchange, the principal national securities exchange upon which the Common Shares are traded or quoted, shall not be effective unless and until such

approval has been obtained. Presentation of this Plan or any amendment thereof for shareholder approval shall not be construed to limit the Company's authority to offer similar or dissimilar benefits under other plans or otherwise with or without shareholder approval. Without limiting the generality of the foregoing, the Board may amend this Plan to eliminate provisions that are no longer necessary as a result in changes in tax or securities laws or regulations, or in the interpretation thereof.

(b) The Committee shall not, without the further approval of the shareholders of the Company, authorize the amendment of any outstanding (i) Option Right to reduce the Option Price or (ii) Appreciation Right to reduce the Base Price. Furthermore, no Option Right whose Option Price is greater than the Market Value per Share and no Appreciation Right whose Base Price is greater than the Market Value per Share may be repurchased by the Company nor shall the Company cancel and replace any Option Rights or Appreciation Rights with awards having a lower Option Price or Base Value (as applicable) without further approval of the shareholders of the Company. This Section 17(b) is intended to prohibit the repurchase or repricing of "underwater" Option Rights and Appreciation Rights and shall not be construed to prohibit the adjustments provided for in Section 11 of this Plan.

(c) The Committee may condition the grant of any award or combination of awards authorized under this Plan on the deferral by the Participant of his or her right to receive a cash bonus or other compensation otherwise payable by the Company or a Subsidiary to the Participant.

(d) In case of termination of employment by reason of death, Disability or Retirement, or in the case of hardship or other special circumstances, of a Participant who holds an Appreciation Right not immediately exercisable in full, or any Restricted Shares or Restricted Share Units as to which the substantial risk of forfeiture or the prohibition or restriction on transfer has not lapsed, or any Performance Units or Performance Shares which have not been fully earned, or who holds Common Shares subject to any transfer restriction imposed pursuant to Section 5 of this Plan, the Committee may, in its sole discretion, accelerate the time at which such Appreciation Right may be exercised or the time at which such substantial risk of forfeiture or prohibition or restriction on transfer will lapse or the time at which such Performance Units or Performance Shares will be deemed to have been fully earned or the time when such transfer restriction will terminate. In addition, the Committee may waive any other limitation or requirement under any award described in the preceding sentence, except in the case of a Covered Employee where such action would result in the loss of the otherwise available exemption of the award under Section 162(m) of the Code. In such case, the Committee shall not make any modification of the Management Objectives or minimum acceptable level of achievement. In the event that a Participant who holds an Option Right terminates employment by reason of death, Disability or Retirement, such Option Right shall become immediately exercisable in full and shall remain exercisable until the earlier of one year following such termination of employment or the tenth anniversary of the Date of Grant of such Option Right. In the event that a Participant who holds an Option Right terminates employment other than by reason of death, Disability or Retirement, such Option Right shall terminate to the extent not then vested and, to the extent vested immediately prior to such termination of employment shall remain exercisable until the earlier of 90 days following such termination of employment or the tenth anniversary of the Date of Grant of such Option Right. In addition, the Committee may, in its sole discretion, modify any Option Right or Appreciation Right to extend the period following termination of a Participant's employment to the Company or any Subsidiary during which such award will remain outstanding and be exercisable, provided that no such extension shall result in any award being exercisable more than ten years after the Date of Grant.

(e) In the event a Participant's employment with the Company is terminated by the Company without Cause or by the Participant with Good Reason, in either case within two years after a Change in Control of the Company, each unexpired Option Right and Appreciation Right held by the Participant shall become exercisable in full, all restrictions on Restricted Shares held by the Participant shall lapse and all Management Objectives of all Performance Shares, Performance Units and other

awards held by the Participant shall be deemed to have been fully earned at the maximum performance level.

(f) This Plan shall not confer upon any Participant any right with respect to continuance of employment with the Company or any Subsidiary, nor shall it interfere in any way with any right the Company or any Subsidiary would otherwise have to terminate such Participant's employment at any time.

