
Corporate Governance Guidelines

of Compass Minerals International, Inc.

The Corporate Governance Guidelines were adopted by the board of directors of Compass Minerals International, Inc. on August 10, 2011.

CORPORATE GOVERNANCE GUIDELINES

Compass Minerals' directors and management are committed to following appropriate practices in corporate governance in order to meet the Company's responsibilities to its shareholders and to build long-term growth in shareholder value.

The board has approved the following guidelines to provide an effective structure for the governance of the Company.

1. ELECTION OF DIRECTORS

Consistent with the Articles of Incorporation of the Company, the directors are divided into three classes as nearly equal in number as possible, and at each annual meeting, the members of one class of directors are elected to serve three year terms, subject to his or her earlier death, resignation or removal.

2. SIZE OF BOARD

The board currently consists of eight directors. Consistent with the Amended and Restated Certificate of Incorporation and the Bylaws of the Company, the number shall be established by the board provided that there be no less than three board members.

3. COMMITTEES OF THE BOARD - NAMES AND GOVERNANCE

The board will have the following committees: the Audit Committee, the Compensation Committee, the Nominating/Corporate Governance Committee and the Environmental, Health and Safety Committee.

Each committee will be governed by a written charter. The board may establish other committees as it determines necessary.

4. INDEPENDENCE OF THE BOARD

More than half of the members of our board of directors will be independent directors, as that term is defined in Section 303A.02 of the *New York Stock Exchange Listed Company Manual*.

The independent directors will hold regular sessions privately, without the chief executive officer and other members of management present, at least four times per year. Each independent director will have reasonable direct access to all corporate officers.

The Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee will be composed entirely of independent directors.

5. QUALIFICATIONS FOR DIRECTORS

The minimum qualifications for a director are: (a) personal integrity; (b) a degree from an accredited college or university; (c) five years' successful experience in a senior responsible position; (d) good communication skills; (e) practical, mature business judgment; (f) experience in analyzing corporate financial statements; (g) experience and effectiveness working closely with a team of senior professionals; and (h) an understanding of organizational structure and accountability, delegation of authority, compensation practices and the dynamics of competitive businesses.

The Nominating/Corporate Governance Committee (the "Committee") shall consider whether the director candidate has the requisite or appropriate judgment, skill, background, experience with businesses and other organizations of a comparable complexity. The Committee shall consider the interplay of the director candidate's attributes with that of the other Board members, and the extent to which a candidate would be a desirable addition to the Board and the committees of the Board.

On an annual basis the Committee shall review the experience, qualifications, attributes and skills of each director and director candidate and the interplay of such director's and director candidate's experience, qualifications, attributes and skills with the Board as a whole. With each director candidate recommendation, the Committee shall consider the mix of director attributes, experiences, perspectives and skills that is most appropriate for the Company.

6. NOMINATION OF DIRECTORS

The Committee will identify, interview, and propose qualified director candidates for the board's approval. In addition, in the event of a director vacancy or a decision to increase the number of directors of the Company, the Committee will identify, interview, and propose qualified director candidates to the full board, which can elect to appoint one or more directors to the board to fill the vacancy. In this event, the board appointed director(s) will be placed in a class of the board and on the ballot as a nominee for election by the shareholders as soon as practicable consistent with the requirement that classes be as nearly equal in number as possible.

The Committee will consider qualified candidates recommended by directors or executive officers of the Company, third-party search firms hired by the Committee or shareholders who have owned more than 5% of the Company's voting stock for at least 12 months. Any such shareholder who proposes a candidate for nomination must provide: (a) the shareholder's own name and address as it appears on the Company's books; (b) a signed document stating the number of shares currently owned and the date those shares were acquired; and (c) the name of the candidate. The shareholder must provide the following information for the candidate: (a) a detailed educational and employment background; (b) details of other material commitments, such as memberships on other boards, committees or charitable foundations; (c) a listing of the candidate's qualifications to be a director; (d) any information about the candidate that must be disclosed in solicitations for proxies for election of directors or is otherwise required under the Securities and Exchange Act of 1934 and its rules; (e) a description of any arrangements or understandings between the recommending shareholder and the candidate; (f) a signed affirmation of the candidate's willingness to serve as a director; (g) a completed and signed Compass Minerals Directors' and Officers' Questionnaire addressing conflicts of interest

and adherence to the Company's Code of Business Conduct and Ethics; and (h) a completed and signed authorization and release for a typical background check.

The board believes that diversity is an important attribute of a well-functioning board. In making decisions on director appointments and nominations, the Company views "diversity" broadly to include differences in customs, culture, thought, generational views, race, gender, skills, knowledge, experience and background.

7. LEAD INDEPENDENT DIRECTOR

The independent members of the board will elect, on an annual basis, a Lead Independent Director who will at all times be an independent director. In addition to the duties of all board members (which will not be limited or diminished by the Lead Independent Director's role), the specific responsibilities of the Lead Independent Director are to:

- a. Advise the chairman of the board and/or the chief executive officer;
- b. Coordinate with the chairman and/or chief executive officer to determine the appropriate schedule of board meetings;
- c. Place any item he or she determines is appropriate on the board agenda, including agenda items that any independent directors suggest, as well as the prioritization of these items on the agenda;
- d. Direct that specific materials be included in board mailings delivered in advance of board meetings and work with the committees to assess the quality, quantity and timeliness of the flow of information from management to the board;
- e. Coordinate and develop the agenda for, and moderate executive sessions of the board's independent directors, which are held in conjunction with each meeting of the board;
- f. Act as principal liaison between the independent directors and the chairman of the board and/or chief executive officer on sensitive matters;
- g. Work with the Nominating/Corporate Governance Committee to recommend the membership of the various board committees and committee chairs;
- h. Lead the annual evaluation of the chief executive officer (in conjunction with the Compensation Committee, which has sole authority to determine the chief executive officer's compensation), the board of directors, the board committees, and individual directors; and
- i. Retain such counsel or consultants as the Lead Independent Director deems necessary to perform his or her responsibilities.

