



Corporate Governance Guidelines

of Compass Minerals International, Inc.

These Corporate Governance Guidelines (these “Guidelines”) were adopted by the Board of Directors (the “Board”) of Compass Minerals International, Inc. (the “Company”) on August 2, 2017 and, together with the Company’s by-laws and the charters of the Board committees, provide the framework for the Company’s governance.

The Company’s directors and management are committed to following appropriate practices in corporate governance in order to meet the Company’s responsibilities to its stockholders and to build long-term growth in stockholder value.

I. BOARD SIZE, COMPOSITION AND QUALIFICATIONS

A. BOARD SIZE AND SELECTION PROCESS

The Board will establish the number of directors constituting the entire Board, consistent with the Company’s certificate of incorporation and by-laws. Periodically, the Nominating/Corporate Governance Committee (the “NCG Committee”) and the Board will review the size of the Board and assess its ability to function effectively and with appropriate expertise and diversity.

The Board is divided into three classes of directors of approximately equal size. Directors in each class are elected to serve three-year terms that expire in successive years. The Board proposes a slate of nominees to stockholders for election to the Board, based on the recommendation of the NCG Committee. Stockholders may submit a director candidate for consideration by the NCG Committee to be nominated for election by submitting names and supporting information to the Secretary of the Company. In addition, the Company’s by-laws permit stockholders to nominate candidates for election as a director by following the procedures and delivering the information required by the Company’s by-laws. Any Board vacancies may be filled by the Board between annual meetings of stockholders in accordance with the Company’s by-laws.

B. INDEPENDENCE OF THE BOARD

More than half of the members of the Board must satisfy the independence requirements of the New York Stock Exchange (“NYSE”). Each independent director will have reasonable direct access to the Company’s executive officers and employees.

C. QUALIFICATIONS FOR DIRECTORS

1. *Minimum Qualifications.* The minimum qualifications for a director are: (a) personal integrity; (b) a degree from an accredited college or

university or equivalent professional experience; (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; (h) available time to dedicate to the position; (i) the absence of conflicts of interest; and (j) an understanding of organizational structure and accountability, delegation of authority, compensation practices and the dynamics of competitive businesses.

2. *Board Diversity.* The NCG Committee and the Board will seek to achieve a mix of directors that represents a diversity of attributes, background, experiences (including experience with businesses and other organizations of a comparable complexity), perspectives and skills, including with respect to differences in customs, culture, international background, thought, generational views, race, gender and specialized professional experience. At least annually and when Board vacancies arise, the NCG Committee and the Board will review the qualifications, judgment, attributes, background, experiences, perspectives and skills of each director and any director candidate and the interplay of such director's and director candidate's qualifications, judgment, attributes, background, experiences, perspectives and skills with the Board as a whole.

D. RELINQUISHING AND RESIGNING BOARD SEATS

1. *Employment Change or Other Issue.* Each director will immediately submit to the Chair of the NCG Committee or the Secretary of the Company a formal offer to resign from the Board upon (a) a change of employment or employment status, (b) a situation potentially impacting the reputation and recognized integrity of the director, or (c) a situation that creates a conflict of interest with the Company or results in a change in that director's independence status. The NCG Committee will evaluate the circumstances and make a recommendation to the Board, which may accept or decline that offer.

2. *Retirement.* A director must resign from the Board effective at the annual meeting of stockholders falling after such director's 75th birthday.

3. *Board Term Limits.* The Board does not believe that arbitrary term limits for director service is appropriate. Re-nomination to the Board is not automatic and is based on an annual assessment of the performance of each director and the needs of the Company and the Board.

4. *Failure of Director Receive a Majority Vote.*

a. If a director is a nominee for election as a director in an uncontested election of directors (i.e., an election other than one in which the number of

director nominees exceeds the number of directorships subject to election) and does not receive more votes cast “for” his or her election than the number of votes cast “against” his or her election at a meeting of stockholders at which a quorum is present, the director will promptly tender his or her resignation to the Board.

