COMPASS MINERALS INTERNATIONAL INC
Form DEF 14A
March 27, 2018
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Compass Minerals International, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD MAY 9, 2018

To our Stockholders:

We cordially invite you to attend the 2018 annual meeting of stockholders of Compass Minerals International, Inc. The meeting will take place at our headquarters, located at 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210, on Wednesday, May 9, 2018, at 9:00 a.m. We look forward to your attendance either in person or by proxy.

At the meeting, our stockholders will be asked to consider and act upon the following items of business:

1. Elect three directors, each for a term of three years;

2. Approve, on an advisory basis, the compensation of our named executive officers;

3. Ratify the appointment of Ernst & Young LLP as our independent registered accounting firm for 2018; and

4. Consider any other business that may properly come before the meeting and any postponement or adjournment of the meeting.

Only stockholders of record as of the close of business on March 12, 2018, may vote at the meeting or any postponements or adjournments of the meeting. We have elected to provide access to our proxy materials over the Internet under the Securities and Exchange Commission s notice and access rules again this year. This process reduces the costs of printing and distributing our proxy materials while reducing the environmental impact of our annual meeting. If you would like more information, please see the Questions and Answers section of this proxy statement.

Your vote is very important. Please vote regardless of whether or not you plan to attend our annual meeting.

By Order of the Board of Directors,

Diana C. Toman

Senior Vice President, General Counsel

and Secretary

March 27, 2018

To make it easier for you to review the proxy statement and vote, we offer four options:

via the Internet	Visit www.proxyvote.com.	**by mail**	Sign, date and return your proxy card or voting instruction form.
by phone	Call the telephone number on your proxy card, voting instruction form or notice of internet availability.	**in person**	Attend the annual meeting and bring photo identification (beneficial owners must also bring a legal proxy from a record holder).

Important Notice Regarding the Availability of Proxy Materials: This Notice of Meeting, this Proxy Statement and our 2017 Annual Report are available at www.proxyvote.com (with your investor identification number) and www.compassminerals.com.

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PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. It does not contain all of the information you should consider, and you should read the entire Proxy Statement carefully before voting. References in this Proxy Statement to the Company, Compass Minerals, we, us and our refer to Compass Minerals International, Inc.

2018 Annual Meeting of Stockholders

Date:	May 9, 2018
Time:	9:00 a.m., local time
Place:	Compass Minerals headquarters, located at 9900 West 109th Street, Suite 100, Overland Park, Kansas
Record Date:	March 12, 2018
Voting:	Stockholders as of the close of business on March 12, 2018 (the record date) are entitled to one vote per share of common stock

Voting Matters and our Board of Directors Recommendation

Agenda Item	Board Vote Recommendation	Page Reference
Item 1: Elect three directors	**FOR each Director Nominee**	6
Item 2: Approve, on an advisory basis, the compensation of our named executive officers (NEOs)	**FOR**	23
Item 3: Ratify the appointment of Ernst & Young LLP (Ernst & Young) as our independent registered accounting firm for 2018	**FOR**	54

In addition to these matters, stockholders may be asked to vote on such other business as may properly come before our 2018 annual meeting of stockholders (the Annual Meeting).

Director Nominees

Stockholders are being asked to elect David J. D Antoni, Allan R. Rothwell and Lori A. Walker as directors, who have each been nominated by our Board of Directors (our Board of Directors or Board).

Our stockholders expect our Board to oversee management performance, ensure the long-term interests of our stockholders are being served, monitor risks and adherence to our policies and perform the duties and responsibilities assigned to our Board under our Bylaws, Corporate Governance Guidelines and the laws of the State of Delaware, our state of incorporation. To fulfill these responsibilities, our Board is committed to being comprised of directors who bring diverse attributes, backgrounds, viewpoints and perspectives. We believe each of our directors qualifications add

to the overall performance of our Board. The following table and charts provide an overview of each of our directors, including our three nominees. Additional information about each director s background and experience can be found in the 2018 Nominees for Director and Continuing Directors section of this Proxy Statement.

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Our Board of Directors

Name, Qualifications and Attributes	Principal Occupation and Other Public Company Boards	Class	Director Since	Current Term Expires	Age	Board Committees A	Comp	EHS	G
2018 Director Nominees									
David J. D Antoni*	Retired Senior Vice President and Group Operating Officer of APAC and Valvoline, Ashland, Inc. *Other Boards: OMNOVA Solution, Inc.*	III	2004	2018	73				
Allan R. Rothwell*	Retired Executive Vice President and President of the Voridian Division, Eastman Chemical Company *Other Boards: OMNOVA Solution, Inc.*	III	2006	2018	70	F			
Lori A. Walker*	Retired Chief Financial Officer and Senior Vice President, The Valspar Corporation *Other Boards: Constellium N.V.*	III	2015	2018	60	CF			
Continuing Directors									
Eric Ford*	Retired Executive Vice President, Office	I	2011	2019	63			C	

	of The Chief Executive Officer, Peabody Energy Corporation							
Francis J. Malecha	*Other Board: None* President and chief Executive Officer, Compass Minerals International, Inc.	I	2013	2019	54			
Paul S. Williams*	*Other Boards: None* Partner and Managing Director, Major Lindsey & Africa, LLC	I	2009	2019	58		C	
Valdemar L. Fischer*	*Other Boards: Essendant, Inc.* Regional Director Latin America, Syngenta AG	II	2017	2020	54			
Richard S. Grant* *Lead Independent Director*	*Other Boards: None* Retired Chief Executive Officer, BOC Process Gas Solutions	II	2004	2020	71			C
Amy J. Yoder*	*Other Boards: None* President And Chief Executive Officer, Anuvia Plant Nutrients *Other Boards: Arcadia Biosciences, Inc.*	II	2012	2020	51			

*Independent

A	Audit Committee	**Comp**	Compensation Committee	**EHS**	Environmental Health And Safety Committee
G	Nomination Corporate Governance Committee	**C**	Committee Chair	**F**	Audit Committee Financial Expert

Qualification And Attributes:

Business/Functional Leader (9 Directors)	Industry Knowledge (4 Directors)	Sales and Marketing (8 Directors)
Diversity (4 Directors)	International Business (8 Directors)	Strategy/M&A (9 Directors)
Financial Experts (2 Directors)	Risk Management (8 Directors)	Talent Development (2 Directors)

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Board Snapshot

Corporate Governance Highlights

Our Board of Directors places great value on strong governance controls and regularly evaluates and implements emerging best practices. Set forth below are key highlights of our corporate governance practices that are further discussed beginning on page 15 of this Proxy Statement:

Our Board believes it is appropriately sized with nine members.

Our Board annually reviews its size and composition and assesses its ability to function effectively and with appropriate expertise and diversity. With the October 2016 acquisition of a Brazilian company, the Board decided to increase its size to add a director with Brazilian agricultural experience. In February 2017, the Board appointed Valdemar L. Fischer to the Board and he was elected by stockholders at our 2017 annual meeting of stockholders.

Our Board leadership consists of a Lead Independent Director and independent directors serving as all Board committee chairs. Our Lead Independent Director has a strong role and significant corporate governance responsibilities, including coordinating with our Chief Executive Officer (our CEO) on Board meeting agendas and approval of final agendas.

In 2017, our Board updated our Corporate Governance Guidelines to include a succession plan for our Lead Independent Director.

All of our directors except our CEO are independent with varying degrees of tenure on our Board.

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We value diversity, which is exhibited in the diversity of our directors genders, ethnicities, areas of professional expertise, skills and backgrounds.

Our Board met four times in 2017 and held executive sessions of independent directors at each Board meeting and Board committee meeting in 2017. During 2017, each director attended at least 75% of all Board meetings and meetings of each Board committee on which he or she served.

Our Board includes two audit committee financial experts.

Our Board oversees our enterprise risk management process and succession plans for all executive officers.

Our Board recognizes the environmental, health and safety risks that are inherent in our business and actively oversees our compliance with environmental, health and safety initiatives through its Environmental, Health and Safety Committee (the EHS Committee).

Our anti-hedging policy prohibits all directors, executive officers and employees from engaging in short sales of our securities and from buying, selling or investing in Company-based derivative securities, including entering into any hedging transactions with respect to our securities or engaging in comparable transactions.

Self-evaluations for our Board as a whole, each Board committee and individual directors are conducted on an annual basis.

All directors are in compliance with our Stock Ownership Guidelines requiring significant director ownership of our common stock.

Advisory Approval of Executive Compensation

Stockholders are being asked to approve, on an advisory basis, the compensation of our NEOs, commonly referred to as a say-on-pay vote. Our Board and the Compensation Committee value the opinions expressed by our stockholders and will continue to consider the results of this say-on-pay vote when evaluating our executive compensation program in the future.

Executive Compensation Highlights

Our executive compensation program is designed to promote stockholder interests by aligning our compensation with the realization of our business objectives and stockholder value. Set forth below are key highlights of our executive compensation program that are further discussed in the Compensation Discussion and Analysis section of this Proxy Statement:

Our stockholders affirmed their support of our executive compensation program in 2017 by casting 94.9% of the votes in favor of our NEO compensation.

The performance of our executive officers is essential to achieving our goal of increasing stockholder value. Our executive compensation program has a significant portion of at-risk short-term and long-term components to ensure alignment of executive officer and stockholder interests.

Our executive officers total direct compensation consists of three principal elements base salary, annual cash incentive bonuses based on Company and individual objectives and long-term equity incentives. Our Compensation Committee regularly reviews each of our NEO s total direct compensation to ensure compensation is tied to performance, competitive in comparison to our peers and appropriate to attract and retain top talent.

Our 2017 targeted fixed compensation for our CEO was 21% of his total direct compensation package. For our other NEOs (other than individuals who served in an executive officer capacity for only a portion of 2017), the targeted fixed compensation was 32% of their total direct compensation.

Variable compensation, which is comprised of cash incentive bonuses and long-term equity, was targeted for 2017 to constitute 79% of our CEO s total direct compensation and 68% of the total direct compensation of our other NEOs (other than individuals who served in an executive officer capacity for only a portion of 2017).

Our Management Annual Incentive Program (MAIP) is our annual cash incentive bonus program, which rewards our executive officers for achieving stretch targets that emphasize Company-wide, business unit and individual performance. In 2017, MAIP bonus payments averaged 77.3% of target for our NEOs (other than former executive officers).

In 2017, we entered into an amended and restated employment agreement with our CEO, Francis J. Malecha.

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A long-tenured employee, James D. Standen, was named our Interim Chief Financial Officer and Treasurer in April 2017 and our Chief Financial Officer in August 2017.

There were no discretionary bonuses to any of our NEOs in 2017.

A significant portion of our executive compensation is tied to long-term performance with 100% of our long-term incentive awards denominated and paid in equity rather than cash.

Our Compensation Clawback Policy requires repayment of bonus or other incentive-based or equity-based compensation awarded or paid under our incentive plans in the event of a financial restatement. Our executive officers are subject to a strong no fault policy whether or not the executive officer s actions involve misconduct.

Under our 2015 Incentive Award Plan and our Corporate Governance Guidelines, stockholder approval is required to reprice any previously granted stock options.

Ratification of Auditors

Stockholders are being asked to ratify the selection of Ernst & Young as our independent registered accounting firm for 2018.

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COMPASS MINERALS INTERNATIONAL, INC.

9900 West 109th Street, Suite 100

Overland Park, Kansas 66210

(913) 344-9200

2018 PROXY STATEMENT

Compass Minerals is a leading provider of essential minerals that solve nature s challenges, including salt for winter roadway safety and other consumer, industrial and agricultural uses; specialty plant nutrition minerals that improve the quality and yield of crops; and specialty chemicals for water treatment and other industrial processes. As of December 31, 2017, we operated 22 production and packaging facilities, including:

- The largest rock salt mine in the world in Goderich, Ontario, Canada;
- The largest dedicated rock salt mine in the U.K. in Winsford, Cheshire;
- A solar evaporation facility located in Ogden, Utah, which is both the largest sulfate of potash (SOP) specialty fertilizer production site and the largest solar salt production site in the Western Hemisphere;
- Several mechanical evaporation facilities producing consumer and industrial salt; and
- Multiple facilities producing essential agricultural nutrients and specialty chemicals in Brazil.

We provide highway deicing salt and other salt products to customers in the United States, Canada and the U.K. Our plant nutrition business produces and markets specialty plant nutrition products worldwide to distributors and retailers of crop inputs, as well as growers. Our principal plant nutrition product in North America is SOP. In October 2016, we significantly expanded our plant nutrition business with the acquisition of Produquímica Indústria e Comércio S.A. (Produquímica), which operates two primary businesses in Brazil agricultural productivity, which manufactures and distributes a broad offering of specialty plant nutrition solution-based products, and chemical solutions, which manufactures and markets specialty chemicals, primarily for the chemical and industrial markets and for use in the water treatment industry. In the U.K., we operate a records management business utilizing excavated areas of our Winsford salt mine with one other location in London, England.

Our Board of Directors is providing you this Proxy Statement in connection with the solicitation of proxies on its behalf for the Annual Meeting. The meeting will take place at our headquarters, 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210 on Wednesday, May 9, 2018 at 9:00 a.m. local time. At the meeting, stockholders will vote on the election of three directors, advisory approval of the compensation of our NEOs and ratification of the appointment of Ernst & Young as our independent registered accounting firm for 2018. In addition, stockholders will transact any other business that may properly come before the meeting, although we know of no other business to be presented.