(g) To the extent that any provision of this Plan would prevent any Option Right that was intended to qualify as an Incentive Stock Option from qualifying as such, that provision shall be null and void with respect to such Option Right. Such provision, however, shall remain in effect for other Option Rights and there shall be no further effect on any provision of this Plan.

(h) Subject to Section 21, this Plan shall continue in effect until the date on which all Common Shares available for issuance or transfer under this Plan have been issued or transferred and the Company has no further obligation hereunder.

(i) Neither a Participant nor any other person shall, by reason of participation in the Plan, acquire any right or title to any assets, funds or property of the Company or any Subsidiary, including without limitation, any specific funds, assets or other property which the Company or any Subsidiary may set aside in anticipation of any liability under the Plan. A Participant shall have only a contractual right to an award or the amounts, if any, payable under the Plan, unsecured by any assets of the Company or any Subsidiary, and nothing contained in the Plan shall constitute a guarantee that the assets of the Company or any Subsidiary shall be sufficient to pay any benefits to any person.

(j) This Plan and each Evidence of Award shall be governed by the laws of the State of North Carolina, excluding any conflicts or choice of law rule or principle that might otherwise refer construction or interpretation of the Plan to the substantive law of another jurisdiction.

(k) If any provision of the Plan is or becomes invalid, illegal or unenforceable in any jurisdiction, or would disqualify the Plan or any award under any law deemed applicable by the Committee, such provision shall be construed or deemed amended or limited in scope to conform to applicable laws or, in the discretion of the Committee, it shall be stricken and the remainder of the Plan shall remain in full force and effect.

(l) In the event that any Participant's service with the Company and its Subsidiaries terminates in connection with a determination by the Committee that any conduct of the Participant constitutes Grounds for Forfeiture, all rights of such Participant under the Plan (including rights with respect to outstanding awards) will terminate. As used herein, the term "Grounds for Forfeiture" shall mean any of the following conduct of any Participant: (i) using for profit or disclosing confidential information or trade secrets of the Company and its Subsidiaries to unauthorized persons, (ii) breaching any contract with or violating any legal obligation to the Company and its Subsidiaries, (iii) failing to make himself or herself available to consult with, supply information to, or otherwise cooperate with the Company and its Subsidiaries at reasonable times and upon a reasonable basis, (iv) while employed by the Company or its Subsidiaries, engaging, directly or indirectly, as an officer, employee, or consultant, or otherwise having, directly or indirectly, ownership or interest in any business that is competitive with the manufacture, sale or distribution of products and services of the type in which the Company and its Subsidiaries are engaged or which may be developed or be in the process of development by the Company and its Subsidiaries during the Participant's employment; *provided*, *however*, that the Participant may own beneficially or maintain voting power of the shares of common stock of companies listed on national securities exchanges or publicly traded that do not exceed five percent (5%) of the outstanding shares of such companies or (v) engaging in any other activity which would have constituted grounds for his or her discharge for Cause by the Company and its Subsidiaries.

18. Recoupment of Awards. The Committee may require in any Evidence of Award that any current or former Participant reimburse the Company for all or any portion of any award, terminate

any outstanding, unexercised, unexpired or unpaid award, rescind any exercise, payment or delivery pursuant to an award or recapture any Common Shares (whether restricted or unrestricted) or proceeds from the Participant's sale of Common Shares issued pursuant to an award to the extent required by any recoupment or clawback policy adopted by the Committee in its discretion or to comply with the requirements of any Applicable Laws.