b. The NCG Committee will make a recommendation to the Board as to whether to accept or reject the tendered resignation. The Board must act on the tendered resignation, taking into account the NCG Committee’s recommendation, within 90 days from the date of the certification of the election results. The Board will promptly publicly disclose by a report submitted to the Securities and Exchange Commission its decision regarding the tendered resignation, including its rationale for accepting or rejecting the resignation offer. The NCG Committee in making its recommendation, and the Board in making its decision, may each consider any factors or other information that it considers appropriate and relevant, including (i) the stated reasons, if any, why stockholders withheld their votes, (ii) possible alternatives for curing the underlying cause of the withheld votes, (iii) the director’s tenure, (iv) the director’s qualifications, (v) the director’s past and expected future contributions to the Company, and (vi) the overall composition of the Board.

c. The director who tenders his or her resignation will not participate in the recommendation of the NCG Committee or the decision of the Board with respect to his or her resignation. The Board may accept a director’s resignation or reject the resignation. If the Board accepts a director’s resignation, then the Board, in its sole discretion, may fill any resulting vacancy or may decrease the size of the Board pursuant to the Company’s by-laws. If a director’s resignation is not accepted by the Board, such director will continue to serve until the next annual meeting of stockholders. In advance of such meeting, the director may be considered by the Board for nomination and election for the number of years remaining in the original three-year term. This guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.

5. *Formal Resignation Required.* When a director decides to resign, to retire or to not stand for re-election, the resigning director must submit to the Secretary of the Company a formal resignation that includes any provisions required by law such as a statement whether the resignation is a result of a disagreement with the Company. Immediately upon separation or retirement from the Company, any director who is a Company employee must submit to the Secretary of the Company a formal resignation as a director of the Board.

II. BOARD LEADERSHIP – LEAD INDEPENDENT DIRECTOR

The independent Board members will elect, on an annual basis, a Lead Independent Director who must be an independent director at all times. If, at any time, this individual is unable to serve as the Lead Independent Director, the chair of the NCG Committee will serve as the Lead Independent Director unless and until the independent Board members determine otherwise. The Lead Independent Director will have the following duties and responsibilities:

1. Act as adviser to the Chief Executive Officer (the “CEO”);
2. Coordinate with the CEO on Board meeting agendas and the appropriate schedule of Board meetings;
3. Consider agenda items suggested by independent and non-employee directors;
4. Place any item he or she determines is appropriate on the Board agenda, prioritize agenda items and approve the final agenda;
5. Direct that specific materials be included in Board materials delivered in advance of Board meetings and work with Board committees to assess the quality, quantity and timeliness of the flow of information from management to the Board;
6. Coordinate and develop the agenda for, and preside at, executive sessions of the Board’s independent and non-employee directors, which are held with each Board meeting or otherwise;
7. Act as principal liaison between the independent directors and the CEO, as necessary or appropriate;
8. Work with the NCG Committee to recommend to the Board the membership of the Board committees and Board committee chairs;
9. Lead the annual evaluation of the CEO (in conjunction with the Compensation Committee, which has sole authority to determine the CEO’s compensation), the Board, the Board committees and individual directors and coordinate with the NCG Committee (which is responsible for conducting the Lead Independent Director evaluation);
10. Preside at all Board meetings at which the CEO is not present; and
11. Call meetings of the independent and non-employee directors.

III. BOARD MEETINGS, POWERS, DUTIES AND RESPONSIBILITIES

A. Meetings

1. The Board will meet at least four times per year.
2. The Board will hold executive sessions of the Board's independent and non-employee directors, without the CEO or other Company employees present, at least four times per year.
3. Agendas and materials will be distributed in advance of Board meetings where important to the Board's understanding or to facilitate discussion.
4. Directors are expected to attend all Board meetings and Board committee meetings for Board committees on which they serve and be prepared for the meetings by reviewing the materials provided to them in advance of the meetings. Any extraordinary circumstances that would cause a director to attend fewer than 75% of all Board meetings and Board committee meetings for Board committees on which he or she serves should be discussed with the Lead Independent Director or the Chair of the NCG Committee as far in advance as possible. Absent extraordinary circumstances, each director is expected to attend the annual meeting of stockholders.

B. Powers, Duties and Responsibilities

1. The Board is elected by the Company's stockholders to oversee management, to help ensure the Company meet its responsibilities to its stockholders and to build long-term growth in stockholder value. Beyond its general oversight of management, the Board and its committees perform a number of specific functions, including (a) review, approval and monitoring of fundamental business and financial strategies and major corporate actions; (b) assessment of significant risks facing the Company and review of opportunities to appropriately mitigate the identified risks; (c) ensuring processes are established to maintain the integrity of the Company, particularly the integrity of its financial statements, its compliance with its Code of Ethics and Business Conduct and its relationships with customers and suppliers; (d) selection, evaluation and compensation of the CEO and oversight of CEO succession planning; and (e) providing advice and oversight on the selection, evaluation, development and compensation of executive officers.