By submitting your proxy, you authorize Diana C. Toman and Zoe A. Vantzos, both officers of Compass Minerals, to represent you and vote your shares at the meeting in accordance with your instructions. If you do not provide instructions, they will vote your shares consistent with the Board s recommendations. They also may vote your shares to adjourn the meeting and will be authorized to vote your shares at any postponements or adjournments of the meeting. Please note that if you are a beneficial owner of shares, you must obtain a legal proxy from the record holder and bring it to the meeting in order to vote in person.

Our proxy materials include this Proxy Statement, our 2017 Annual Report to Stockholders (the Annual Report), which includes our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as well as the proxy card or a voting instruction form. The Annual Report and the information contained on our website do not constitute a part of the proxy solicitation materials and are not incorporated by reference into this Proxy Statement.

YOUR VOTE IS VERY IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, WE ENCOURAGE YOU TO READ THIS PROXY STATEMENT AND SUBMIT YOUR PROXY OR VOTING INSTRUCTIONS AS SOON AS POSSIBLE.

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QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

What is the purpose of the Annual Meeting?

The purpose of the Annual Meeting is to consider and act upon the following proposals:

1. Elect three directors, each for a term of three years;

2. Approve, on an advisory basis, the compensation of our NEOs;

3. Ratify the appointment of Ernst & Young as our independent registered accounting firm for 2018; and

4. Consider any other business that may properly come before the meeting and any postponement or adjournment of the meeting.

Members of our management team and representatives of Ernst & Young are expected to be present at the Annual Meeting to respond to questions from stockholders.

Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

In accordance with rules adopted by the Securities and Exchange Commission (the SEC), we have elected to provide access to our proxy materials over the Internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the Notice of Internet Availability) to our stockholders. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice of Internet Availability or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice of Internet Availability. In addition, stockholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis.

How can I get electronic access to the proxy materials?

The Notice of Internet Availability will provide you with instructions regarding how to view our proxy materials for the Annual Meeting on the Internet and how to instruct us to send future proxy materials, including the Notice of Internet Availability, to you electronically by email. Our proxy materials are also available on our website at www.compassminerals.com.

What does it mean if I receive more than one Notice of Internet Availability of Proxy Materials or proxy card?

It means that your shares are held in more than one account at the transfer agent and/or with banks or brokers. Please vote all of your shares by voting by telephone or Internet with respect to each Notice of Internet Availability you receive, or by completing and returning each proxy card you receive.

How can I request and receive a paper or email copy of the proxy materials?

You may request and receive a paper or email copy of the proxy materials at no cost at www.proxyvote.com, by telephone at 1-800-579-1639, or by email at sendmaterial@proxyvote.com. In each case, you will need your 16-digit investor identification number from the Notice of Internet Availability to request the materials.

Who is entitled to vote?

The record date for the meeting was March 12, 2018. Only stockholders of record at the close of business on that date are entitled to vote at the meeting. Each outstanding share of common stock is entitled to one vote for all matters before the meeting. At the close of business on the record date, there were 33,831,815 shares of our common stock outstanding.

Am I entitled to vote if my shares are held in street name ?

If your shares are held by a bank or brokerage firm, you are considered the beneficial owner of shares held in street name. If your shares are held in street name, the Notice of Internet Availability is being forwarded to you by your bank or

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brokerage firm (the record holder). If you request printed copies of the proxy materials by mail, you will receive a voting instruction form from the record holder. As the beneficial owner, you have the right to direct your record holder how to vote your shares and the record holder is required to vote your shares in accordance with your instructions. If you do not give instructions to your bank or brokerage firm, it will nevertheless be entitled to vote your shares with respect to routine items but will not be permitted to vote your shares with respect to non-routine items. In the case of a non-routine item, your shares will be considered broker non-votes on that proposal.

As the beneficial owner of shares, you are invited to attend the Annual Meeting. If you are a beneficial owner, however, you may not vote your shares in person at the meeting unless you obtain a legal proxy from the record holder of your shares and bring it to the Annual Meeting with photo identification.

Which ballot measures are considered routine or non-routine ?

The vote to ratify the appointment of Ernst & Young as our independent registered accounting firm for 2018 (Proposal No. 3) is considered routine under applicable rules. A broker or other nominee may generally vote on routine matters, and therefore no broker non-votes are expected to exist in connection with Proposal No. 3.

The election of directors (Proposal No. 1) and the advisory approval of our NEO compensation (Proposal No. 2) are considered non-routine under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore broker non-votes may exist for Proposals No. 1 and No. 2. It is important that you vote or direct the voting of your stock.

How many shares must be present to hold the meeting?

A quorum must be present at the meeting for any business to be conducted. The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of common stock outstanding on the record date will constitute a quorum. Proxies received but marked as abstentions or treated as broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting.

Who may attend the Annual Meeting?

All our stockholders as of the record date, March 12, 2018, may attend the Annual Meeting.

What if a quorum is not present at the Annual Meeting?

If a quorum is not present at the scheduled time of the Annual Meeting, a majority vote of the stockholders who are represented at the meeting may adjourn the meeting until a quorum is present. The time and place of the adjourned meeting will be announced at the time the adjournment is taken and no other notice will be given unless the adjourned meeting is more than 30 days later or a new record date is fixed.

What if I do not return my proxy and do not attend the Annual Meeting?

If you are a record holder (that is, your shares are registered in your own name with our transfer agent) and you do not vote your shares, your shares will not be voted at the Annual Meeting.

If you hold your shares in street name, and you do not give your bank, broker, or other holder of record specific voting instructions for your shares at the Annual Meeting, your record holder can vote your shares on the ratification of the independent registered accounting firm (Proposal No. 3). However, your record holder cannot vote your shares

without your specific instructions on the election of directors (Proposal No. 1) or the advisory approval of our NEO compensation (Proposal No. 2), so it is important that you provide such voting instructions.

For the proposals listed above for which a bank or broker cannot vote without your instruction, if you do not provide voting instructions to your bank or broker on such proposals, the votes will be considered broker non-votes and will not be counted in determining the outcome of the vote. Broker non-votes will be counted as present for purposes of determining whether a quorum is present to hold the Annual Meeting.

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How do I vote?

STOCKHOLDERS OF RECORD	VOTING METHOD	BENEFICIAL OWNERS
(shares registered on the books of the Company via Computershare)		(shares held through your bank or brokerage account)
Visit www.proxyvote.com Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on May 8, 2018. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.	**via the Internet**	**Visit www.proxyvote.com** Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on May 8, 2018. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.
Call 1-800-690-6903 Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on May 8, 2018. Have your proxy card in hand when you call and then follow the instructions.	**by phone**	**Call in Your Vote** To vote by telephone please follow the instructions on your voter instruction form to vote up until 11:59 p.m. Eastern Time on May 8, 2018. Have your voter instruction form available when you call and then follow the instructions.
Vote Processing, c/o Broadridge **51 Mercedes Way** **Edgewood, NY 11717** Mark, sign and date your proxy card and mail to the address listed above.	**by mail**	**Vote Processing, c/o Broadridge** **51 Mercedes Way** **Edgewood, NY 11717** Mark, sign and date your proxy card and mail to the address listed above.

You may vote in person at the Annual Meeting. Please bring photo identification and request a ballot when you arrive.	**in person**	If you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from the record holder, bring it to the Annual Meeting with photo identification, and present it for a ballot to be able to vote in person.

Who will count the votes?

Broadridge Financial Services, Inc. will tabulate the votes.

How does the Board of Directors recommend I vote on the proposals?

Our Board recommends that you vote:

Agenda Item	Board Vote Recommendation	Page Reference
Item 1: Elect three directors	**FOR each Director Nominee**	6
Item 2: Approve, on an advisory basis, the compensation of our named executive officers	**FOR**	23
Item 3: Ratify the appointment of Ernst & Young as our independent registered accounting firm for 2018	**FOR**	54

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What if I do not specify how my shares are to be voted?

Your vote will be considered cast as follows:

Agenda Item	Board Vote Recommendation	Page Reference
Item 1: Elect three directors	**FOR each Director Nominee**	6
Item 2: Approve, on an advisory basis, the compensation of our named executive officers	**FOR**	23
Item 3: Ratify the appointment of Ernst & Young as our independent registered accounting firm for 2018	**FOR**	54

Will any other business be conducted at the Annual Meeting?

We know of no other business that will be presented at the Annual Meeting. However, if any other matter properly comes before the stockholders for a vote at the Annual Meeting, the proxy holders will vote your shares in accordance with their best judgment.

What happens if a nominee is unable to stand for election?

If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee.

What is the voting requirement to approve each of the proposals?

In the election of directors, each director will be elected by the affirmative vote of a majority of the votes cast at the meeting with respect to that director nominee. In other words, each nominee will be elected if the number of votes cast for the nominee s election exceeds the votes cast against the nominee s election. Approval of each of the other proposals requires the affirmative vote of a majority of the shares present, in person or represented by proxy, and entitled to vote on that proposal at the Annual Meeting.

How will broker non-votes and abstentions be treated?

The table below summarizes the treatment of abstentions and broker non-votes for each proposal that will be brought before the Annual Meeting.

Agenda Item	Abstentions	Broker Non-Votes
Item 1: Elect three directors	No effect	Not taken into account

Item 2: Approve, on an advisory basis, the compensation of our named executive officers	Counted as against	Not taken into account
Item 3: Ratify the appointment of Ernst & Young as our independent registered accounting firm for 2018	Counted as against	Not applicable

Where can I find the voting results of the Annual Meeting?

We plan to announce preliminary voting results at the Annual Meeting and to publish final results in a Current Report on Form 8-K filed with the SEC no later than May 15, 2018. After the Form 8-K is filed, you may obtain a copy by visiting our website.

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PROPOSAL 1 ELECTION OF DIRECTORS

Current Nominees

Our Board of Directors currently consists of nine directors divided into three classes (Class I, Class II and Class III). Directors in each class are elected to serve three-year terms that expire in successive years. The terms of the Class III directors will expire at the upcoming Annual Meeting.

Our Board of Directors has nominated each of David J. D Antoni, Allan R. Rothwell and Lori A. Walker for election as Class III directors for three-year terms expiring at the annual meeting of stockholders to be held in 2021 or until their successors are elected and qualified. Mr. D Antoni, Mr. Rothwell and Ms. Walker currently serve as Class III directors.

Each nominee has consented to being named in this Proxy Statement and has agreed to serve, if elected. If a nominee is unable to stand for election, our Board may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected for any nominee, the proxy holders will vote your shares for the substitute nominee.

Vote Required

Each director will be elected by the affirmative vote of a majority of the votes cast at the meeting with respect to that director nominee. This means that each nominee will be elected if the number of votes cast for the nominee s election exceeds the votes cast against the nominee s election. Abstentions and broker non-votes will have no effect on the election of any nominee.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE

ELECTION OF EACH OF THE THREE NOMINEES.

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2018 NOMINEES FOR DIRECTOR AND CONTINUING DIRECTORS

The following tables sets forth, for each of our director nominees and continuing directors, his or her name, age at the time of the Annual Meeting, principal occupation and employment during the past five years, the year in which he or she first became our director and directorships held in other public companies during the past five years as well as the experience, qualifications, attributes and skills that support their service as a director.

NOMINEES FOR ELECTION AS CLASS III DIRECTORS

FOR A THREE-YEAR TERM EXPIRING AT THE 2021 ANNUAL MEETING

Mr. David J. D Antoni

Age: 73 | **Director Since:** 2004 | **Board Committees:** Environmental, Health and Safety; Nominating/Corporate Governance | **Other Public Company Boards:** OMNOVA Solutions, Inc.

Business/functional leader

International business

Risk management

Sales and marketing

Strategy/M&A

Summary: Prior to his retirement from Ashland, Inc. in 2004, Mr. D Antoni had served as Senior Vice President and Group Operating Officer of APAC and Valvoline since 2000. Previously, he served as Ashland s President of APAC and Ashland Chemical. Mr. D Antoni currently serves as a director of OMNOVA Solutions, Inc., a publicly traded global provider of emulsion polymers, specialty chemicals and decorative and functional surfaces. Mr. D Antoni served as a director of State Auto Financial Corporation, a publicly traded insurance holding company, from 1995 to 2017.

Qualifications: Mr. D Antoni has (i) substantial operating, management, sales and marketing experience in global businesses; (ii) a strong knowledge of legal, regulatory, environmental, health and safety matters; and (iii) significant experience in strategy and international mergers and acquisitions. Mr. D Antoni s extensive operational management experience and understanding of corporate governance matters have proven to be valuable to our Board.

Mr. Allan R. Rothwell

Age: 70 | **Director Since:** 2006 | **Board Committees:** Audit; Environmental, Health and Safety | **Other Public Company Boards:** OMNOVA Solutions, Inc.

Business/functional leader

Financial expert

International business

Risk management

Sales and marketing

Strategy/M&A

Summary: In 2006, Mr. Rothwell retired from Eastman Chemical Company where he served as Executive Vice President and President of its Voridian Division. Mr. Rothwell joined Eastman Chemical in 1969 and held various positions including Vice President, Corporate Development and Strategy; President, Chemicals Group; Senior Vice President and Chief Financial Officer; and President, Polymers Group. Mr. Rothwell currently serves as a director of OMNOVA Solutions, Inc., a publicly traded global provider of emulsion polymers, specialty chemicals and decorative and functional surfaces.