The Lead Independent Director shall be identified in the Company's annual proxy statement and to the New York Stock Exchange as part of the Company's written affirmations.

8. RELINQUISHING AND RESIGNING BOARD SEATS

Each director will immediately submit to the board a formal offer to resign from the board upon (1) a change of employment or employment status; (2) a situation potentially impacting the reputation and recognized integrity of the director; or (3) a situation that creates a conflict of interest with the Company or results in a change in that director's independence status. The board may accept or decline that offer. No one will be eligible for election to the board after reaching the age of 72, but a director reaching that age during a term may serve until the end of that term.

Immediately upon separation or retirement from Compass Minerals, any Company officer who also serves as a director will submit a formal resignation from the board.

When a director decides to resign, retire or decides not to stand for re-election, the resigning director shall deliver to the Secretary of the Company a resignation letter documenting the decision.

9. DUTIES OF THE BOARD

Every year, the board will review and approve a one-year operating plan and a multi-year strategic plan, prepared by management, for the Company.

The board is responsible for oversight of the Company's risk management process, including review of management's strategies and actions to anticipate, identify, assess, manage and appropriately mitigate the identified risks. Aspects of this process may be delegated to board committees.

The board will review the corporate governance guidelines annually. The approved guidelines will be available on the Company website.

The board will hold a minimum of four scheduled meetings plus an annual shareholders meeting each year, with additional meetings as necessary. Special meetings of the board may be called by or at the request of the President, Secretary or any director. Agendas for board meetings are built around an annual board approved matrix of topics with additional elements developed jointly by the CEO and the Lead Independent Director with input from the other directors.

The board will review the management succession plan for the CEO and key Company executives at least annually.

The board will direct that the Company conduct an orientation program for new directors.

The board will conduct a self-evaluation at least annually to determine whether it, its committees, and individual directors are functioning effectively and to continuously improve its activities.

In discharging its obligation, the board is entitled to reasonably rely on the honesty, integrity, and competence of the Company's senior executives and the Company's outside advisers and auditors.

10. DUTIES OF BOARD COMMITTEES

The agenda for each committee meeting is provided in advance of the meeting. As a general rule, written materials are provided in advance on matters to be presented for consideration.

Each committee will provide the minutes of its meetings to the board and will report to the board on a regular basis.

11. DUTIES OF DIRECTORS

Each director will submit an annual statement confirming ethical conduct and the absence of potential conflicts of interest (as set forth in the Directors' and Officers' Questionnaire).

Directors are encouraged to periodically attend educational programs related to their service on the Board.

No director may serve on more than five boards of directors of for-profit companies (including the board of directors of the Company), and the Chief Executive Officer of the Company may not serve on more than two Boards of Directors of for-profit companies (including the board of directors of the Company) without the approval of the board of directors of the Company.

12. DIRECTOR COMPENSATION

The board sets the level of compensation for directors based on the recommendation of the Compensation Committee. Directors who are also employees of the Company shall not be compensated for acting as directors of the Company.

From time to time the Compensation Committee reviews the amount and form of compensation paid to directors, taking into account the compensation paid to directors of other companies in its peer group and other U.S. companies of similar size. The Committee's review may be conducted with the assistance of outside experts in the field of executive compensation.

13. SHAREHOLDER APPROVAL OF EQUITY-BASED COMPENSATION PLANS

Shareholders shall have the opportunity to vote on equity-based compensation plans as required by the New York Stock Exchange, subject to the exceptions of the NYSE rules and regulations, including equity-based compensation plans acquired through mergers and tax-qualified plans such as Employee Stock Purchase Plans and 401(k)'s.

14. STOCK OWNERSHIP GUIDELINES

The board has adopted a policy requiring each non-employee director of the board of directors and senior management to obtain ownership in Company stock (or its equivalent). For non-employee directors, the ownership requirement is equal to five times the annual cash retainer, which amount is

to be achieved within five years of joining the board, and maintain at least five times the annual cash retainer in stock ownership (or its equivalent) while still on the board.

For senior management, the ownership requirements vary depending upon the position. Restricted stock units count toward the ownership requirement, but options do not count toward the ownership requirement until exercised and converted into Company stock.

15. OPTION REPRICING POLICY

The Company shall not reprice any stock options previously granted without shareholder approval.

16. COMMUNICATIONS WITH THE BOARD

Shareholders or other interested parties wishing to communicate directly with the board may submit written comments to the Secretary of the Company, who will forward such communications to each member of the board or, if applicable, to the designated individual director(s).

If an interested party seeks to communicate exclusively with the Company's Lead Independent Director or the non-management directors such communication should be sent directly to the Company's Secretary who will forward any such communication directly to the Lead Independent Director or the non-management directors as specified. The Company's Secretary will first consult with and receive the approval of the Lead Independent Director before disclosing or otherwise discussing the communication with members of management or directors who are members of management.