2. At least annually, the Board will review and approve the Company's annual operating plan and review and confirm support of the Company's multi-year strategic plan.
3. At least annually, the Board will review these Guidelines and the Company's compliance program, including the Code of Ethics and Business Conduct. These Guidelines will be made available on the Company's website at www.compassminerals.com.
4. At least annually, the Board will review succession and development plans for the CEO and all executive officers of the Company.
5. At least annually, the Board will conduct evaluations of the CEO (in conjunction with the Compensation Committee, which has sole authority to determine the CEO's compensation), the Board, the Board committees and individual directors.
6. The Board will oversee 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.
7. The Board will oversee the Company's sustainability process.
8. The Board, and the Lead Independent Director on behalf of the Board, has the authority, in each case in its sole discretion, to retain, direct and terminate any counsel, experts or other advisors that the Board believes to be necessary or appropriate. The Board may also, in its discretion, utilize the services of the Company's legal counsel or other advisors. The Company will provide for appropriate funding, as determined by the Board, for payment of compensation to any advisors retained by the Board and for ordinary administrative expenses of the Board that are necessary or appropriate in carrying out its duties.

In discharging its powers, duties and obligations, the Board is entitled to reasonably rely on the Company's management and outside advisors and auditors.

IV. BOARD COMMITTEES

A. Committees and Charters

1. The Board has established the following standing committees to assist it in discharging its responsibilities: the Audit Committee, the Compensation Committee, the NCG Committee and the Environmental, Health and Safety Committee. The Board may establish additional Board committees in its discretion.

2. Each Board committee will be governed by a written charter, which will be made available on the Company's website at www.compassminerals.com. The Board may modify any Board committee charter at any time.

B. Committee Membership

Board committee members, including the chair of the Board committee, will be appointed by action of the Board, on the recommendation of the NCG Committee. The Audit Committee, the Compensation Committee and the NCG Committee will be composed entirely of independent directors.

C. Committee Agendas and Materials

The Chair of each Board committee, after appropriate consultation with other Committee members and the Company's management, will set agendas for Board committee meetings. Agendas and materials will be distributed in advance of Board committee meetings where important to the committee's understanding or to facilitate discussion.

V. MULTIPLE DIRECTORSHIPS

A. NCG Committee Approval and Procedures

1. Approval

(a) Approval of the NCG Committee (and the Board, to the extent set forth in Section V(B) of these Guidelines) is required before a director (other than the CEO) may serve on a board of directors of another for-profit company.

(b) Approval of the NCG Committee and the Board is required before the CEO may serve on a board of directors of another for-profit company.

(c) If a director (including the CEO) desires to serve on a board of directors of a company that is a subsidiary or affiliate of a company where such director is already a member of its board of directors, no approvals will be required and the requirements contained in Section V of these Guidelines will not apply, provided, however, such director must provide prior notice to the General Counsel of the Company of any such service.

(d) Approval of the CEO is required before an executive officer of the Company (other than the CEO) may serve on a board of directors of any for-profit company (other than the Company's subsidiaries). The CEO will notify the Board of any such service.

2. *Notification and Conflicts of Interest.* Before a director (including the CEO) may serve on a board of directors of a for-profit company, the director must notify the Chair of the NCG Committee of the potential service and provide information sufficient to permit consideration of the appropriateness of this service. The Chair of the NCG Committee will submit the request and the information provided to the CEO and the Company's General Counsel for a review of potential conflicts of interest. If no conflicts of interest are found, the Chair of the NCG Committee will submit the request and the report regarding potential conflicts of interest to the other members of the NCG Committee to obtain their consent.

3. *Considerations.* In considering whether to approve a request to serve on a board of directors of a for-profit company, the NCG Committee will consider, among other factors, a director's ability to devote sufficient time to his or her duties as a director of the Company, and, in the case of the CEO, the ability to fulfill his or her duties to the Company, as well as existing or potential conflicts of interest. If a non-employee director is requesting to serve on more than five boards of directors of for-profit companies (including the Company's Board) or if the CEO is requesting to serve on more than two boards of directors of for-profit companies (including the Company's Board), the NCG Committee will apply a rebuttable presumption that any additional directorships are not in the interest of the Company's stockholders.

