



*Nominating /
Corporate
Governance
Committee Charter*

of Compass Minerals International, Inc.

This Nominating/Corporate Governance 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 Nominating/Corporate Governance Committee (the “Committee”) is to determine whether to recommend for reelection to the Board each incumbent director nearing the end of his or her term, identify individuals qualified to become Board members, evaluate the Board and its members and periodically review the Company’s corporate governance documents.

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 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.

III. COMMITTEE ORGANIZATION 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 provisions of the Company's certificate of incorporation or by-laws that are applicable to the Committee.

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 the Company's management or any other persons whose presence the Committee believes to be appropriate.
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, search firm to identify director candidates, experts or other advisors that the Committee believes to be necessary or appropriate. The Committee may also, in its discretion, 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 advisors 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 meetings of the Committee 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

The Committee will:

1. Periodically, review the size of the Board and assess its ability to function effectively and with appropriate expertise and diversity.

2. Assess and determine whether to recommend to the Board the reelection of each incumbent director nearing the end of his or her term, taking into account the qualifications and characteristics described in the Company's Corporate Governance Guidelines.
3. Identify, interview and recommend to the Board new candidates for election as directors at the annual stockholder meeting and to fill Board vacancies that arise between annual stockholder meetings, taking into account the qualifications and characteristics described in the Company's Corporate Governance Guidelines.
4. At least annually and when Board vacancies arise, 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, skill, background and experience with the Board as a whole, taking into account the qualifications and characteristics described in the Company's Corporate Governance Guidelines.
5. At least annually, conduct an evaluation of the Lead Independent Director and report the results to the Board.
6. At least annually, review the independence of directors, taking into account the independence requirements of NYSE and SEC rules and regulations.
7. At least annually, recommend to the Board committee appointments, committee chairs and the Lead Independent Director and make recommendations to the Board on financial literacy and financial expertise for Audit Committee members.
8. Review any director resignation letter or offer to resign under the Company's Corporate Governance Guidelines and recommend to the Board whether to accept such resignation.
9. Periodically review and reassess the Company's Corporate Governance Guidelines, certificate of incorporation and by-laws and submit any recommended changes for approval by the Board.
10. Confirm that Board committees periodically review their charters.
11. Make recommendations to the Board regarding director orientation and continuing education, as the Committee deems appropriate, and

sponsor periodic training for the Board on matters affecting the Company or that will assist directors in carrying out their responsibilities.

12. Review and approve transactions with related persons and report any such material transactions to the Audit Committee and to the Board as appropriate (pursuant to written policy).
13. Review the Company's sustainability efforts and reporting.
14. 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. At least annually, review and reassess this Charter and submit any recommended changes for approval by the Board.

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.