Qualifications: Mr. Rothwell has (i) extensive sales, marketing and managerial experience in global businesses; (ii) substantial knowledge of financial matters and internal controls; (iii) extensive experience in advancing growth strategies, including mergers, acquisitions and strategic alliances; and (iv) a broad understanding of corporate governance. Mr. Rothwell s extensive leadership experience in global, publicly traded companies and proven expertise in acquisitions and strategic alliances have made him a valuable member of our Board.

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Ms. Lori A. Walker

Age: 60 | **Director Since:** 2015 | **Board Committees:** Audit (Chair); Compensation | **Other Public Company Boards:** Constellium N.V.

Business/functional leader

Diversity

Financial expert

International business

Risk management

Strategy/M&A

Summary: Ms. Walker served as Chief Financial Officer and Senior Vice President of The Valspar Corporation, a global coatings manufacturer, from 2008 to 2013, where she led the Finance, IT and Communications teams. Before this position, Ms. Walker served as Valspar s Vice President, Controller and Treasurer from 2004 to 2008 and as Vice President and Controller from 2001 to 2004. Prior to joining Valspar, Ms. Walker worked at Honeywell, Inc., a global conglomerate of commercial and consumer products, for 20 years in progressively increasing roles of responsibility, including as Director of Global Financial Risk Management. Ms. Walker currently serves on the board of directors of Southwire Company, LLC, a private industrial manufacturer of wire and cable, and Constellium N.V., a publicly traded aluminum fabricator for the automotive, aerospace and packaging industries.

Qualifications: Ms. Walker has (i) extensive experience as a financial executive with broad knowledge of financial controls and systems; (ii) strategic planning expertise; (iii) a strong background in mergers, acquisitions, divestitures and strategic alliances; and (iv) active service on the audit committee of a public company and as audit committee chair of a private company. Ms. Walker s extensive financial leadership experience in global, publicly traded companies, knowledge of financial controls and systems and risk management and understanding of IT infrastructure have made her a valuable member of our Board and Chair of the Audit Committee.

CLASS I DIRECTORS CONTINUING IN OFFICE

WHOSE TERMS EXPIRE AT THE 2019 ANNUAL MEETING

Mr. Eric Ford

Age: 63 | **Director Since:** 2011 | **Board Committees:** Environmental, Health and Safety (Chair); Nominating/Corporate Governance | **Other Public Company Boards:** None

Business/functional leader

Industry knowledge

International business

Risk management

Sales and marketing

Strategy/M&A

Summary: Prior to his retirement in 2014, Mr. Ford served as Executive Vice President, Office of the Chief Executive Officer of Peabody Energy Corporation, the world s largest private sector coal company. In this position, Mr. Ford oversaw strategic aspects of the company s Australia platform, including business direction, operational and commercial strategy and external stakeholder interaction. Mr. Ford served in various senior executive roles at Peabody from 2007. Prior to joining Peabody, he served as Chief Executive Officer of Anglo Coal Australia Pty Ltd.

Qualifications: Mr. Ford has (i) substantial leadership experience in managing and operating underground mining businesses on four continents; (ii) extensive expertise in strategic long-term and short-term natural resource planning and optimization; (iii) a deep understanding of environmental, health and safety practices and risk management and mitigation; and (iv) significant project development and implementation experience. Mr. Ford brings to our Board and as Chair of the Environmental, Health and Safety Committee demonstrated executive leadership expertise and a keen understanding of the complexity of operating a global mining company.

Age: 54 | **Director Since:** 2013 | **Board Committees:** Environmental, Health and Safety | **Other Public Company Boards:** None

Mr. Francis J. Malecha

Business/functional leader

Industry knowledge

International business

Summary: Mr. Malecha joined Compass Minerals in 2013 as our President and Chief Executive Officer with more than 25 years of experience in agribusiness. From 2000 to 2013, Mr. Malecha worked at Viterra Inc., a global agribusiness company. Viterra was acquired by Glencore International plc in 2012, at which time Mr. Malecha was named Head of Agricultural Products, North America. He served as Chief Operating Officer-Grain from 2007 to 2012 and served as Senior Vice President-Grain and Vice President-Grain Merchandising & Transportation from 2000 to 2007. At Viterra, Mr. Malecha s responsibilities included global grain merchandising, transportation, operations, commodity risk management and international merger and acquisition activity. Prior to Viterra, Mr. Malecha spent 15 years working in the grain division of General Mills, Inc.

Qualifications: Mr. Malecha has (i) extensive operating and managerial experience in domestic and international businesses; (ii) inclusive leadership and communication skills; (iii) commodity risk management expertise; (iv) extensive experience in advancing growth strategies, including acquisitions and strategic alliances; and

Risk management	(v) broad experience in corporate governance. Mr. Malecha s leadership and strong strategic focus continue to provide our Board with the insight necessary to strategically plan for the company s long-term success. He also provides valuable insight into our operations, management and culture, providing an essential link between management and the Board on management s perspectives.
Sales and marketing	
Strategy/M&A	

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Mr. Paul S. Williams

Age: 58 | **Director Since:** 2009 | **Board Committees:** Audit; Compensation (Chair) | **Other Public Company Boards:** Essendant, Inc.

Business/functional leader

Diversity

Risk management

Sales and marketing

Strategy/M&A

Talent Development

Summary: Since 2005, Mr. Williams has been a Partner and Managing Director of Major, Lindsey & Africa, LLC, an executive recruiting firm, where he conducts searches for board members, CEO s and senior legal executives. He also serves as Director of Global Diversity Search, assisting legal organizations in enhancing their diversity. From 2001 through 2005, Mr. Williams served as Executive Vice President, Chief Legal Officer & Corporate Secretary of Cardinal Health, Inc., a provider of products and services to healthcare providers and manufacturers. Mr. Williams is a well-respected leader in the area of diversity, frequently speaking on diversity-related issues. He currently serves as a director of Essendant, Inc. (f/k/a United Stationers Inc.), a publicly traded national wholesale distributor of business products. Mr. Williams served as a director of Bob Evans Farms, Inc., a publicly traded owner and operator of restaurants, from 2007 through 2017. He also served as Lead Independent Director of State Auto Financial Corporation, a publicly traded property and casualty insurance company, on whose board he served from 2003 to 2015.

Qualifications: Mr. Williams has (i) comprehensive legal and regulatory executive management experience in large, publicly traded international companies, including in risk management; (ii) a strong background in human resources and talent development as well as compensation practices; (iii) significant expertise in strategic alliances, mergers and acquisitions; and (iv) substantial diversity and inclusion leadership skills. Mr. Williams extensive legal and executive management experience and distinctive knowledge of executive compensation and corporate governance matters have proven to be valuable to our Board and in his position as Chair of the Compensation Committee.

CLASS II DIRECTORS CONTINUING IN OFFICE

WHOSE TERMS EXPIRE AT THE 2020 ANNUAL MEETING

Mr. Valdemar L. Fischer **Age:** 54 | **Director Since:** 2017 | **Board Committees:** Audit; Compensation | **Other Public Company Boards:** None

Business/functional leader

Diversity

Industry knowledge

International business

Sales and marketing

Strategy/M&A

Talent Development

Summary: Mr. Fischer has been serving as Regional Director, Latin America, of Syngenta AG, a Swiss agrochemical company, since 2017. He previously served as Special Advisor to the Chief Executive Officer of Nufarm Limited, a global agriculture chemicals company based in Melbourne, Australia, from 2016 until 2017. Prior to this role, he served as Nufarm s Group Executive, Global Marketing and Product Portfolio from 2015 to 2016 and as General Manager, Latin America from 2010 to 2015. Prior to joining Nufarm, Mr. Fischer held several positions with increasing responsibility at Syngenta, including key leadership roles such as Regional Head, NAFTA Crop Protection and Regional Head Latin America and Brazil, as well as several other international positions at Syngenta s predecessor companies.

Qualifications: Mr. Fischer has (i) extensive experience in Brazil and Latin America; (ii) substantial executive experience in the agrichemical industry; (iii) an expansive sales and marketing background; and (iv) broad experience in strategic planning. His expertise in Brazil and Latin America and considerable experience in the agrichemical industry have made him a valuable member of our Board.

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Mr. Richard S. Grant

Age: 71 | **Director Since:** 2004 | **Board Committees:** Audit; Compensation; Nominating/Corporate Governance | **Other Public Company Boards:** None

Lead Independent Director

Business/functional leader

International business

Risk management

Sales and marketing

Strategy/M&A

Summary: From 1998 until his retirement in 2002, Mr. Grant served as Chief Executive Officer of BOC Process Gas Solutions, a global business providing utilities and services primarily to the chemical, petrochemical and metals industries. Concurrently, he served as a director of the BOC Group plc and Chairman of CNC sa, a Mexican joint venture. Mr. Grant served as a director of BlueLinx Holdings, Inc., a publicly traded distributor of building products, from 2005 to 2017. Mr. Grant also served as Compass Minerals Interim Chief Executive Officer from December 2012 to January 2013. Mr. Grant has served as the Lead Independent Director since the position was created in 2005, except during his short service as Interim Chief Executive Officer.

Qualifications: Mr. Grant has (i) substantial leadership and operational experience in a variety of complex, international businesses, which includes leadership positions based overseas; (ii) extensive experience involving acquisitions and strategic alliances; (iii) a strong understanding of corporate governance and board leadership for public and private companies; and (iv) experience in strategic planning, major capital projects, sales and marketing. Mr. Grant s international management and acquisition experience combined with his refined leadership skills have been critical to our Board and his effective leadership as the Lead Independent Director.

Ms. Amy J. Yoder

Age: 51 | **Director Since:** 2012 | **Board Committees:** Compensation; Nominating/Corporate Governance (Chair) | **Other Public Company Boards:** Arcadia Biosciences, Inc.

Business/functional leader

Diversity

Industry knowledge

Summary: Ms. Yoder is the President and Chief Executive Officer of Anuvia Plant Nutrients, an enhanced efficiency fertilizer company. Prior to joining Anuvia in 2015, Ms. Yoder served as Chief Executive Officer and President of Arysta LifeScience North America, LLC, a division of the world s largest privately held crop protection and life science company from 2010 to 2015. Prior to joining Arysta, Ms. Yoder s experience included positions as a Senior Advisor to Atlas Advisors, LLC; President of the United Industries division of Spectrum Brands, Inc.; Vice President and General Manager for Biolab of Chemtura, Inc.; Vice President of the turf and specialty division of Nufarm Ltd.; President of the UAPTimberland division of United Agri Products; and North American Brand Manager and National Sales Manager at Monsanto. Ms. Yoder currently serves as a director of Arcadia Biosciences, Inc., a publicly traded agricultural biotechnology development company.

International business Risk management Sales and marketing Strategy/M&A	**Qualifications:** Ms. Yoder has (i) substantial executive experience in the agrichemical industry; (ii) strong leadership and communication skills; (iii) expansive sales and marketing background; and (iv) broad experience in strategic planning. Her expertise in the agrichemical industry and distribution channels have made her a valuable member of our Board and demonstrated leadership skills have made her a valuable Chair of the Nominating/Corporate Governance Committee.

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BOARD OF DIRECTORS AND BOARD COMMITTEES

Role of the Board of Directors

Our Board is elected by our stockholders to oversee our management, to help ensure we meet our responsibilities to our stockholders and to build long-term growth in stockholder value. Beyond its general oversight of management, our Board performs a number of critical roles in our strategic planning process, our enterprise risk management processes, selecting the CEO and executive officer succession planning. Our Board has adopted Corporate Governance Guidelines, which are available on our website at www.compassminerals.com.

Board Leadership

Our Board has a Lead Independent Director and does not have a Chairman of the Board of Directors. The Lead Independent Director is elected annually by our Board and, in May 2017, our Board elected Mr. Grant to serve in this role. Mr. Grant has served as the Lead Independent Director since the position was created in May 2005, except during his short service as our Interim Chief Executive Officer.

Under our Corporate Governance Guidelines, the Lead Independent Director s duties and responsibilities include:

Acting as an adviser to the CEO;

Coordinating with the CEO on Board meeting agendas and the appropriate schedule of Board meetings, and considering agenda items suggested by independent directors;

Placing any item he or she determines is appropriate on the Board agenda, prioritizing agenda items and approving the final agenda;

Directing that specific materials be included in Board materials delivered in advance of Board meetings and working with Board committees to assess the quality, quantity and timeliness of the flow of information from our management to the Board;

Coordinating and developing the agenda for, and presiding at, executive sessions of the Board s independent and non-employee directors;

Acting as principal liaison between the independent directors and the CEO;

Working with the Nominating/Corporate Governance Committee (the Governance Committee) to recommend to the Board the membership of the Board committees and Board committee chairs;

Leading 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

Calling meetings of the independent and non-employee directors.

Our Board believes that its leadership structure is effective. The current structure appropriately allows full discussion of significant issues, supported by input from our management. Board meeting agendas 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 other directors. Board meetings are led by the CEO with significant input from the Lead Independent Director.

Our Board regularly considers whether our leadership structure is appropriate and has concluded that our structure remains appropriate given our specific circumstances, including the established effectiveness of the Lead Independent Director s role on our Board, the Governance Committee s significant role in the nominee selection process for new or re- elected directors, the independence of all eight non-employee directors, the effectiveness and frequency of the executive sessions of non-employee directors and the strong, independent, clearly defined Lead Independent Director duties and responsibilities set forth in our Corporate Governance Guidelines.