19. Compliance with Code Section 409A. The Plan is intended to comply with Section 409A of the Code. Notwithstanding any provision of the Plan to the contrary, the Plan shall be interpreted, operated and administered consistent with this intent. For each award intended to comply with the short-term deferral exception provided for under Section 409A of the Code, the related Evidence of Award shall provide that such award shall be paid out by the later of (a) the 15th day of the third month following the Participant's first taxable year in which the award is no longer subject to a substantial risk of forfeiture or (b) the 15th day of the third month following the end of the Company's first taxable year in which the award is no longer subject to a substantial risk of forfeiture. To the extent that the Committee determines that a Participant would be subject to the additional 20% tax imposed on certain deferred compensation arrangements pursuant to Section 409A of the Code as a result of any provision of any award, to the extent permitted by Section 409A of the Code, such provision shall be deemed amended to the minimum extent necessary to avoid application of such additional tax. The Committee shall determine the nature and scope of such amendment. To the extent required by Section 409A of the Code, any payment under the Plan made in connection with the separation from service of a "specified employee" (within the meaning of Section 409A of the Code) of an award that is deferred compensation that is subject to Section 409A of the Code shall not be made earlier than six (6) months after the date of such separation from service.

20. Section 162(m). It is the intention of the Company that all awards made under the Plan that are subject to the award limitations specified in Section 3 be excluded from the deduction limitations contained in Section 162(m) of the Code. Therefore, if any Plan provision is found not to be in compliance with the "performance-based" compensation exception contained in Section 162(m) of the Code, that provision shall be deemed amended so that the Plan does so comply to the extent permitted by law and deemed advisable by the Committee, and in all events the plan shall be construed in favor of its meeting the "performance-based" compensation exception contained in Section 162(m) of the Code.

21. Termination. No grant shall be made under this Plan after December 31, 2024, but all grants made on or prior to such date shall continue in effect thereafter subject to the terms thereof and of this Plan.

22. Severability. If any provision of the Plan or any award is or becomes or is deemed to be invalid, illegal or unenforceable in any jurisdiction or as to any person or award, or would disqualify the Plan or any award under any law deemed applicable by the Committee, such provision shall be construed or deemed amended to conform to the applicable laws, or if it cannot be construed or deemed amended without, in the determination of the Committee, materially altering the intent of the Plan or the award, such provision shall be construed or deemed stricken as to such jurisdiction, person or award and the remainder of the Plan and any such award shall remain in full force and effect.

23. Headings. Headings are given to the Sections and subsections of the Plan solely as a convenience to facilitate reference. Such headings shall not be deemed in any way material or relevant to the construction or interpretation of the Plan or any provision thereof.

24. Applicable Laws. The obligations of the Company with respect to awards under the Plan shall be subject to all Applicable Laws and such approvals by any governmental agencies as the Committee determines may be required.

25. Effect of Restatement. This instrument amends and restates the Plan effective as of the Effective Date. Nothing in this instrument shall in any way change, alter or affect the terms of any award made under the Plan prior to the approval of the Plan by the Company's shareholders at the 2015 annual meeting of the Company's stockholders or the time or amount of any Plan benefit or payment due with respect to awards made under the Plan prior to such date.

APPENDIX B

Subparagraph B of Article FOURTH of the Restated Certificate of Incorporation of Carlisle Companies Incorporated

(I) EACH OUTSTANDING SHARE OF COMMON STOCK SHALL ENTITLE THE HOLDER THEREOF TO FIVE (5) VOTES ON EACH MATTER PROPERLY SUBMITTED TO THE SHAREHOLDERS OF THE CORPORATION FOR THEIR VOTE, WAIVER, RELEASE OR OTHER ACTION: EXCEPT THAT NO HOLDER OF OUTSTANDING SHARES OF COMMON STOCK SHALL BE ENTITLED TO EXERCISE MORE THAN ONE (1) VOTE ON ANY SUCH MATTER IN RESPECT OF ANY SHARE OF COMMON STOCK WITH RESPECT TO WHICH THERE HAS BEEN A CHANGE IN BENEFICIAL OWNERSHIP DURING THE FOUR (4) YEARS IMMEDIATELY PRECEDING THE DATE ON WHICH A DETERMINATION IS MADE OF THE SHAREHOLDERS OF THE CORPORATION WHO ARE ENTITLED TO VOTE OR TO TAKE ANY OTHER ACTION.

