

CARRIAGE SERVICES, INC.
(the "Company")

CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER

(Revised February 24, 2005)

I. PURPOSE

The Corporate Governance Committee is appointed by the Company's full Board of Directors (the "Board") (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of stockholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the performance of the Board and of the Company's senior management; and (4) to recommend to the Board director nominees for each committee.

II. COMMITTEE MEMBERSHIP

The Corporate Governance Committee shall consist of no fewer than two members. The members of the Corporate Governance Committee shall meet the independence requirements of the New York Stock Exchange. The members of the Corporate Governance Committee shall be appointed and replaced by the Board.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

1. The Corporate Governance Committee shall have the authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms.
2. The Corporate Governance Committee shall actively seek individuals qualified to become board members for recommendation to the Board prior to the regular meeting of the full Board at which nominations for directors are customarily considered.
3. The Corporate Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the performance of the Board and of the Company's senior management, to be discussed with the full Board following the end of each fiscal year, which shall include a formal recommendation to the Board of nominees. For purposes hereof, "senior management" is understood to mean the Chief Executive Officer, Chief Financial Officer, President and any person holding the office of Executive Vice President.

4. The Corporate Governance Committee shall review and reassess the adequacy of the Company's Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
5. The Corporate Governance Committee may form and delegate authority to subcommittees when appropriate. In addition, the Corporate Governance Committee may delegate its responsibility to assess management performance to the Compensation Committee so long as the Compensation Committee is composed entirely of independent directors.
6. The Corporate Governance Committee shall make regular reports to the Board.
7. The Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Corporate Governance Committee shall annually review its own performance.
8. The Corporate Governance Committee shall evaluate each year the number of positions on the whole Board, the terms of service thereof, and the classification of directors, and make any recommendations to the full Board as it deems appropriate.
9. The Corporate Governance Committee shall perform any additional functions from time to time assigned or delegated to it under the Company's Corporate Governance Guidelines.