



Compensation Committee Charter

of Compass Minerals International, Inc.

This Compensation Committee Charter (this “Charter”) was adopted by the Board of Directors (the “Board”) of Compass Minerals International, Inc. (the “Company”) on August 2, 2016.

I. PURPOSE

The primary purpose of the Compensation Committee (the “Committee”) is to assist the Board with its responsibilities related to compensation of executive officers (as such term is defined in Rule 16a-1 under the Securities Exchange Act of 1934, as amended) and directors, including (1) evaluating compensation and benefit plans, policies and programs; (2) approving appropriate compensation programs for executive officers and directors; (3) reviewing and approving matters related to executive officer 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 attract and retain top talent, encourage high performance, promote accountability and assure that executive officer 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 in this Charter or otherwise 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) 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 consist of at least three members of the Board. The members, including the Chair of the Committee, will be appointed by action of the Board, on the recommendation of the Nominating/Corporate Governance Committee. Each Committee member must satisfy the independence requirements of the New York Stock Exchange (“NYSE”) and Securities and Exchange Commission (“SEC”) rules and regulations

and be an “outside director” under the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

III. MEETINGS AND PROCEDURES

1. The Chair (or in his or her absence, a Committee member designated by the Chair) will preside at each Committee meeting 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 applicable provisions of the Company’s certificate of incorporation or by-laws.
2. The Committee will meet at least four times per year. The Committee may include in its meetings other members of the Board, members of management or any other persons whose presence the Committee believes to be appropriate; provided that at least one time per year, the Committee will meet in executive session with only Committee members present.
3. A quorum of the Committee will consist of a majority of the members of the Committee. The vote of a majority of the members of the Committee present at a meeting which a quorum is present will be the act of the Committee. The Committee may act without a meeting with the affirmative consent of all of the members of the Committee in writing or by electronic transmission (as such term is defined in the Company’s by-laws).
4. The Committee has the authority, in its sole discretion, to retain, direct and terminate any counsel, compensation and benefits consultants, experts and other advisors that the Committee believes to be necessary or appropriate (collectively, “Compensation Advisors”). The Committee will select Compensation Advisors only after taking into consideration the independence requirements of NYSE and SEC rules and regulations. If the Committee retains a Compensation Advisor who the Committee has determined has a conflict of interest, the Committee will comply with applicable disclosure requirements. The Committee may also utilize the services of the Company’s legal counsel or other advisors.
5. The Company will provide for appropriate funding, as determined by the Committee in its sole discretion, for payment of compensation to any advisor retained by the Committee and for ordinary

administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

6. The Chair (or his or her nominee) will report to the Board on matters addressed at Committee meetings following Committee meetings and as requested by the Board.
7. This Charter will be made available on the Company's website at www.compassminerals.com.

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 relevant to the compensation of the chief executive officer (the "CEO"), evaluate the performance of the CEO in light of those goals and objectives and determine and approve the compensation of the CEO based on such evaluation. In determining the CEO's compensation, the Committee will consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the Company's CEO in past years and other items that it deems appropriate. The Committee, with appropriate consultation with the other non-employee members of the Board, has sole authority to determine the CEO's compensation.
3. The Committee will, at least annually, review and approve compensation for all executive officers, including the CEO. With respect to this review and approval, the Committee will:
 - (i) Consider the results of shareholder advisory votes regarding the Company's executive compensation program and other items it deems appropriate;
 - (ii) Review and approve all executive officer employment agreements and severance arrangements;
 - (iii) Set performance targets under all annual bonus and long-term incentive compensation plans for executive officers;
 - (iv) Strive to ensure that the compensation paid to executive officers is fully deductible under Section 162(m) of the Code and

commit in writing all performance targets for 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); and

- (v) Review a certification from the Company’s chief financial officer certifying performance results measured against performance targets under all equity compensation plans for executive officers before any award granted under any such plans is paid, vested or exercised.
4. The Committee will, at least annually, review all annual bonus and discretionary bonus awards, long-term incentive compensation, equity compensation, employee pension and welfare benefit plans. With respect to this review and these plans, the Committee will:
- (i) Have general oversight;
 - (ii) Consider each plan’s administrative costs, current plan features and any proposed new features relative to plans offered by similarly-sized industry-related companies and assess the performance of the plan’s internal and external administrators;
 - (iii) Make recommendations to the Board with respect to incentive compensation and equity compensation plans;
 - (iv) Approve the grant of any awards under any performance-based annual bonus, discretionary bonus, long-term incentive compensation and equity compensation plans to employees; and
 - (v) Approve which employees are entitled to awards under the Company’s equity plans.
5. The Committee will establish, oversee and periodically review policies concerning perquisite benefits and approve all perquisites for executive officers.
6. 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.

7. The Committee will review and oversee the application of the Company's compensation clawback policy.
8. The Committee will, at least annually, 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 stockholders. Any changes in director compensation will be recommended to the Board for approval.
9. The Committee will review the risks related to the Company's compensation policies and practices and review and discuss, at least annually, the relationship between the Company's risk management policies and practices, the Company's corporate strategy, and the Company's compensation policies and practices.
10. The Committee will establish and oversee stock ownership guidelines, including periodic review of compliance by directors and executive officers.
11. The Committee will review and discuss with management the Compensation Discussion and Analysis and recommend to the Board of Directors its inclusion in the Company's annual proxy statement. The Committee will also prepare a report of the Committee on executive compensation for inclusion in the proxy statement, which complies with SEC rules and regulations. The Committee will review and approve the director compensation disclosure and recommend to the Board its inclusion in the proxy statement.
12. The Committee will recommend to the Board whether to have an annual, biannual or triennial advisory shareholder vote regarding executive compensation.
13. The Committee will sponsor periodic training for the Board on compensation matters affecting the Company.
14. The Committee will, at least annually, evaluate its own performance, including its compliance with this Charter, and report the results of such evaluation, including any recommended changes, to the Board.
15. The Committee will, at least annually, review and reassess this Charter and submit any recommended changes to the Board for its approval.

V. DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee may, subject to applicable law and regulation, delegate any of its responsibilities to a subcommittee of the Committee. 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 a committee whose members include employees of the Company. The Committee may also delegate to the CEO approval of discretionary bonus awards payable in cash to employees who are not executive officers, in an amount not exceeding \$25,000 per employee, per year.