In 2017, our Board updated our Corporate Governance Guidelines to include a succession plan for our Lead Independent Director. As specified in these Guidelines, in the event our Lead Independent Director is unable to serve in this capacity, the chair of the Governance Committee would serve as the Lead Independent Director until the independent Board members select a new Lead Independent Director.

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Director Independence

Our Board evaluates the independence of its members at least annually and at other appropriate times when a change in circumstances could potentially impact the independence of a director (for example, if a director changes employment). In making independence determinations, our Board applies the independence requirements of the New York Stock Exchange (NYSE). Under NYSE rules, a director is independent if the director does not have a disqualifying relationship, as described in the NYSE rules, and our Board affirmatively determines that the director has no material relationship with us, either directly or as an officer, stockholder or partner of an organization that has a relationship with us.

As a result of its annual independence evaluation, our Board determined that each of our current directors, David J. D Antoni, Valdemar L. Fischer, Eric Ford, Richard S. Grant, Allan R. Rothwell, Lori A. Walker, Paul S. Williams and Amy J. Yoder, are independent directors. Francis J. Malecha, our CEO, is not an independent director because he is a Company employee.

Board and Committee Meetings, Executive Sessions and Attendance

Our Board is active and engaged. Board agendas are set in advance by the Lead Independent Director and the CEO to ensure appropriate topics are covered and there is sufficient time for discussion. Directors are provided comprehensive materials in advance of Board and Board committee meetings and are expected to review these materials in advance of meetings to ensure our meetings are focused on active discussions instead of lengthy presentations.

Our Board meets regularly throughout the year and held four meetings in 2017. At each of these meetings, our non-employee directors held executive sessions, without the CEO or other Company employees present. Under our Corporate Governance Guidelines, our Board is required to hold at least four executive sessions per year with independent and non-employee directors, without the CEO or other Company employees present. The Lead Independent Director is responsible for coordinating, developing the agenda and presiding at these executive sessions.

During 2017, each director attended at least 75% of all Board meetings and meetings of each Board committee on which he or she served during 2017. Under our Corporate Governance Guidelines, directors are expected to attend each annual meeting of stockholders and all of our directors attended our 2017 annual meeting of stockholders. The membership of each Board committee as of the date of this Proxy Statement and the number of 2017 meetings and executive sessions of the Board and each Board committee are shown in the table below.

	Board of Directors	Audit Committee	Compensation Committee	Governance Committee	EHS Committee
David J. D Antoni*	Member			Member	Member
Valdemar L. Fischer*	Member	Member	Member		
Eric Ford*	Member			Member	Chair
Richard S. Grant*	Lead Independent Director	Member	Member	Member	
Francis J. Malecha	Member				Member
Allan R. Rothwell*	Member	Member**			Member
Lori A. Walker*	Member	Chair**	Member		
Paul S. Williams*	Member	Member	Chair		
Amy J. Yoder*	Member		Member	Chair	

2017 Meetings	4	8	5	4	4
2017 Executive Sessions	4	8	5	4	4

* Independent Director ** Audit Committee Financial Expert

Board Committees

Our Board has four standing committees: the Audit Committee, the Compensation Committee, the Governance Committee and the EHS Committee. Each Board committee operates under a written charter adopted by our Board, which is

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available on the Investor Relations section of our website at www.compassminerals.com. Each Board committee has the authority to retain advisors, at our expense, to assist the committee in performing its functions. At each Board and Board committee meeting, our non-employee directors held executive sessions, without the CEO or other Company employees present.

Audit Committee. The Audit Committee assists our Board with its oversight responsibilities regarding the integrity of our financial statements, the adequacy and effectiveness of our accounting and financial controls and the performance of our internal audit function and independent auditor. In addition, our Audit Committee oversees our compliance with legal and regulatory requirements, our enterprise risk management process and compliance with our Code of Ethics and Business Conduct. The Audit Committee s functions are further described under Report of the Audit Committee.

Our Board has determined that each member of the Audit Committee is independent under NYSE and SEC rules and is financially literate, knowledgeable and qualified to review financial statements. Our Board also determined that Mr. Rothwell and Ms. Walker are each an audit committee financial expert, as defined by SEC rules. The Audit Committee held eight meetings in 2017, each with an executive session.

Compensation Committee. The Compensation Committee reviews and approves the compensation for our executive officers, including our CEO, approves all equity awards and other bonus awards to employees, and reviews our Board s compensation. The Compensation Committee also oversees the application of our compensation clawback policy and our stock ownership guidelines and reviews risks related to our compensation policies and practices. The Compensation Committee s functions are further described under Compensation Discussion and Analysis. Our Board has determined that each member of the Compensation Committee is independent under NYSE and SEC rules. The Compensation Committee held five meetings in 2017, each with an executive session.

Nominating/Corporate Governance Committee. The Governance Committee is responsible for considering, assessing and making recommendations concerning director nominees; reviewing the size, structure and composition of our Board and Board committees; conducting the annual review of the Lead Independent Director, overseeing our corporate governance and reviewing and approving any related party transactions. The Governance Committees functions are further described on pages 17-18. Our Board determined that each member of the Governance Committee is independent under NYSE rules. The Governance Committee held four meetings in 2017, each with an executive session.

Environmental, Health and Safety Committee. The EHS Committee is responsible for oversight related to environmental, health and safety, including our objectives, policies, procedures and performance, our risks and risk management and our compliance with applicable laws. The EHS Committee also reviews our sustainability efforts and reporting. The EHS Committee held four meetings in 2017, each with an executive session.

Board Role in Risk Oversight

Our Board s role in our risk management process is one of oversight. Risk management activities are the responsibility of our management and include the development of strategies and actions to anticipate, identify, assess, manage and appropriately mitigate identified risks. The independent structure of our Board enables objective oversight of the risk management process.

Our management has implemented an enterprise risk management process, which is designed to identify and assess risk and to develop strategies and policies regarding risk acceptance, reduction, mitigation or avoidance. An overview of the findings of this enterprise risk management process and our top-identified risks is presented periodically to our

Board, providing our Board an opportunity to inquire and provide guidance on our risk management activities. Our strategic plans, which our Board regularly discusses with our management, also reflect the findings of our enterprise risk management process.

Board committees are provided with more specific information on our risks and risk mitigation activities relating to their respective area of responsibility. The Audit Committee reviews the enterprise risk management process, our major financial risk exposures and steps taken by our management to monitor and control those exposures. In addition, the Compensation Committee reviews risks related to our compensation policies and practices and the Governance Committee oversees matters related to our governance risks. Our Board recognizes the environmental, health and safety risks that are inherent in our business and actively oversees our compliance with environmental, health and safety initiatives through its EHS Committee.

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Compensation Policies and Practices Related to Risk Management

The Compensation Committee reviewed our compensation policies and practices for employees and determined that these policies and practices do not create risks that are reasonably likely to have a material adverse effect on us. This review and risk assessment included an inventory of incentive plans and programs and considered factors such as the number of participants, performance metrics, maximum payments and risk mitigation features. In addition, the Compensation Committee, with the assistance of Pearl Meyer, our independent compensation consultant, assesses and considers potential risks when reviewing and approving our compensation policies and practices.

Our executive compensation program, described in detail in Compensation Discussion and Analysis, has risk mitigation features, including:

- Balanced mix of pay components, biased toward variable pay components and a market-competitive cash component.
- Long-term equity-based compensation vesting over three to four years.
- Annual bonus payments to executive officers are capped at 200% of the target payment, subject to performance factors based on Company-wide and business unit financial metrics and individual performance objectives.
- Restricted stock units (RSUs) and performance stock units (PSUs) are subject to Company-wide financial metrics, which apply equally to all recipients (other than grants to new hires), to encourage a unified and responsible approach to achieving financial and strategic goals. PSUs have a three-year performance period, which emphasizes long-term, sustained performance. Payout of PSUs is capped at 150% (for PSUs based on relative total shareholder return (rTSR)) and 200% (for PSUs based on return on invested capital (ROIC)).
- Enhanced compensation recoupment or clawback policy, which subjects executive officers to a strong no fault policy that allows the Compensation Committee to recover all or any portion of any bonuses, equity or other incentive compensation in the event of an accounting restatement that reduces the financial results which were the basis of the incentive compensation, whether or not the executive officer s actions involve misconduct.
- Stock Ownership Guidelines that help align executive officer and stockholder interests and reduce excessive short-term risk taking at the expense of long-term results. In addition, under these Guidelines executive officers to attain and maintain significant stock ownership, which increases the effectiveness of our clawback policy.
- Prohibition on repricing stock options without stockholder approval.

Majority Voting in Uncontested Director Elections and Director Resignation Policy

Under our Bylaws, in an uncontested election of directors (i.e., one where the number of director nominees does not exceed the number of directors to be elected), each director will be elected by a majority of the votes cast. This means the number of votes cast for a nominee s election must exceed the number of votes cast against the nominee s election. In a contested election of directors (i.e., one where the number of director nominees exceeds the number of directors to be elected), each director will be elected by a plurality vote. This means the nominees receiving the highest number of votes cast for will be elected even if a nominee receives less than a majority of the votes cast.

Under our Corporate Governance Guidelines, in an uncontested election of directors, any director nominee who receives a greater number of against votes than for votes, must promptly tender his or her resignation to our Board. The Governance Committee and our Board would then consider whether to accept or reject the tendered resignation and take appropriate action in accordance with our Corporate Governance Guidelines.

In addition, pursuant to our Corporate Governance Guidelines, directors are required to resign from their position as a member of our Board effective at the annual meeting of stockholders falling after his or her 75th birthday.

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Service on Other Boards of Directors

Service by our Board members on the boards of directors of other companies provides valuable governance and leadership experience that ultimately benefits us. However, this service may require a commitment of significant time and attention. As a result, under our Corporate Governance Guidelines, non-employee directors may sit on no more than five boards of directors of for-profit companies (including our Board), without the approval of our Board. Our CEO must obtain approval of our Board before serving on a board of directors of any for-profit company. Currently, none of our non-employee directors sit on more than five board of directors of for-profit companies (including our Board), and our CEO does not sit on the board of directors of any for-profit company, other than our Board.

Board Evaluation Process

Our Corporate Governance Guidelines require annual evaluations of the performance of the Board, Board committees and individual directors, including the Lead Independent Director and the CEO. As part of the annual evaluation process, directors are able to provide feedback on the performance of other directors and the effectiveness of the Board and each Board committee, as well as compliance of each Board committee with its charter. The evaluations are reviewed each year and are modified as appropriate to ensure the evaluations focus on director contributions and performance in light of our business and strategies.

Our Board and each Board committee reviews its evaluation results and performance, and our Board reviews the evaluation results and performance of individual directors, including our CEO. Our Governance Committee reviews the evaluation results and performance of our Lead Independent Director. In addition, each director receives feedback based on the evaluation results from the Lead Independent Director or the Chair of the Governance Committee. The evaluation results for each director are shared with the Governance Committee for its review of potential nominees for election as a director.

Succession Planning

Each year, our Board works with our management to review succession and development plans for the CEO and all other executive officers. Several times per year, our CEO discusses Company leadership and talent development with our Board. Our Board members become familiar with potential successors for our executive officers and other key leaders through various means, including presentations to the Board and informal meetings. In addition, succession planning and talent development discussions are embedded in our leadership and performance management processes. We develop our talent capability through job rotations and experiences, new tools, training and hiring outside talent with a diversity of backgrounds and skills. Our management has developed and maintains an emergency succession plan for key positions, including the CEO and other executive officers, that is reviewed at least annually with our Board.

CORPORATE GOVERNANCE

Code of Ethics and Business Conduct

We have adopted a Code of Ethics and Business Conduct (our Code of Ethics) for our directors, officers and employees. Our Code of Ethics is reviewed each year for appropriate updates and directors, officers and salaried employees are asked to annually certify their understanding and compliance with our Code of Ethics. Our Code of Ethics, which is grounded in our Core Values, is made available to our employees in English, Brazilian Portuguese and French Canadian and is available on our website at www.compassminerals.com.

Only our Board or a designated Board committee may grant waivers of our Code of Ethics for our directors and executive officers. We intend to disclose any changes in, or waivers from, our Code of Ethics by posting such information on www.compassminerals.com or by filing a Current Report on Form 8-K, in each case if such disclosure is required by SEC or NYSE rules. No waivers of our Code of Ethics were granted to directors or officers in 2017.

Corporate Responsibility and Sustainability

We have a clear vision of our corporate purpose. Through the minerals we mine and harvest and the products we produce, we help keep people safe, feed the world and enrich lives every day. We are committed to our stockholders,

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employees and the communities in which we operate to building a sustainable company, to ensuring safety throughout our operations, to being responsible stewards of the resources we manage and to minimizing or mitigating our environmental impact where possible.

Sustainability for Compass Minerals also means pursuing a strategy to achieve long-term growth to drive strong financial results and returns for our stockholders. It also means doing all of this with transparency and accountability. These concepts form the four points of our sustainability compass; safety, growth, stewardship and transparency. As we build our company, innovate and bring new products to market, we always keep this compass in mind. Our people are critical to all the points of this compass.

Our Board reviews our sustainability reporting, targets and goals as well as our progress toward achievement of these targets and goals, with the EHS Committee focused on environmental, health and safety matters, the Compensation Committee focused on social and diversity matters and the Governance committee focused on governance matters.
In addition, our pay-for-performance philosophy motivates our executive officers to operate our business in a profitable and sustainable matter. This includes having executive officer personal objectives for our MAIP that include safety improvement goals as we work to strengthen our overall culture of safety and diversity improvement goals as we work to build a diverse and inclusive culture.

