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# *Compensation Committee Charter*

*of Compass Minerals International, Inc.*

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This Compensation Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Compass Minerals International, Inc. (the “Company”) on August 15, 2007.

## I. PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Compass Minerals International, Inc. (the Company”) is to discharge the Board’s responsibilities related to compensation of Executives and Directors, including (1) Designing and evaluating the compensation and benefit plans, policies and programs; (2) Recommending for Board approval, appropriate compensation programs for Executives and Directors; (3) Reviewing and recommending to the Board the inclusion of annual reports on Executive and Director compensation in the Company’s proxy materials in accordance with applicable rules and regulations; and (4) Ensuring that compensation programs are designed to encourage high performance, promote accountability, and assure that Executive and Director interests are aligned with the interests of Company Stockholders.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board consistent with the Company’s By-laws. The powers and responsibilities delegated by the Board to the Committee will be exercised and carried out by the Committee as it deems appropriate without requirement of further Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) will be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee will have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee has the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

## II. MEMBERSHIP

The Committee will be composed of at least three directors as determined by the Board, none of whom will be an employee of the Company and each of whom will (1) Satisfy the independence requirements of the New York Stock Exchange; (2) Be a “non-employee director” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and (3) Be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

The members of the Committee, including the Chair of the Committee, will be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board.

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### III. MEETINGS AND PROCEDURES

The Chair (or in his/her absence, a member designated by the Chair) will preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's By-laws that are applicable to the Committee.

The Committee will meet on a regularly scheduled basis at least four times per year and more frequently as the Committee deems necessary or desirable.

A quorum of the Committee will consist of a majority of the members of the Committee in office at the time of any meeting and the vote of a majority of the members of the Committee present at the time of a vote, if a quorum is present at that time, will be the act of the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but will not participate in any discussion or deliberation unless invited to do so by the Committee and will not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, other financial personnel employed or retained by the Committee or the Company or any other persons whose presence the Committee believes to be necessary or appropriate.

The Committee has the sole authority, as it deems appropriate, to retain and/or replace, as needed, any legal counsel, compensation and benefits consultants and other outside experts or advisors as the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company will provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any such persons retained by the Committee.

The Chair will report to the Board following meetings of the Committee and as requested by the Board.

This Charter will be made available on the Company's web site at [www.compassminerals.com](http://www.compassminerals.com) and to any stockholder who requests a copy.

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#### IV. DUTIES AND RESPONSIBILITIES

1. The Committee will, at least annually, review the compensation philosophy of the Company.
2. The Committee will, at least annually, review and approve corporate goals and objectives relating to the compensation of the chief executive officer, evaluate the performance of the chief executive officer in light of those goals and objectives and recommend the compensation of the chief executive officer based on such evaluation. In recommending the chief executive officer's compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officer at comparable companies, the awards given to the Company's chief executive officer in past years, input from all independent directors, and other items that it deems appropriate. The Committee will recommend the level of chief executive officer compensation to the Company's independent directors for approval.
3. The Committee will, at least annually, review the succession and development plan for the CEO. In addition, the Committee will annually review the development plans for all Executive Officers (as such term is defined in Rule 16a-1 under the Exchange Act).
4. The Committee will, at least annually, review and approve all compensation for all other Executive Officers of the Company or its subsidiaries with a base salary greater than or equal to \$150,000.
5. The Committee will make recommendations to the Board with respect to non-CEO compensation, incentive-compensation and equity-based plans and review and approve all officers' employment agreements and severance arrangements.
6. The Committee will manage and periodically review all annual salary, annual bonus and discretionary bonus awards, long-term incentive compensation, stock option, employee pension and welfare benefit plans and, with respect to each plan, will have responsibility for:
  - (i) General oversight;
  - (ii) Setting performance targets under all annual bonus and long-term incentive compensation plans for the CEO and reviewing these targets annually with the Board;
  - (iii) Setting performance targets under all annual bonus and long-term incentive compensation plans as appropriate and committing to writing any and all performance targets for all executive officers who may be "covered employees" under Section 162(m) of the Code within the first 90 days of the performance period to which such target relates or, if shorter, within the period provided by Section 162(m) of the Code in order for such target to be "pre-established" within the meaning of Section 162(m);

- (iv) Reviewing certification from the Company's CFO on the performance results against targets used for any performance-based equity compensation plans before authorizing payment of any executive bonus or compensation or exercise of any executive award granted under any such plan(s);
- (v) Approving all amendments to and terminations of, all compensation plans and any awards under such plans;
- (vi) Granting any awards under any performance-based annual bonus, discretionary bonus, long-term incentive compensation and equity compensation plans to executive officers and other appropriate employees; and
- (vii) Approving which officers and employees are entitled to awards under the Company's equity plan(s).

All plan reviews should include reviewing the plan's administrative costs, current plan features and any proposed new features relative to plans offered by similarly-sized industry-related companies, and assessing the performance of the plan's internal and external administrators.

7. The Committee will establish and periodically review policies concerning perquisite benefits and approve all perquisites for Executive Officers.

8. The Committee will strive to ensure that the compensation paid to the Company's executive officers is fully deductible under Section 162(m) of the Code.

9. The Committee will determine the Company's policy with respect to change of control or "parachute" payments and develop, contingent upon approval by the Board, any such plans.

10. The Committee will, from time to time, review the compensation program for outside Directors to make sure that it is comparable to other companies of its size in related industries and that it aligns the interests of the Directors with the Shareholders. Changes in the director compensation will be recommended to the Board for approval.

11. The Committee will manage and approve, as permitted by law all employee loans in an amount equal to or greater than \$50,000. Any loans to officers are prohibited.

12. The Committee will review and approve the Director Compensation report and recommend to the Board of Directors its inclusion in the Company's annual proxy statement (the "Proxy Statement Report").

13. The Committee will review and discuss with management the Compensation Discussion and Analysis (the "CD&A") and recommend to the Board of Directors its inclusion in the Proxy Statement Report.

14. The Committee will evaluate its own performance on an annual basis, including its compliance with this Charter, and report the results of such evaluation, including any recommendations for changes in procedures or policies governing the Committee to the Board.

15. The Committee will review and reassess this Charter, at least annually, and submit any recommended changes to the Board for its approval.

## V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, except that it will not delegate its responsibilities set forth in paragraphs 2, 3 and 4 of Section IV above or for any matters that involve executive compensation or any matters where it has determined such compensation is intended to comply with Section 162(m) of the Code by virtue of being approved by a committee of “outside directors” or is intended to be exempt from Section 16(b) under the Exchange Act pursuant to Rule 16b-3 by virtue of being approved by a committee of “non-employee directors.” The Committee may delegate matters relating to the supervision of the Company employee pension and welfare plans, and the oversight of investments with respect to the plans, to an Investment/Benefits Committee. The Committee may also delegate approval of discretionary bonus awards not exceeding \$25,000 per person, per year to the CEO.