(II) A CHANGE IN BENEFICIAL OWNERSHIP OF ANY OUTSTANDING SHARE OF COMMON STOCK SHALL BE DEEMED TO HAVE OCCURRED WHENEVER A CHANGE OCCURS IN ANY PERSON OR PERSONS WHO, DIRECTLY OR INDIRECTLY, THROUGH ANY CONTRACT, AGREEMENT, ARRANGEMENT, UNDERSTANDING, RELATIONSHIP OR OTHERWISE HAS OR SHARES ANY OF THE FOLLOWING:

(A) VOTING POWER, WHICH INCLUDES, WITHOUT LIMITATION, THE POWER TO VOTE OR TO DIRECT THE VOTING POWER OF SUCH SHARE OF COMMON STOCK.

(B) INVESTMENT POWER, WHICH INCLUDES, WITHOUT LIMITATION, THE POWER TO DIRECT THE SALE OR OTHER DISPOSITION OF SUCH SHARE OF COMMON STOCK.

(C) THE RIGHT TO RECEIVE OR TO RETAIN THE PROCEEDS OF ANY SALE OR OTHER DISPOSITION OF SUCH SHARE OF COMMON STOCK.

(D) THE RIGHT TO RECEIVE OR TO RETAIN ANY DISTRIBUTIONS, INCLUDING, WITHOUT LIMITATION, CASH DIVIDENDS, IN RESPECT OF SUCH SHARE OF COMMON STOCK.

(III) WITHOUT LIMITING THE GENERALITY OF THE FOREGOING SECTION (II) OF THIS SUBPARAGRAPH B, THE FOLLOWING EVENTS OR CONDITIONS SHALL BE DEEMED TO INVOLVE A CHANGE IN BENEFICIAL OWNERSHIP OF A SHARE OF COMMON STOCK.

(A) IN THE ABSENCE OF PROOF TO THE CONTRARY PROVIDED IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN SECTION (V) OF THIS SUBPARAGRAPH B, A CHANGE IN BENEFICIAL OWNERSHIP SHALL BE DEEMED TO HAVE OCCURRED WHENEVER AN OUTSTANDING SHARE OF COMMON STOCK IS TRANSFERRED OF RECORD INTO THE NAME OF ANY OTHER PERSON.

(B) IN THE CASE OF AN OUTSTANDING SHARE OF COMMON STOCK HELD OF RECORD IN THE NAME OF A CORPORATION, GENERAL PARTNERSHIP, LIMITED PARTNERSHIP, VOTING TRUSTEE, BANK, TRUST COMPANY, BROKER, NOMINEE OR CLEARING AGENCY, IF IT HAS NOT BEEN ESTABLISHED PURSUANT TO THE PROCEDURES SET FORTH IN SECTION (V) OF THIS SUBPARAGRAPH B THAT THERE HAS BEEN NO CHANGE IN THE PERSON OR PERSONS WHO OR THAT DIRECT THE EXERCISE OF THE RIGHTS REFERRED TO IN CLAUSES (II) (A) THROUGH (II) (D), INCLUSIVE, OF THIS SUBPARAGRAPH B WITH RESPECT TO SUCH OUTSTANDING SHARE OF COMMON STOCK DURING THE PERIOD OF FOUR (4) YEARS IMMEDIATELY PRECEDING THE DATE ON WHICH A DETERMINATION IS MADE OF THE SHAREHOLDERS OF THE CORPORATION ENTITLED TO VOTE OR TO TAKE

ANY OTHER ACTION (OR SINCE MAY 30, 1986 FOR ANY PERIOD ENDING ON OR BEFORE MAY 30, 1990), THEN A CHANGE IN BENEFICIAL OWNERSHIP OF SUCH SHARE OF COMMON STOCK SHALL BE DEEMED TO HAVE OCCURRED DURING SUCH PERIOD.