For additional information about our sustainability efforts, including our sustainability targets and goals, please read our Sustainability Report, which is available on our website at www.compassminerals.com.

Anti-Hedging and Pledging Policy

All directors, executive officers and employees are prohibited from engaging in short sales of our securities and from buying, selling or investing in Company-based derivative securities, including entering into any hedging transactions with respect to our securities or engaging in comparable transactions. Directors and executive officers are also prohibited from pledging any Company securities (i.e., using our common stock as collateral for a loan or to trade shares on margin).

Stock Ownership Guidelines

Our Compensation Committee has adopted a policy requiring each director and member of our senior management to obtain and maintain ownership in our common stock (or its equivalent) at specified levels. In 2017, the Stock Ownership Guidelines were updated to, among other items, clarify that if an individual falls below his or her stock ownership guideline, the individual will not be required to purchase additional shares to meet the ownership guideline, but will be required to retain all net shares received from vesting or payment of our common stock until the applicable

ownership guideline is achieved, and must continue to maintain this level of share ownership. For purposes of the Stock Ownership Guidelines, restricted stock units, earned performance stock units and deferred stock units count toward the ownership achievement. The ownership requirements are summarized in the following table:

	Stock Ownership Requirement	**Compliance Period**
Non-Employee Directors	5x Annual Cash Retainer	5 Years from joining the Board
CEO	5x Base Pay	5 Years from Appointment
Other Executive Officers	2x Base Pay	5 Years from Appointment

As of March 2018, all directors and executive officers have met their requirements under the Stock Ownership Guidelines, or were still within their five-year window to achieve compliance, other than Mr. Malecha and Steven N. Berger, Senior Vice President, Corporate Services. They have not met the requirements under the Stock Ownership Guidelines due to declines in our stock price and because performance stock units granted in 2013, 2014 and 2015 vested below their target levels in 2016, 2017 and 2018, consistent with our pay-for-performance philosophy. Neither Mr. Malecha or Mr. Berger have sold any shares of our stock since joining us in January 2013 and March 2013, respectively, other than shares sold to pay applicable withholding taxes in connection with the vesting of equity awards.

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Director Selection Process and Qualifications

The Governance Committee is responsible for reviewing the composition of our Board and recommending to our Board director candidates for nomination and election at the annual stockholder meeting and to fill Board vacancies.

The Governance Committee annually reviews with the Board the size and composition of our Board, focusing on the interplay of each director s and director nominee s experience, qualifications, attributes and skills with the Board as a whole and the Company s needs. In making its recommendations to our Board regarding the composition of our Board and the nomination of director candidates, the Governance Committee considers the qualifications of individual director candidates applying the Board membership criteria described below.

While the selection of qualified directors is a complex, subjective process that requires consideration of many intangible factors, our Board believes that diversity is an important attribute of a well-functioning board and our Governance Committee should consider diversity in the director identification and nomination process. Our Corporate Governance Guidelines provide that our Governance Committee and our Board should 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. Our Board also considers diversity when selecting directors for Board leadership positions.

In addition, our Corporate Governance Guidelines sets forth the following minimum qualifications for a director (i) personal integrity; (ii) a degree from an accredited college or university or equivalent professional experience; (iii) five years successful experience in a senior responsible position; (iv) good communication skills; (v) practical, mature business judgment; (vi) experience in analyzing corporate financial statements; (vii) experience and effectiveness working closely with a team of senior professionals; (viii) available time to dedicate to the position; (ix) the absence of conflicts of interest; and (x) an understanding of organizational structure and accountability, delegation of authority, compensation practices, and the dynamics of competitive businesses.

If a vacancy arises or our Board decides to expand its membership, the Governance Committee, with the involvement of the Lead Independent Director and the CEO, will seek recommendations of potential candidates from incumbent directors, our stockholders, our management, third-party search firms and other sources. The Governance Committee will then evaluate each potential candidate on the basis of the qualifications, skills and attributes set forth in our Corporate Governance Guidelines. The Governance Committee seeks to identify and recruit the best available candidates and will evaluate qualified stockholder candidates on the same basis as those submitted by other sources.

At the Governance Committee s direction, we retained Heidrick & Struggles International, Inc. (Heidrick), an independent third-party search firm, to assist us in the process of identifying a new Board member with significant multinational leadership experience with agribusinesses in Latin America coupled with the highest standards of personal and professional integrity. A search committee appointed by our Board, which was composed of the Lead Independent Director, Chair of the Governance Committee and a member of the Governance Committee, interviewed several candidates submitted by Heidrick. Based upon Mr. Fischer s qualifications and independence, the search committee recommended to the Governance Committee that our Board be expanded to nine members, appoint Mr. Fischer as a Class II director and to nominate him to stand for election at our 2017 annual meeting of stockholders. Our Board appointed Mr. Fischer as a director on February 1, 2017, and he was elected by stockholders at our 2017 annual meeting of stockholders.

Procedures for Nominations of Director Candidates by Stockholders

The Governance Committee will consider director candidates submitted by our stockholders using the same criteria described above. Our Bylaws also allow our stockholders to nominate candidates for election as a director by following the procedures and delivering the information required by our Bylaws to 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210, Attn: Secretary.

Stockholders who wish to nominate candidates for election at our 2019 annual meeting of stockholders must deliver a stockholder s notice with the information required by our Bylaws between January 8, 2019 and February 7, 2019. However, if the 2019 annual meeting is held more than 30 days before or after the anniversary of the 2018 annual meeting, then, to be timely, the stockholder s notice must be delivered not earlier than the close of business on the 120th day prior to the 2019 annual meeting and not later than the close of business on the later of the 90th day prior to the 2019 annual meeting or, if later, the 10th day following the day on which we first make a public announcement of the date of such meeting.

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In addition, our Bylaws permit stockholders to propose additional matters for consideration at our annual meetings of stockholders by following the procedures and delivering the information required by our Bylaws. For more information, see Additional Filings and Information Stockholder Proposals for 2019 Annual Meeting.

Review and Approval of Transactions with Related Persons

Our Board has adopted a written policy and procedures for review, approval and monitoring of transactions involving us and related persons (directors, director nominees, executive officers, their immediate family members and stockholders owning 5% or greater of our outstanding stock). The policy covers any related-person transaction that meets or is near the minimum threshold for disclosure in our proxy statement under relevant SEC rules (generally, transactions involving amounts exceeding $120,000 in which a related person has a direct or indirect material interest).

Under the Board s policy and procedures, the Governance Committee will review the material facts of all proposed related-party transactions. In determining whether to approve or ratify a related-party transaction, the Governance Committee will take into account, among other factors it deems appropriate, whether the related-party transaction is on terms no less favorable to us than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the related party s interest in the transaction.

In 2017, there were no transactions involving us and related persons that required review by the Governance Committee or disclosure in this Proxy Statement.

Communications with our Board of Directors

Stockholders or others who wish to communicate with our Board or any individual director (including the Lead Independent Director) should direct their comments to 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210, Attn: Secretary. The Company s Secretary will forward any communications (excluding routine advertisements, business solicitations and communications that the Secretary deems to be a security risk or harassment) to each member of our Board or, if applicable, to the individual directors named in the correspondence. If the correspondence is directed to the Lead Independent Director or the non-employee members of our Board as a group, the Company s Secretary will first receive the approval of the Lead Independent Director before disclosing or otherwise discussing the communication with other members of our management, including our CEO.

Compensation Committee Interlocks and Insider Participation

During 2017, the Compensation Committee consisted of Mr. Williams (chair), Mr. Fischer, Mr. Grant, Ms. Walker and Ms. Yoder. No person who served as a member of the Compensation Committee during 2017 was a current or former officer or employee of the Company, or engaged in certain transactions with us required to be disclosed as related person transactions under SEC regulations. There were no compensation committee interlocks during 2017, which generally means that none of our executive officers served as a director or member of the compensation committee of another entity, one of whose executive officers served as a member of our Board or as a member of the Compensation Committee.

2017 NON-EMPLOYEE DIRECTOR COMPENSATION

Philosophy and Objectives

Our non-employee director compensation program is designed to attract and retain well-qualified directors with appropriate skill sets to meet our evolving needs. Our Board considers and determines non-employee director compensation each year, taking into account recommendations from the Compensation Committee and our independent compensation consultant, Pearl Meyer. The Compensation Committee formulates its recommendation to our Board based on its review and analysis of Pearl Meyer s report on director compensation practices for a specific group of peer companies, which our Board also reviews when making determinations regarding director compensation. A discussion of our peer group begins on page 30.

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2017 Compensation

For 2017, non-employee directors received the following compensation:

- Cash compensation consisting of (i) a $75,000 annual retainer, (ii) annual Board committee chair and member fees, and (iii) a $25,000 annual Lead Independent Director fee; and
- Equity compensation with an annual value of $85,000.

Non-employee director compensation is paid in quarterly installments, is prorated based on the relevant dates of service and is paid pursuant to our Non-Employee Director Compensation Policy, which was adopted effective January 1, 2017. Mr. Malecha, our CEO, does not receive any additional compensation for serving as a director.

Non-employee director compensation in 2017 remained the same as 2016 compensation, with the exception of an increase of the annual Lead Independent Director fee from $20,000 in 2016 to $25,000 in 2017. The Board, based on the recommendation of the Compensation Committee and Pearl Meyer, increased this fee because it had been below the comparable fees paid by our 2017 peer group companies. The Compensation Committee and our Board reviewed and analyzed Pearl Meyer s report on director compensation practices for our 2018 peer companies and determined to make no changes to non-employee director compensation for 2018.

Cash Compensation. In addition to the $75,000 annual retainer, non-employee directors receive fees for serving as Board committee chairs or members and as Lead Independent Director due to the workload and responsibilities of these positions. The following table summarizes fees paid for 2017 service on Board committees:

	2017 Fees	
Board Committee	**Chair**	**Member**
Audit	$22,500	$10,000
Compensation	$15,000	$7,500
Environmental, Health and Safety	$12,500	$5,000
Nominating/Corporate Governance	$12,500	$5,000

Equity Compensation. Non-employee directors receive an equity award with an annual value of $85,000, which is paid either in shares of our common stock or, at the director s election, in deferred stock units. Non-employee directors who have not met the requirements of our Stock Ownership Guidelines are required to defer their equity award in the form of deferred stock units. All equity awards to our non-employee directors vest immediately on grant.

Deferral of Compensation. Non-employee directors may elect to defer all or a portion of their cash and equity compensation. Any cash compensation that is deferred is converted into deferred stock units. As dividends are paid on our common stock, deferred stock units accrue dividends in the form of additional deferred stock units, which have a value equivalent to our common stock. Accumulated deferred stock units are distributed in the form of our common stock at the time the director ceases to be a member of our Board or such other dates elected by the director.

The following table summarizes the total compensation paid to or earned by non-employee directors for 2017.

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2017 NON-EMPLOYEE DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash ($)[1]	Stock Awards ($)[2]	Total ($)
David J. D Antoni[3]	87,534	85,000	172,534
Valdemar L. Fischer[4]	84,534	77,681	162,215
Eric Ford	92,500	85,000	177,500
Richard S. Grant	122,500	85,000	207,500
Allan R. Rothwell	90,000	85,000	175,000
Lori A. Walker	105,000	85,000	190,000
Paul S. Williams	100,000	85,000	185,000
Amy J. Yoder[3]	92,466	85,000	177,466

(1) Includes cash compensation that was deferred in the form of deferred stock units.

(2) Includes equity compensation that was paid in the form of shares of our common stock and deferred stock units. The amounts represent the grant date fair value recognized in accordance with ASC Topic 718. The number of shares of common stock and deferred stock units granted was based on the market value of our common stock on each grant date.

(3) Prorated based on dates of service as chair of the Governance Committee. Mr. D Antoni served in this capacity until May 2, 2017 and thereafter Ms. Yoder served in this capacity.

(4) Prorated based on joining our Board on February 1, 2017.

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STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information provided to us with respect to beneficial ownership of shares of our common stock as of March 9, 2018 (except where another date is indicated) for (i) each person who is known by us to own beneficially more than 5% of our outstanding shares of common stock, (ii) each current director and nominee for director, (iii) each NEO, and (iv) all our current directors and executive officers as a group.

	Shares Beneficially Owned[1]	
Name and Address of Beneficial Owner	**Number**	**Percent**
BlackRock, Inc.[2] 55 East 52nd Street New York, NY 10055	3,608,533	10.70%
The Vanguard Group[3] 100 Vanguard Boulevard Malvern, PA 19355	3,144,990	9.29%
OppenheimerFunds, Inc.[4] 225 Liberty Street New York, NY 10281	1,912,663	5.65%
Directors and Named Executive Officers[5]		
Steven N. Berger[6]	26,463	*
John D. Craft	2,807	*
David J. D Antoni[7]	46,024	*
Valdemar L. Fischer	1,168	*
Eric Ford	8,152	*
Richard S. Grant	38,607	*
S. Bradley Griffith	6,323	*
Patrick D. Linehan		*
Francis J. Malecha	134,247	*
Allan R. Rothwell	18,390	*
Anthony J. Sepich	4,499	*
James D. Standen	8,207	*
Lori A. Walker	3,139	*
Paul S. Williams	10,370	*

Amy J. Yoder	6,782	*
All current directors and executive officers as a group (14 persons)[5][6][7]	319,663	*

* Each having less than 1% of our issued and outstanding common stock.

