

**THE CARLYLE GROUP INC.  
COMPENSATION COMMITTEE CHARTER**

**I. PURPOSE**

The Compensation Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of The Carlyle Group Inc. (the “Company”) by fulfilling the Committee’s responsibilities and duties outlined in this charter.

**II. STRUCTURE AND PROCESSES**

The Committee shall be composed of three or more members of the Board and, subject to an election by the Company to rely on the exemption available to “controlled companies” and, the applicable transition periods or as may otherwise be permitted by the Nasdaq Listing Rules, each member shall be determined by the Board to meet the criteria for independence set forth under Nasdaq rules.

The members of the Committee shall be appointed by the Board and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board.

Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson of the Committee will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that when appropriate to satisfy the requirements of Section 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), any such subcommittee shall be composed solely of two or more members that have been determined to be “Non-Employee Directors” within the meaning of Rule 16b-3 under the Exchange Act.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to employees of the Company or its affiliates under the Company’s equity incentive plan as the Committee deems appropriate and in accordance with the terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of Delaware.

### **III. MEETINGS**

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Board or any member of the Committee may call meetings of the Committee. Unless otherwise restricted by the certificate of incorporation or bylaws of the Company, meetings of the Committee may be held telephonically. In addition, unless otherwise restricted by the Company's certificate of incorporation or bylaws, the Committee may act by unanimous written consent in lieu of a meeting.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least on an annual basis with the Chief Executive Officer, the Chief Human Resources Officer, and any other executive officers, as it deems appropriate. However, the Committee should meet regularly without such officers present, and shall deliberate and vote with respect to such officers' compensation without such officers being present. The Chief Executive Officer may not be present during voting or deliberations on their compensation.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, executive officer of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any such persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee shall constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

### **IV. RESPONSIBILITIES AND DUTIES**

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee may also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee, in discharging its oversight role, may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, legal counsel or other adviser to the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Subject to an election by the Company to rely on the exemption available to controlled companies, the Committee shall undertake an independence assessment prior to selecting any compensation consultant, legal counsel or other advisers that will provide advice to the

Committee taking into consideration all factors relevant to such adviser's independence from management, including the factors set forth in Nasdaq Rule 5605(d)(3)(D) or as may otherwise be required by Nasdaq from time to time. It is expected that the Committee will evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant raised any conflict of interest. Finally, it is expected that the Committee shall pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

#### Setting Compensation for Executive Officers and Directors

1. Establish and review the overall compensation philosophy of the Company.
2. Review and approve corporate goals and objectives relevant to the Chief Executive Officer's compensation, including annual performance objectives, if any.
3. Evaluate the performance of the Chief Executive Officer in light of such goals and objectives and, either review and approve, or recommend to the Board, the annual salary, bonus, equity-based incentives and other benefits, direct and indirect, of the Chief Executive Officer.
4. Review, and, subject to an election by the Company to rely on the exemption available to controlled companies, either approve, or recommend to the Board, the annual salary, bonus, equity and equity-based incentives (including annual performance objectives, if any) and other benefits, direct and indirect, of the other executive officers.
5. In connection with executive compensation programs:
  - (a) review and recommend to the full Board, or approve, new or modified executive compensation programs;
  - (b) review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are effective in achieving their intended purpose(s);
  - (c) establish and periodically review policies for the administration of executive compensation programs; and
  - (d) take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
6. Oversee the Company's compliance with rules and regulations of the Securities and Exchange Commission (the "SEC") regarding stockholder advisory votes on executive compensation ("say-on-pay") and the frequency of such votes.

7. Review and recommend to the Board the compensation of directors, as well as director's and officer's indemnification and insurance matters.
8. Consider, on at least an annual basis, whether risks arising from the Company's compensation policies and practices for all employees, including non-executive officers, are reasonably likely to have a material adverse effect on the Company.

#### Monitoring Incentive and Equity-Based Compensation Plans

9. Review and approve, or recommend to the Board, the Company's incentive-compensation plans and equity-based plans that are subject to the approval of the Board, and oversee the activities of the individuals responsible for administering those plans, and if requested by the Board, administer the plans in accordance with their terms.
10. Review and approve, or recommend to the Board, all equity-based awards, including pursuant to the Company's equity-based plans, subject to the ability of the Committee to delegate authority pursuant to Section II of this charter.
11. Review the Company's regulatory compliance with respect to compensation matters, including ensuring, if applicable, that reasonable efforts are made to structure compensation programs to preserve tax deductibility.
12. Review and approve any stock ownership guidelines for directors and executive officers of the Company and any "clawback" policy of the Company and monitor compliance therewith.

#### Reports

13. Prepare the compensation committee report on executive officer compensation as required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable, filed with the SEC.
14. Oversee the preparation of a "Compensation Discussion and Analysis" (the "CD&A") for inclusion in the Company's annual proxy statement or annual report on Form 10-K, as applicable, in accordance with the rules of the SEC. The Committee shall review and discuss the CD&A with management each year and, based on that review and discussion, determine whether or not to recommend to the Board that the CD&A be included in the Company's annual proxy statement or annual report on Form 10-K, as applicable.
15. Report regularly to the Board including:

- (a) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities; and
- (b) with respect to such recommendations as the Committee may deem appropriate.

The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

- 16. Maintain minutes or other records of meetings and activities of the Committee.

## **V. EVALUATION**

It is expected that the Committee will review and evaluate its performance at least annually, including by reviewing its compliance with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any proposed changes to this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate. Notwithstanding anything to the contrary herein, the Committee may choose to forgo an evaluation of its charter pursuant to the exemption provided to "controlled companies" under the Nasdaq Listing Rules for so long as the Company remains a controlled company.