(C) IN THE CASE OF AN OUTSTANDING SHARE OF COMMON STOCK HELD OF RECORD IN THE NAME OF ANY PERSON AS A TRUSTEE, AGENT, GUARDIAN OR CUSTODIAN UNDER THE UNIFORM GIFTS TO MINORS ACT AS IN EFFECT IN ANY JURISDICTION, A CHANGE IN BENEFICIAL OWNERSHIP SHALL BE DEEMED TO HAVE OCCURRED WHENEVER THERE IS A CHANGE IN THE BENEFICIARY OF SUCH TRUST, THE PRINCIPAL OF SUCH AGENT, THE WARD OF SUCH GUARDIAN, THE MINOR FOR WHOM SUCH CUSTODIAN IS ACTING OR IN SUCH TRUSTEE, AGENT, GUARDIAN OR CUSTODIAN.

(D) IN THE CASE OF OUTSTANDING SHARES OF COMMON STOCK BENEFICIALLY OWNED BY A PERSON OR GROUP OF PERSONS WHO, AFTER ACQUIRING, DIRECTLY OR INDIRECTLY, THE BENEFICIAL OWNERSHIP OF FIVE PERCENT (5%) OF THE OUTSTANDING SHARES OF COMMON STOCK, FAILS TO NOTIFY THE CORPORATION OF SUCH OWNERSHIP WITHIN TEN (10) DAYS AFTER SUCH ACQUISITION, A CHANGE IN BENEFICIAL OWNERSHIP OF SUCH SHARES OF COMMON STOCK SHALL BE DEEMED TO OCCUR ON EACH DAY WHILE SUCH FAILURE CONTINUES.

(IV) NOTWITHSTANDING ANY OTHER PROVISION IN THIS SUBPARAGRAPH B TO THE CONTRARY, NO CHANGE IN BENEFICIAL OWNERSHIP OF AN OUTSTANDING SHARE OF COMMON STOCK SHALL BE DEEMED TO HAVE OCCURRED SOLELY AS A RESULT OF:

(A) ANY EVENT THAT OCCURRED PRIOR TO MAY 30, 1986 OR PURSUANT TO THE TERMS OF ANY CONTRACT (OTHER THAN A CONTRACT FOR THE PURCHASE AND SALE OF SHARES OF COMMON STOCK CONTEMPLATING PROMPT SETTLEMENT), INCLUDING CONTRACTS PROVIDING FOR OPTIONS, RIGHTS OF FIRST REFUSAL, AND SIMILAR ARRANGEMENTS, IN EXISTENCE ON MAY 30, 1986 AND TO WHICH ANY HOLDER OF SHARES OF COMMON STOCK IS A PARTY; PROVIDED, HOWEVER, THAT ANY EXERCISE BY AN OFFICER OR EMPLOYEE OF THE CORPORATION OR ANY SUBSIDIARY OF THE CORPORATION OF AN OPTION TO PURCHASE COMMON STOCK AFTER MAY 30, 1986 SHALL, NOTWITHSTANDING THE FOREGOING AND CLAUSE (IV) (F) HEREOF, BE DEEMED A CHANGE IN BENEFICIAL OWNERSHIP IRRESPECTIVE OF WHEN THAT OPTION WAS GRANTED TO SAID OFFICER OR EMPLOYEE.

(B) ANY TRANSFER OF ANY INTEREST IN AN OUTSTANDING SHARE OF COMMON STOCK PURSUANT TO A BEQUEST OR INHERITANCE, BY OPERATION OF LAW UPON THE DEATH OF ANY INDIVIDUAL, OR BY ANY OTHER TRANSFER WITHOUT VALUABLE CONSIDERATION, INCLUDING, WITHOUT LIMITATION, A GIFT THAT IS MADE IN GOOD FAITH AND NOT FOR THE PURPOSE OF CIRCUMVENTING THE PROVISION OF THIS ARTICLE FOURTH.