(1) For purposes of this table, information as to the percentage of shares beneficially owned is calculated based on 33,831,815 shares of our common stock outstanding on March 9, 2018, except that the ownership percentages shown for owners of more than 5% of our common stock are based on the respective Schedule 13G and 13G/A Information Statements for December 31, 2017. The amounts and percentages of common stock beneficially owned are reported as determined by SEC rules and include voting or investment power with respect to the shares on the basis of SEC rules governing the determination of beneficial ownership of securities. Except as otherwise indicated in these footnotes, each of the beneficial owners has, to our knowledge, sole voting and investment power with respect to the indicated shares of common stock.

(2) Based on a Schedule 13G/A Information Statement filed by BlackRock, Inc. on January 19, 2018, for December 31, 2017, disclosing that BlackRock, Inc. has sole voting power over 3,540,195 shares of our common stock and sole dispositive power over 3,608,533 shares of our common stock, which represented 10.7% of our common stock at the time of filing. The 13G/A reports that beneficial owner subsidiaries of the parent holding company are BlackRock (Netherlands) B.V., BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Asset Management Ireland Limited, BlackRock Asset Management Schweiz AG, BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock Institutional Trust Company, National Association, BlackRock Investment Management (Australia) Limited, BlackRock Investment Management (UK) Limited, BlackRock Investment Management, LLC and BlackRock Life Limited.

(3) Based on a Schedule 13G/A Information Statement filed by The Vanguard Group on February 9, 2018, for December 31, 2017, disclosing that The Vanguard Group has sole voting power over 64,146 shares of our common stock, shared voting power over 4,229 shares of our common stock, sole dispositive power over 3,079,954 shares of our common stock and shared dispositive power over 65,036 shares of our common stock, which

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represented 9.29% of our common stock at the time of filing. The 13G/A reports that beneficial owner subsidiaries of the parent investment advisor company are Vanguard Fiduciary Trust Company and Vanguard Investments Australia, Ltd.

(4) Based on a Schedule 13G Information Statement filed by OppenheimerFunds, Inc. on February 7, 2018, for December 31, 2017, disclosing that OppenheimerFunds, Inc. has shared voting power and shared dispositive power over 1,912,663 shares of our common stock, which represented 5.65% of our common stock at the time of filing.

(5) For our named executive officers and executive officers, number of shares beneficially owned includes beneficial ownership of stock options that were exercisable as of March 9, 2018 or within 60 days thereafter (as listed below), RSUs that vest within 60 days of March 9, 2018 (as listed below), 0% of PSUs that were granted in March 2015 and were due to vest in March 2018 and shares of our common stock held in employees 401(k) accounts. For Mr. Standen, number of shares beneficially owned includes PSUs that were granted in December 2016 and vested in March 2018, which are also included in the table below. For our directors, number of shares beneficially owned includes deferred stock units (as listed below).

Directors and Named Executive Officers	Stock Options	RSUs and PSUs	Deferred Stock Units
Steven N. Berger	21,306	1,009	
John D. Craft	2,527	181	
David J. D Antoni			36,365
Valdemar L. Fischer			1,168
Eric Ford			2,881
Richard S. Grant			17,081
S. Bradley Griffith	4,417		
Patrick D. Linehan			

Francis J. Malecha	104,916	4,841	
Allan R. Rothwell			12,825
Anthony J. Sepich	4,455		
James D. Standen	5,297	1,160	
Lori A. Walker			3,139
Paul S. Williams			10,370
Amy J. Yoder			5,686
All current directors and executive officers as a group (14 persons)	147,598	7,010	89,515

(6) Includes 15 shares of our common stock held jointly by Mr. Berger and his wife.

(7) Includes 1,112 shares of our common stock held by Mr. D Antoni s wife and 2,575 shares of our common stock held by trust.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors, executive officers and persons who own more than 10% of our outstanding common stock to file with the SEC reports of their ownership of our common stock and furnish us with copies of these reports.

Based solely on a review of the copies of the reports furnished to us and written representations from our directors and executive officers that no additional reports were required, we believe that during 2017 all of our directors and executive officers complied with all applicable Section 16(a) filing requirements on a timely basis.

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PROPOSAL 2 ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

Our stockholders are being asked to cast an advisory, non-binding vote to approve the compensation of our NEOs, commonly referred to as a say-on-pay vote. Our Board and the Compensation Committee, which administers our executive compensation program, value the opinions expressed by our stockholders and will continue to consider the outcome of these votes in making its decisions on executive compensation.

Our executive compensation program is designed to promote stockholder interests by aligning our compensation with the realization of our business objectives and stockholder value. Our Board believes our executive compensation program uses appropriate structures and sound pay practices that are effective in achieving our core objectives. We encourage stockholders to read the Compensation Discussion and Analysis section of this Proxy Statement beginning on page 24, which describes our executive compensation program in detail and decisions made by the Compensation Committee in 2017.

Our Board recommends that you vote in favor of the following advisory resolution:

RESOLVED, that Compass Minerals International, Inc. stockholders approve, on an advisory basis, the compensation of the Company s named executive officers, as disclosed pursuant to the Securities and Exchange Commission s compensation disclosure rules (which disclosure includes the Compensation Discussion and Analysis and Executive Compensation Tables sections of the Company s Proxy Statement).

Vote Required

Approval of an advisory resolution to approve the compensation of our NEOs requires the affirmative vote of the holders of a majority of the shares of common stock present and entitled to vote at the Annual Meeting. Abstentions have the same effect as a vote against this proposal. Broker non-votes will have no effect on the outcome of this proposal. As an advisory vote, the outcome of the vote on this proposal will not be binding upon us, our Board or the Compensation Committee.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ADVISORY APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

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COMPENSATION DISCUSSION AND ANALYSIS

This section describes the material components and objectives of our executive compensation program for our NEOs, explaining how and why our Compensation Committee arrived at specific compensation practices and decisions for 2017 NEO compensation. For 2017, the NEOs whose compensation will be discussed in this section and their titles as of December 31, 2017, are the below-listed individuals.

2017 NAMED EXECUTIVE OFFICERS

Executive Officers	
Francis J. Malecha	President and Chief Executive Officer
James D. Standen	Chief Financial Officer
Steven N. Berger	Senior Vice President, Corporate Services
S. Bradley Griffith	Senior Vice President, Plant Nutrition
Anthony J. Sepich	Senior Vice President, Salt
Former Executive Officers	
John D. Craft	Vice President, Internal Audit
Patrick D. Linehan	Former Chief Financial Officer

Chief Financial Officer Transition. Mr. Standen was appointed as our Chief Financial Officer in August 2017, previously having served as our Interim Chief Financial Officer and Treasurer since April 2017 and, prior to this role, as our Vice President, Finance and Treasurer. Mr. Craft served as our Interim Chief Financial Officer from November 2016 until April 2017 and currently serves as our Vice President, Internal Audit. Mr. Linehan briefly served as our Chief Financial Officer during April 2017. The compensation of Mr. Craft and Mr. Linehan is discussed separately below. The discussion in the Compensation Discussion and Analysis does not otherwise relate to the compensation of Mr. Craft and Mr. Linehan, and references to NEOs in this section do not include Mr. Craft or Mr. Linehan.

EXECUTIVE SUMMARY

We view compensation practices as an avenue to communicate and reinforce our goals and standards of conduct, as well as a means to reward NEOs for their achievements. Our compensation philosophy is grounded in promoting stockholder interests by aligning compensation with the realization of our business objectives and increased long-term stockholder value. Under our compensation philosophy, we are committed to providing a competitive total compensation package that drives employee engagement and performance which, in turn, helps drive our business strategy and success.

2017 Company Performance. Compass Minerals has pursued a strategy to drive growth based on strengthening our safety culture, workforce engagement and asset longevity; increasing the balance between our two businesses salt and plant nutrition; and driving margin improvement, organic growth and innovation to meet our customers needs. While our salt business faced the challenge of a second consecutive mild winter in 2017, the benefits of our strategy helped to mitigate the financial impact of lower Salt segment sales and earnings. Our 2017 business results are summarized below.

- Generated total revenue of $1.4 billion compared to $1.1 billion in 2016 and operating earnings of $159.2 million compared to $174.6 million in the prior year.

Reported a decline in Salt segment revenue and operating earnings of 5 percent and 31 percent, respectively, primarily due to the impact of a second consecutive mild winter on our bulk highway and packaged deicing salt businesses.

Reported increased Plant Nutrition North America segment revenue and operating earnings of 3 percent and 31 percent respectively, from prior-year results.

Posted the first full-year contribution from our Plant Nutrition South America segment which was formed after the October 2016 acquisition of Produquímica, a Brazilian specialty plant nutrition company. This segment contributed $375 million in revenue and $49 million in full-year operating earnings.

Completed major capital investments to improve efficiency and increase productive capabilities at our Ogden, Utah sulfate of potash manufacturing facility and at our Goderich, Ontario rock salt mine.

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Opened the Compass Minerals Innovation Center for product research and development. The center serves both the salt and the plant nutrition businesses.

Returned almost $100 million directly to stockholders through dividends in 2017.

Setting Executive Compensation. The performance of our executive officers is essential to achieving our goal of increasing stockholder value. To align executive officer interests with those of stockholders and to motivate and reward individual initiatives and effort, a significant portion of our NEOs compensation is at-risk and performance-based, with metrics aligned to the Company s financial results and business strategy, with a clear connection to the NEO s individual performance. Our executive compensation program is intended to offer an opportunity for gain in the event of successful performance against established criteria, balanced with the prospect of reduced compensation in the absence of success.

As we do every year, we ensured our compensation philosophy and compensation policies aligned with legal requirements and our objectives. In 2017, we have:

Entered into an amended and restated employment agreement with our CEO, and

Recalibrated our payout scales for the MAIP (our annual cash incentive program) and rTSR PSUs.

Our stockholders have consistently affirmed their support of our executive compensation program. At last year s annual meeting of stockholders, 94.9% of the shares cast voted in favor of our say-on-pay proposal on NEO compensation. The Compensation Committee views this vote as supportive of our overall approach to executive officer compensation.

2017 Key Compensation Elements. The key elements of our executive compensation program did not change in 2017. These elements are described in detail starting on page 29 and are summarized below.

			Long-Term Incentive Compensation			
	Salary	**Bonus**	**Options**	**RSUs**	**rTSR PSUs**	**ROIC PSUs**
Who receives	**All NEOs**					
When granted	**Reviewed annually**	**Granted annually and paid in February of following year**	**Annually**			
Form of delivery	**Cash**		**Equity**			
Type of performance	**Short-term emphasis**		**Long-term emphasis**			
Performance period	**Ongoing**	**1 year**	**4 years**		**3 years**	
		Formulaic &	**Formulaic;**	**Formulaic;**		

How payout determined	**Committee judgment (with CEO input for other NEOs)**	**Committee judgment**	**Depends on stock price on exercise date**	**Committee verifies RSU performance hurdle**	**Formulaic; Committee verifies performance criteria**	
Most recent performance measures	**N/A**	**Company and individual performance factors**	**Stock price appreciation**	**Adjusted EBITDA performance hurdle**	**rTSR**	**ROIC**

Base Pay. We believe that our base salary is competitive and appropriate to attract and retain top talent. Base salaries for our NEOs (other than Mr. Standen) averaged 5.0% below the median of our market group companies in 2017. The table on page 31 provides additional details.

Management Annual Incentive Program. The MAIP is our annual cash bonus program and is a variable performance-based element of executive compensation that rewards our NEOs for individual and overall Company performance results achieved in the most recently completed year. Based on our 2017 performance, MAIP payments averaged 77.3% of target for our NEOs.

Long-term Incentive Compensation. The third element of executive compensation consists of a mix of long-term incentive compensation awards. These awards take the form of stock options, RSUs and PSUs to align management with long-term stockholder interests and provide an appropriate balance of pay at risk. We believe this mix of equity incentives motivates and rewards our NEOs for sustaining longer-term financial

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and operational performance that aligns with executive officer and investor goals to increase stockholder value.

Total direct compensation, which includes base salary, MAIP bonus payments and equity awards for our NEOs, is targeted to be near median levels for our selected market group, to provide a competitive compensation opportunity and to attract and retain executive talent. Our market group is comprised of a blend of our peer group companies and market data from reputable survey sources. In any given year or for any given NEO, some elements may be above or below median.

Linking Compensation to Performance. Our Compensation Committee designs our executive compensation program to appropriately align pay and performance, with a significant portion of executive compensation being at risk and performance-based. In addition, our Compensation Committee believes that executive officer compensation should be more heavily weighted toward variable compensation than the compensation of other employees. The rationale is that executive officer performance is more likely to have a strong and direct impact on strategic and financial goals likely to affect stockholder value. Our pay mix and design reflect these beliefs.

The charts below illustrate the 2017 total direct compensation mix at target for our CEO and the average of our other NEOs (other than Mr. Standen, who only served as an executive officer for a portion of 2017). Total direct compensation mix at target is comprised of (i) base pay as of December 31, 2017, (ii) 2017 MAIP bonus payments at target and (iii) target grant value of 2017 equity awards (our long-term incentive compensation). A large percentage of total direct compensation is at risk because all of our MAIP bonus payments and equity awards are variable, performance-based compensation.