B. Board Approval

1. *Non-Employee Directors.* Approval of the Board is required before a non-employee director may serve on more than five boards of directors of for-profit companies (including the Company's Board).

2. *Audit Committee Members.* No member of the Company's Audit Committee may simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Company's Audit Committee and such determination is disclosed in the Company's annual proxy statement.

3. *Employee Directors.* Approval of the Board is required before the CEO or any other director who is a Company employee may serve on any board of directors of a for-profit company.

VI. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

A. Orientation

The Company will conduct an orientation program for new directors. This orientation should begin as soon as practicable after the new director joins the Board and should be completed within one year after he or she joins the Board.

B. Continuing Education

The Company, the Board and the Board committees will sponsor periodic training for the Board on matters affecting the Company or that will assist directors in carrying out their responsibilities. Directors are encouraged to participate in director education programs, and the Company will reimburse directors for certain expenses incurred in connection with these programs.

VII. DIRECTOR COMPENSATION

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

VIII. DIRECTOR AND COMPANY COMPLIANCE AND POLICIES

A. Director Compliance Requirements

1. *Company Policies and Questionnaires.* Directors must comply with the Company's Code of Ethics and Business Conduct, these Guidelines and other applicable Company policies. Directors will, at the request of the Secretary of the Company, complete the Company's compliance questionnaire and certify his or her compliance with applicable Company policies.

2. *Stock Ownership.* Directors are required to hold Company stock (or its equivalent) in accordance with the Company's stock ownership guidelines. For non-employee directors, the ownership guideline is equal to five times the annual cash retainer for Board service, which must be achieved within five years of joining the Board and maintained at least at that minimum level during the director's tenure on the Board. Director's deferred stock units are counted toward this ownership guideline. For Company employees, the ownership guidelines vary depending upon the position.

3. *Confidentiality Policy.* Directors are required to protect and hold confidential all non-public information obtained as a result of their position as a director of the Company. By serving as a director, each director agrees that he or she will not:

- a. Disclose Confidential Information (as defined below) outside the Company, either during or after his or her service as a director, except with the authorization of the Board or as maybe otherwise required by law; provided however that prior to any such legally compelled disclosure, the director will give the Secretary of the Company reasonable advance notice and will cooperate with Company in protecting against any such disclosure or obtaining a protective order narrowing the scope of such disclosure, or
- b. Use Confidential Information for his or her own personal benefit or to benefit any person or entity outside the Company.

For purposes of this policy, “Confidential Information” means all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the Company. It includes non-public information that might be of use to competitors or harmful to the Company, its customers or other stakeholders if disclosed, such as:

- Non-public information about the Company’s financial condition, prospects or plans, its marketing and sales programs and research and development information, as well as information relating to mergers, acquisitions, divestitures or joint ventures or possible capital transactions such as credit facilities, share repurchases, dividends and stock splits;
- Non-public information concerning other companies with whom the Company may conduct business, including information about potential transactions and the Company’s customers, suppliers or joint venture partners; and
- Non-public information about meetings, presentations and discussions relating to issues, discussions, deliberations and decisions between and among employees, executive officers, directors and advisors of the Company, the Board or any Board committee.

4. *Press and Other Inquiries.* Only authorized spokespersons are authorized to discuss Company business with the press, the investment community and other persons outside the Company. Any director receiving inquiries of this nature should decline to comment and refer the person making the inquiry to one of the Company’s authorized spokespersons in accordance with the Company’s Guidelines for Fair Disclosure to the Investment Community.

B. No Short Sales, Hedging or Pledging

Directors, executive officers and employees are prohibited from engaging in short sales of Company securities and from buying, selling or investing in Company-based derivative securities, including entering into any hedging transactions with respect to the Company's securities or engaging in comparable transactions. In addition, directors and executive officers may not pledge Company securities.

C. No Option Repricing

The Company may not reprice any stock options previously granted without stockholder approval.

IX. COMMUNICATIONS WITH THE BOARD

Stockholders 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, as applicable, based on the content and addressee. If the communication is identified as exclusively for the Lead Independent Director or to one or more non-management directors, such communication will be delivered to the Lead Independent Director or non-management directors.