(C) ANY CHANGES IN THE BENEFICIARY OF ANY TRUST, OR ANY DISTRIBUTION OF AN OUTSTANDING SHARE OF COMMON STOCK FROM TRUST, BY REASON OF THE BIRTH, DEATH, MARRIAGE OR DIVORCE OF ANY NATURAL PERSON, THE ADOPTION OF ANY NATURAL PERSON PRIOR TO AGE EIGHTEEN (18) OR THE PASSAGE OF A GIVEN PERIOD OF TIME OR THE ATTAINMENT BY ANY

NATURAL PERSON OF A SPECIFIC AGE, OR THE CREATION OR TERMINATION OF ANY GUARDIANSHIP OR CUSTODIAL ARRANGEMENT.

(D) ANY APPOINTMENT OF A SUCCESSOR TRUSTEE, AGENT, GUARDIAN OR CUSTODIAN WITH RESPECT TO AN OUTSTANDING SHARE OF COMMON STOCK IF NEITHER SUCH SUCCESSOR HAS NOR ITS PREDECESSOR HAD THE POWER TO VOTE OR TO DISPOSE OF SUCH SHARE OF COMMON STOCK WITHOUT FURTHER INSTRUCTIONS FROM OTHERS.

(E) ANY CHANGE IN THE PERSON TO WHOM DIVIDENDS OR OTHER DISTRIBUTIONS IN RESPECT OF AN OUTSTANDING SHARE OF COMMON STOCK ARE TO BE PAID PURSUANT TO THE ISSUANCE OR MODIFICATION OF A REVOCABLE DIVIDEND PAYMENT ORDER.

(F) ANY ISSUANCE OF A SHARE OF COMMON STOCK BY THE CORPORATION OR ANY TRANSFER BY THE CORPORATION OF A SHARE OF COMMON STOCK HELD IN TREASURY, UNLESS OTHERWISE DETERMINED BY THE BOARD OF DIRECTORS AT THE TIME OF AUTHORIZING SUCH ISSUANCE OR TRANSFER.

(G) ANY GIVING OF A PROXY IN CONNECTION WITH A SOLICITATION OF PROXIES SUBJECT TO THE PROVISIONS OF SECTION 14 OF THE SECURITIES EXCHANGE ACT OF 1934 AND THE RULES AND REGULATIONS THEREUNDER PROMULGATED.

(H) ANY TRANSFER, WHETHER OR NOT WITH CONSIDERATION, AMONG INDIVIDUALS RELATED OR FORMERLY RELATED BY BLOOD, MARRIAGE OR ADOPTION ("RELATIVES") OR BETWEEN A RELATIVE AND ANY PERSON (AS DEFINED IN ARTICLE SEVENTH) CONTROLLED BY ONE OR MORE RELATIVES WHERE THE PRINCIPAL PURPOSE FOR THE TRANSFER IS TO FURTHER THE ESTATE TAX PLANNING OBJECTIVES OF THE TRANSFEROR OR OF RELATIVES OF THE TRANSFEROR.

(I) ANY APPOINTMENT OF A SUCCESSOR TRUSTEE AS A RESULT OF THE DEATH OF THE PREDECESSOR TRUSTEE (WHICH PREDECESSOR TRUSTEE SHALL HAVE BEEN A NATURAL PERSON).

(J) ANY APPOINTMENT OF A SUCCESSOR TRUSTEE WHO OR WHICH WAS SPECIFICALLY NAMED IN A TRUST INSTRUMENT PRIOR TO MAY 30, 1986.