EXECUTIVE COMPENSATION FRAMEWORK AND GOVERNANCE

Our executive compensation program is designed to promote stockholder interests by aligning compensation with the realization of our business objectives and increased long-term stockholder value. Under our compensation philosophy, we are committed to providing a competitive total compensation package that drives employee engagement and performance which, in turn, helps drive our business strategy and success. This commitment leads to compensation programs that are designed to:

Provide employees with an attractive, market competitive pay opportunity that delivers an appropriate balance of at risk incentive-based pay and cash compensation;

Foster a pay-for-performance culture motivating employees to achieve exceptional levels of performance;

Drive an environment of accountability, teamwork and cross-functional collaboration;

Utilize a framework that is simple to understand, provides flexibility to grow and attract the talent Compass Minerals needs to be successful and is linked to measurable benchmarks and our business; and

Be consistent with our long-term business strategy, focus on the efficient use of resources, motivate participants to overcome challenges and strive for continuous improvement that can be adapted for the changing markets and environments in which we operate.

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To achieve these compensation objectives, our executive compensation program is based on the following principles.

Be competitive and encourage continued service. Our executive compensation program s design and levels are set considering the practices of similar companies with which we compete for talent. All of our equity awards are subject to vesting schedules, which provide an incentive for continued employment. Further, our executive officers target total direct compensation opportunity is intended to stand near the median of total executive officer compensation programs of our market group. Actual total compensation earned by each NEO will be above or below the median of our market group, depending on our performance, as well as the individual experience and performance of each executive officer.

Foster a pay-for-performance culture. Base pay, MAIP awards and long-term incentive compensation awards are based on an individual s job (role and level), experience and performance compared against specified financial, operational and strategic business goals (as appropriate to the individual s position). Also considered are Company performance, the desired pay relationships among executive officers and market practices.

Drive results through accountability, teamwork and collaboration. Our executive officer compensation program emphasizes variable, incentive award opportunities, which are payable if specified goals are achieved or our stock delivers strong total return to stockholders. We provide NEOs annual cash and long-term equity incentive opportunities where payout results depend on our performance and are designed to represent the majority of each NEO s total compensation.

Align interests with stockholders. Long-term equity awards are granted in the form of RSUs, PSUs and stock options. NEOs are required to obtain and maintain a minimum level of stock ownership within five years of appointment to encourage them to align their financial interest with those of our stockholders. See page 16 for more information about our stock ownership guidelines.

Improve safety. Meeting safety improvement goals is a factor included in the personal objectives of our CEO and business unit executive officers as we work to strengthen our overall culture of safety.

Utilize a framework that is simple to understand and linked to cost effectiveness. Our MAIP and long-term incentive compensation programs are based on our financial performance and are not guaranteed. MAIP and PSU awards are earned as specified goals are achieved, subject to thresholds, and contain a maximum limit for each employee. RSUs are also earned as specified goals are achieved.

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Executive Compensation Practices. The Compensation Committee regularly discusses practices and corporate governance developments relating to executive officer compensation. The table below highlights our key executive compensation practices including the practices we have implemented because they support our desire to appropriately impact performance results and align with long-term stockholder interests, and practices we have not implemented because we do not believe they would serve our stockholders long-term interests.

Executive Compensation Practices (What We Do)	Executive Compensation Practices (What We Don t Do)
Independent consultant to the Compensation Committee.	× *Our Compensation Committee does not allow its compensation consulting firm to provide any other services to us.*
No undue risk embedded in the compensation programs.	× *We do not maintain compensation programs that we believe create risks reasonably likely to have a material adverse effect on us.*
Clear corporate governance policies.	× *We expressly prohibit the repricing of stock options, cash buyouts for underwater stock options, hedging, pledging and the use of margin accounts related to our stock.*
Stock ownership guidelines and retention requirements.	× *We do not pay dividends on outstanding, unvested PSUs.*
Appropriate levels of pay at risk.	× *We do not guarantee bonus payments except for new hire bonus awards.*
Clear and transparent direct compensation elements.	× *We do not have active defined benefit retirement plans or individual supplemental executive retirement plans (SERPS) covering our named executive officers.*
Appropriate peer group.	× *We do not rely solely on peer group data when making pay decisions.*
Limited perquisites specific to the NEOs.	× *We do not provide significant additional benefits to executive officers that differ from those provided to all other employees.*
Generally no employment agreements.	× *We do not have employment agreements with executive officers, other than our CEO, Mr. Malecha.*
Double trigger change of control agreements.	× *We do not provide excise tax gross-ups.*
Considered input from stockholders.	× *We do not implement policies or practices which are counter to good governance.*

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Further discussion on certain of these practices can be found in the Other Compensation Policies and Practices section, below.

Executive Compensation Program Summary

Direct Compensation Elements. We provide three elements in our executive compensation program to balance short-term rewards and long-term alignment with corporate strategy, stockholder interests and executive retention: base pay, MAIP and long-term incentive compensation in the form of equity grants. The following table summarizes the three compensation tools we use to attract, reward, align and retain our executive officers.

Compensation Component	Form & Vesting / Performance Period	How Size is Determined	Purpose & Key Features
Base Pay	Cash Ongoing	Competitive market data Scope of responsibilities Time in position Internal equity Individual performance	Provides a fixed competitive level of cash compensation for services rendered Recognize job responsibilities Merit and market-related adjustments are not guaranteed each year
Annual Cash Incentive (MAIP)	Cash 1-year performance period	Award opportunities set as a percent of base pay based on competitive data Award payouts based on Company financial performance and individual performance	Motivates and rewards for achievement of near-term priorities, consistent with our long-term strategic plan Awards are paid to the extent that goals are achieved, there is no payout if threshold (75% of target) is not achieved and the maximum payout is 200% of target
Long-Term Incentives	Equity (25% stock options, 25% RSUs and 50% PSUs) Stock options: 4-year ratable vesting (25% per year) and 7-year term RSUs: 100% vested 3 years after grant (or	Award opportunities set as a percent of base pay based on competitive data Stock options: Value is based on stock price growth RSUs: Value is based on stock price and receipt is contingent on satisfaction of a performance hurdle in the initial year following grant PSUs: Value is based on stock price. We award two types of PSUs.	Motivates and rewards for achievement of long-term goals, stock price growth, rTSR and ROIC, which aligns with stockholder interests Promotes retention Allows executive officers to accumulate a meaningful stake in our stock over time Vesting and earning over time encourages a focus on sustainability of our earnings and drives retention

	shorter period for new hires) and 1-year performance hurdle	rTSR PSUs are earned based on our relative total shareholder return compared to other companies during the 3-year performance period
	PSUs: 0-200% vested 3 years after grant and 3-year performance period	ROIC PSUs are earned based on return of invested capital

We also have the following executive compensation elements:

Perquisites and Benefits. In order to attract and retain high-performing executives, we provide additional compensation elements consistent with our compensation philosophy and current market practice. We offer all employees, including the NEOs, a competitive package of traditional benefits that provides health, dental, vision, life insurance, and short-term and long-term disability coverage. These programs aim to provide a measure of security and encourage the health and well-being of employees. We provide executive officers supplemental disability income in the event of total disability and access to an annual executive physical.

Savings Plan. Each of our executive officers, along with other U.S.-based employees, participates in the Compass Minerals International, Inc. Savings Plan (the Savings Plan), which consists of three components, described below. If an executive officer has reached the IRS annual limit on contributions under the Savings Plan, we make the Company contributions to the Compass Minerals International, Inc. Restoration Plan (the Restoration Plan) instead of the Savings Plan.

401(k) plan Company match. Executive officers may contribute up to 75% of their base pay into a 401(k) account, subject to IRS annual limits on contributions. In 2017, we provided a matching contribution of up to 4.5% of qualified cash compensation (comprised of base salary and MAIP bonus payments paid during the year) for executive officers contributing a portion of their qualified cash compensation to their 401(k) account.

Company profit sharing contribution. We may make a discretionary profit sharing contribution to executive officers as a percentage of qualified cash compensation based on Adjusted EBITDA goal achievement, as

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determined by the Compensation Committee. Due to the Company s 2017 financial results, it was determined that there would be no Company profit sharing contributions for 2017.

1% Company stock contribution. Each executive officer receives shares of our common stock equal to 1% of their qualified cash compensation.

Restoration Plan. Executive officers and other key U.S.-based employees may defer receipt of up to 50% of their base salary and 100% of their annual cash bonus under the Restoration Plan, which allows executive officers to save for retirement in a tax-effective way at a minimal cost to us. The Restoration Plan is described in more detail following the Non-Qualified Deferred Compensation for 2017 table.

Peer Groups and Benchmarking. The Compensation Committee, with assistance from Pearl Meyer, annually reviews specific criteria and recommendations regarding companies to add to or remove from our peer group. Pearl Meyer, at the direction of our Compensation Committee, utilized objective business and financial criteria to select for our 2017 peer group publicly-traded companies in the metals, mining, agriculture, chemical (including fertilizers and agricultural chemicals) and construction material industries with comparable pay models, revenues and company market capitalization values.

Based on its annual review and analysis of our peer group, Pearl Meyer recommended removing Cytec Industries Inc., OM Group Inc. and Walter Energy, Inc. from our peer group because they had been acquired or filed for bankruptcy in 2015. Pearl Meyer recommended adding Tronox Limited, Headwaters Incorporated and The Scotts Miracle-Gro Company to our 2017 peer group, which are each relevant from an industry perspective and are appropriate comparators in terms of company size.

Based on Pearl Meyer s analysis and recommendations, the Compensation Committee approved the companies listed below for our 2017 peer group. At the time of review, all peer group companies were publicly-traded, stand-alone companies of appropriate size and within relevant industries that the Compensation Committee believed compete with us in labor markets and follow similar pay models, and had U.S.-based executives and executive compensation programs which appear to conform to typical U.S. practices. In addition, our market capitalization and revenue approximated the median of the 2017 peer group. All are U.S.-based and traded on NYSE or Nasdaq, except for Thompson Creek Metals Company Inc., a Canadian mining company purchased by a Canadian company, Centerra Gold, in October 2016 (Centerra Gold is traded on TSX but Thompson Creek Metals Company Inc. is no longer publicly traded).

2017 Peer Group Companies

Albemarle Corporation	Innophos Holdings, Inc.	Stillwater Mining Company
Cabot Corporation	Intrepid Potash, Inc.	The Scotts Miracle-Gro Company
Calgon Carbon Corporation	LSB Industries Inc.	Thompson Creek Metals Company Inc.
Eagle Materials Inc.	Martin Marietta Materials, Inc.	Tronox Limited
FMC Corporation	Minerals Technologies Inc.	Vulcan Materials Company
Headwaters Inc.	Olin Corporation	

With the assistance of Pearl Meyer, the Compensation Committee reviews a summary of compensation practices of our peer group and annually compares our three principal elements of executive compensation (base pay, annual incentive opportunity and long-term incentive compensation) with similar programs at our peer group companies to

ensure our NEO total compensation is within a reasonably competitive range of our peers. The Compensation Committee also considers individual factors such as performance, responsibilities and experience. In setting 2017 compensation, the Compensation Committee also considered our market group, which is comprised of a blend of our peer group and market data from reputable survey sources. Our peer group data, along with market group data, is used to ensure we have an accurate size and scope of data for setting competitive pay positions for our executive officers.

In August 2017, the Compensation Committee decided to expand the size of our 2018 peer group to 27 companies, adding 16 companies and removing six companies, as listed below. The 2018 peer group will serve both for compensation purposes and for the comparator group to measure rTSR for our rTSR PSUs granted beginning in 2018.

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2018 Peer Group Companies

Albemarle Corporation	FMC Corporation	Platform Specialty Products Corporation
Balchem Corporation	H.B. Fuller Company	PolyOne Corporation
Cabot Corporation	Hecla Mining Company	Rayonier Advanced Materials Inc.
Calgon Carbon Corporation	Innophos Holdings, Inc.	The Scotts Miracle-Gro Company
Carpenter Technology Corp.	Innospec Inc.	Sensient Technologies Corporation
CF Industries Holdings, Inc.	Kaiser Aluminum Corporation	Tronox Limited
Cleveland-Cliffs Inc.	Martin Marietta Materials, Inc.	U.S. Concrete, Inc.
Eagle Materials Inc.	Minerals Technologies Inc.	U.S. Silica Holdings, Inc.
Fairmount Santrol Holdings Inc.	NewMarket Corporation	Vulcan Materials Company

EXECUTIVE COMPENSATION DECISIONS FOR 2017

The Compensation Committee approves compensation awards that are not contingent on the number, term or current value of other compensation previously awarded to executive officers. The Compensation Committee is of the opinion that reducing or limiting current awards or other performance-based compensation because of prior gains realized would unfairly penalize the individual and reduce the motivation for high performance. Further, the Compensation Committee does not purposefully increase total longer-term compensation value in a given year to offset less than expected returns from previous awards.

Our Compensation Committee determines all compensation for executive officers. During the first quarter of each year, our Compensation Committee conducts an evaluation to determine if any changes in compensation are appropriate for any of our executive officers. This evaluation is based on a market analysis prepared by Pearl Meyer, individual performance and our overall financial performance, and, for each executive officer, the Compensation Committee considers this information to independently determine each component of compensation.

The CEO does not participate in the Compensation Committee s deliberations or decisions with regard to his compensation. At our Compensation Committee s request however, the CEO reviews with our Compensation Committee the performance of our other executive officers, but no other employee has any input into executive compensation decisions. The Compensation Committee gives considerable weight to the CEO s evaluation of our other executive officers because of his direct knowledge of these individuals performance and contributions.