(K) ANY APPOINTMENT OF A SUCCESSOR TRUSTEE AS A RESULT OF THE RESIGNATION, REMOVAL OR FAILURE TO QUALIFY OF A PREDECESSOR TRUSTEE OR AS A RESULT OF MANDATORY RETIREMENT PURSUANT TO THE EXPRESS TERMS OF A TRUST INSTRUMENT: PROVIDED, THAT LESS THAN FIFTY PERCENT (50%) OF THE TRUSTEES ADMINISTERING ANY SINGLE TRUST WILL HAVE CHANGED (INCLUDING IN SUCH PERCENTAGE THE APPOINTMENT OF THE SUCCESSOR TRUSTEE) DURING THE FOUR (4) YEAR PERIOD PRECEDING THE APPOINTMENT OF SUCH SUCCESSOR TRUSTEE.

(V) FOR PURPOSES OF THIS SUBPARAGRAPH B, ALL DETERMINATIONS CONCERNING CHANGE IN BENEFICIAL OWNERSHIP, OR THE ABSENCE OF ANY SUCH CHANGE, SHALL BE MADE BY THE BOARD OF DIRECTORS OF THE CORPORATION OR, AT ANY TIME WHEN THE CORPORATION EMPLOYS A TRANSFER AGENT WITH RESPECT TO THE SHARES OF COMMON STOCK, AT THE CORPORATION'S REQUEST, BY SUCH TRANSFER AGENT ON THE CORPORATION'S BEHALF. WRITTEN PROCEDURES DESIGNED TO FACILITATE SUCH DETERMINATION SHALL BE ESTABLISHED AND MAY

BE AMENDED FROM TIME TO TIME, BY THE BOARD OF DIRECTORS. SUCH PROCEDURES SHALL PROVIDE, AMONG OTHER THINGS, THE MANNER OF PROOF OF FACTS THAT WILL BE ACCEPTED AND THE FREQUENCY WITH WHICH SUCH PROOF MAY BE REQUIRED TO BE RENEWED. THE CORPORATION AND ANY TRANSFER AGENT SHALL BE ENTITLED TO RELY ON ANY AND ALL INFORMATION CONCERNING BENEFICIAL OWNERSHIP OF THE OUTSTANDING SHARES OF COMMON STOCK COMING TO THEIR ATTENTION FROM ANY SOURCE AND IN ANY MANNER REASONABLY DEEMED BY THEM TO BE RELIABLE, BUT NEITHER THE CORPORATION NOR ANY TRANSFER AGENT SHALL BE CHARGED WITH ANY OTHER KNOWLEDGE CONCERNING THE BENEFICIAL OWNERSHIP OF OUTSTANDING SHARES OF COMMON STOCK.

(VI) IN THE EVENT OF ANY STOCK SPLIT OR STOCK DIVIDEND WITH RESPECT TO THE OUTSTANDING SHARES OF COMMON STOCK, EACH SHARE OF COMMON STOCK ACQUIRED BY REASON OF SUCH SPLIT OR DIVIDEND SHALL BE DEEMED TO HAVE BEEN BENEFICIALLY OWNED BY THE SAME PERSON FROM THE SAME DATE AS THAT ON WHICH BENEFICIAL OWNERSHIP OF THE OUTSTANDING SHARE OR SHARES OF COMMON STOCK, WITH RESPECT TO WHICH SUCH SHARE OF COMMON STOCK WAS DISTRIBUTED, WAS ACQUIRED.

(VII) EACH OUTSTANDING SHARE OF COMMON STOCK, WHETHER AT ANY PARTICULAR TIME THE HOLDER THEREOF IS ENTITLED TO EXERCISE FIVE (5) VOTES OR ONE (1) VOTE, SHALL BE IDENTICAL TO ALL OTHER SHARES OF COMMON STOCK IN ALL RESPECTS, AND TOGETHER THE OUTSTANDING SHARES OF COMMON STOCK SHALL CONSTITUTE A SINGLE CLASS OF SHARES OF THE CORPORATION.