Base Salary. Base pay provides a fixed level of cash compensation for services rendered, competitive with base salaries within our market group. When setting NEO base pay, the Compensation Committee considered (i) the relationship between our base salary levels and the blended market level of the base salaries of our market group, with a view towards recruiting and retaining talent, and (ii) the experience, knowledge, responsibilities, skills, potential, time in position and performance of the individual NEO. For 2017, base pay was targeted near the 50th percentile (median) of our market group. Actual base pay may be above or below the median depending on the Compensation Committee s considerations. As a result of its review, the Compensation determined to increase base salaries for NEOs effective March 1, 2017 and to increase Mr. Standen s base salary effective April 25, 2017, the date he assumed the role of Interim Chief Financial Officer and Treasurer.

The following table summarizes the changes to each NEO s base pay in 2017.

Name and Title	Base Pay Effective January 1, 2017	Base Pay Effective December 31, 2017	Percent Change
Francis J. Malecha *President and Chief Executive Officer*	$762,200	$800,310	5%
James D. Standen[(1)] *Chief Financial Officer*	$302,000	$400,000	32%
Steven N. Berger *Senior Vice President, Corporate Services*	$382,035	$389,676	2%
S. Bradley Griffith *Senior Vice President, Plant Nutrition*	$385,000	$396,550	3%
Anthony J. Sepich[(2)] *Senior Vice President, Salt*	$400,000	$400,000	

(1) Mr. Standen s base pay was increased effective April 25, 2017 when he was named Interim Chief Financial Officer and Treasurer.

(2) Mr. Sepich joined us in November 2016.

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2017 Management Annual Incentive Program

MAIP Overview. Annual cash bonuses are paid to our NEOs under the MAIP, which links a substantial portion of each NEO s annual cash compensation to our financial performance and individual performance. These bonuses are designed to reward, where earned, short-term performance evidenced by the achievement of our annual operating plan s goals and individual performance. Bonuses paid under the MAIP are variable and are determined by the Compensation Committee based on targets and performance factors set by the Compensation Committee at the beginning of the year. MAIP bonus payments are made under our 2015 Incentive Award Plan and are typically paid in March following the performance year; however, 2017 MAIP bonuses were paid in February 2018.

2017 MAIP Bonus Formula. In 2017, MAIP bonuses to our NEOs were calculated using the following formula.

MAIP Target Bonus Percentage. Target MAIP bonuses are based on a percentage of each NEO s base salary. Actual MAIP bonuses may range from 0% to 200% of each NEO s target MAIP bonus, depending on actual results achieved against the MAIP performance factors. The target MAIP bonus percentages are set by the Compensation Committee and intended to be market competitive and consistent with median short-term cash bonus percentages of our market group. The MAIP target percentages and target bonuses are set forth below. For 2017, the Compensation Committee, in consultation with Pearl Meyer, reviewed our executive s total compensation to ensure appropriate alignment with our market group, to reflect the market for executive talent and to recognize individual performance and contribution to the Company. Based on this review, the Compensation Committee increased the MAIP target percentage for Mr. Berger by 5 percentage points with respect to 2017, as compared to 2016.

NEO	Base Salary	Target Percentage	Target Bonus
F. Malecha	$800,310	110%	$880,341
J. Standen[(1)]	$354,431	53%	$188,850
S. Berger	$389,676	55%	$214,322

S. Griffith	$396,550	60%	$237,930
A. Sepich	$400,000	60%	$240,000

(1) For purposes of calculating Mr. Standen s target bonus, his target percentage and base salary were prorated for the time he was in his role as Vice President, Finance and Treasurer and his roles as Interim Chief Financial Officer and Treasurer and Chief Financial Officer. The base salary and target percentage listed for Mr. Standen are the annualized amounts based on this proration.

MAIP Performance Factors. For any MAIP bonus payments to be made, the Company must achieve Adjusted EBITDA of at least 75% of the pre-established Adjusted EBITDA target. If this hurdle is achieved, MAIP bonus payments for NEOs are based on the following performance factors (i) Adjusted EBITDA for the Company as a whole, for the Salt business unit and for the Plant Nutrition North America and South America business units, on a combined basis, which measure Company and business unit financial performance, and (ii) individual performance objectives, which measure personal performance. The table below outlines the rationale for using these performance factors.

Performance Factor	**Rationale**
Company Financial Performance: Company Adjusted EBITDA Salt Adjusted EBITDA Combined Plant Nutrition Adjusted EBITDA	Adjusted EBITDA is a measure of our operating performance, which excludes elements of resource allocation, financing methods, cost of capital and income tax positions that are managed at a corporate level apart from our core business operations. Adjustments are also made for unexpected, unusual or non-recurring items and certain non-cash items.
Individual Performance: Personal Performance Objectives	Performance objectives for each person drive individual accountability.

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The percentage weighting of each performance metric is based on the NEO s responsibilities, as outlined below.

Corporate Participants	Salt Participant	Plant Nutrition Participant
Mr. Malecha, Mr. Standen[1] and Mr. Berger	Mr. Sepich	Mr. Griffith
80% Company Adjusted EBITDA 20% Individual Performance	50% Company Adjusted EBITDA 30% Salt Adjusted EBITDA 20% Individual Performance	50% Company Adjusted EBITDA 30% Combined Plant Nutrition Adjusted EBITDA 20% Individual Performance

(1) For Mr. Standen, the Company Adjusted EBITDA performance factor is weighted at 70% and the individual performance factor is weighted at 30% for the time he was in his role as Vice President, Finance and Treasurer and the Company Adjusted EBITDA performance factor is weighted at 80% and the individual performance factor is weighted at 20% for the time he was in his roles as Interim Chief Financial Officer and Treasurer and Chief Financial Officer.

Financial Performance Factors. The Compensation Committee chose Adjusted EBITDA as the financial metric to measure Company and business unit performance for purposes of the NEO s MAIP bonus payments for 2017. The Company performance factors and the targeted achievement levels were approved in the first quarter of 2017 and were chosen based on considerations that included 2016 results, a targeted improvement for 2017, the Board-approved 2017 annual operating plan and the anticipated 2017 business environment.

EBITDA stands for earnings before interest, taxes, depreciation and amortization. For MAIP and other compensation purposes, Adjusted EBITDA is calculated by adding restructuring charges to EBITDA. The Compensation Committee believes adjustments to EBITDA are appropriate to avoid the impact (positive or negative) on Company performance factor achievements that result from unusual or non-recurring items, or non-cash items or events not contemplated by our 2017 annual operating plan and to help ensure that management takes actions that will benefit the long-term performance of the Company despite potential short-term unfavorable impacts.

The Company performance factors are subject to a payout cap of 200% of target. The actual achievement of the Company performance factors are computed from our financial results as certified by the Chief Financial Officer using a linear calculation and the following payout scale. For 2017, the Compensation Committee reviewed the MAIP design and decided to recalibrate how MAIP payments were calculated to ensure the MAIP remains aligned with our pay-for-performance philosophy, changing the MAIP payout scale so that if 75% of a Company performance factor is

achieved, the resulting Company performance factor achievement payout is 50% (rather than 25% in 2016) and if 120% of a Company performance factor is achieved (rather than 150% in 2016), the resulting Company performance factor achievement payout is at 200% of target.

Percent of Company Performance Achieved	Resulting Company Performance Factor Achievement Payout
Less than 75%	0%
75% (Threshold)	50%
100% (Target)	100%
120% or greater (Maximum)	200%

In 2017, our Adjusted EBITDA performance was below target, as shown in the following table.

Company Performance Factors	Actual Performance Achieved (as a Percent of Target)	Resulting Company Performance Factor Achievement
Company Adjusted EBITDA	84.1%	68.3%
Salt Adjusted EBITDA	77.7%	55.5%

Combined Plant Nutrition Adjusted EBITDA	98.2%	96.4%

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Individual Performance Factor. The personal performance objectives for each of our NEOs are based on a combination of the current year and longer-term business goals, are both quantitative and qualitative in nature and include key Company strategic objectives specific to each individual s area of responsibility and accountability. The table below provides a general description of the personal performance objectives for each of our NEOs. Certain personal performance objectives and specific targets are not disclosed because we believe this disclosure would reveal strategic objectives and information that is not otherwise publicly disclosed and would result in competitive harm.

After the end of the performance year, our CEO reviewed the individual performance of the other NEOs with the Compensation Committee and recommended an achievement level for the individual performance metric, which can range from 0% to 200%, based on the degree to which these NEOs achieved their personal performance objectives. The Compensation Committee also considered the performance of our CEO and determined his achievement level for the personal performance metric, which can range from 0% to 200%. In determining the individual performance factor achievement for each NEO, the Compensation Committee and our CEO did not place specific weighting on any one personal performance objective, but performed a holistic assessment of each individual NEO s objectives, taking into account the relative importance of each objective to the Company s strategic goals.

Name	2017 Personal Performance Objectives	Individual Performance Factor Achievement
F. Malecha	Deliver against financial targets and our growth strategy Progress the safety culture with continued emphasis on reduction of injuries and severe incidents Operational excellence, including major capital projects and cost reduction initiatives Champion diversity and talent development, including succession planning	90%
J. Standen	Ensure the effective financial integration of Produquímica, including compliance with accounting related policies and procedures and effectiveness of internal controls Support senior management to deliver financial analytics and decision support for business and investment decisions Support the effective communication of the company s financial results, strategy and capital allocation philosophy to stockholders	110%

	Provide executive oversight and direction to successfully implement key projects (cost leadership, IT systems and business process upgrades)	90%
S. Berger	Provide executive oversight and direction to successfully deliver high quality corporate services	
	Lead effort to create a High Performance and inclusive culture and improve our diversity	
	Lead the successful integration of Produquímica	
	Deliver year-over-year improvements in lagging and leading safety indicators	130%
S. Griffith	Lead high-visibility safety initiatives: Top Nine hazards and Hearts & Minds safety culture	
	Deliver financial objectives for Plant Nutrition North and South America business	
	Develop and evolve innovation and commercial capabilities for Plant Nutrition North and South America	
	Ensure operational excellence from our Plant Nutrition production assets	
	Deliver year-over-year improvements in lagging and leading safety indicators	120%
A. Sepich	Lead high-visibility safety initiatives: Top Nine hazards and Hearts & Minds safety culture	
	Execute the Salt capital expenditure plan	
	Achieve Salt business unit financial targets	
	Improve Salt go-to-market strategy and performance	

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MAIP Results. All MAIP bonuses are approved by the Compensation Committee following its review and approval of the financial performance factor achievement levels (which were certified by the Chief Financial Officer) and individual performance factor achievement levels. The following table shows the 2017 MAIP bonuses paid to NEOs.

2017 MAIP Results

			Performance Factors				
NEO	**Base Salary**	**Target Percentage**	**Company Adjusted EBITDA**	**Business Unit Adjusted EBITDA[1]**	**Individual Performance**	**MAIP Bonus**	**Percentage of Target Bonus**
F. Malecha	$ 800,310	110%	$ 481,018	n/a	$ 158,462	$ 639,480	72.6%
J. Standen[2]	$ 354,431	53%	$ 101,561	n/a	$ 44,166	$ 145,727	77.2%
S. Berger	$ 389,676	55%	$ 111,705	n/a	$ 38,578	$ 155,683	72.6%
S. Griffith	$ 396,550	60%	$ 81,253	$ 68,809	$ 61,862	$ 211,924	89.1%
A. Sepich	$ 400,000	60%	$ 81,960	$ 39,960	$ 57,600	$ 179,520	74.8%

(1) Reflects Combined Plant Nutrition Adjusted EBITDA for Mr. Griffith and Salt Adjusted EBITDA for Mr. Sepich.

(2) For purposes of calculating Mr. Standen s MAIP bonus, his base salary and target percentage were prorated for the time he was in his role as Vice President, Finance and Treasurer and his roles as Interim Chief Financial Officer and Treasurer and Chief Financial Officer. The base salary and target percentage listed for Mr. Standen are the annualized amounts based on this proration.

Long-Term Incentive Compensation

Overview. Our executive compensation program includes long-term incentive compensation to reward performance through the use of equity-based awards, which emphasize long-term stockholder value creation and aim to align stockholder interests and Company objectives as well as balance pay at risk and retention. The equity awards granted by the Compensation Committee to NEOs in 2017 were a combination of stock options, RSUs and PSUs, with a target value mix of 25% options, 25% RSUs and 50% PSUs.

The RSUs and PSUs granted in 2017 are performance-based. RSUs are forfeited unless a performance hurdle is satisfied. The PSUs have performance criteria based on rTSR and ROIC and the number of shares that may be awarded to NEOs on vesting will depend on our actual results measured against these performance criteria.

A targeted long-term incentive compensation dollar amount for each NEO is established by the Compensation Committee. The goal is to target total direct compensation (consisting of base pay, MAIP and long-term incentive compensation awards) at or near the median of the total direct compensation of our market group. The 2017 long-term incentive compensation targeted grant values are further described beginning on page 36.

Stock Option Grants. In 2017, NEOs were granted stock options on April 3, 2017, which vest 25% each year over a four-year period (fully vesting on April 3, 2021) and will expire on April 3, 2024 (seven years after the grant date). NEOs have no voting rights with respect to stock options.

To reduce the risk of improper option grant timing issues, the Compensation Committee adopted Option Grant Procedures in January 2007, which were updated in November 2015, addressing how stock option grant dates and exercise prices are determined in different circumstances. Annual option grants to employees occur on April 1 each year or the next business day, unless postponed because of events specified in the Option Grant Procedures. All stock option grants must have an exercise price equal to the closing price of our common stock on the grant date. These Option Grant Procedures were followed with respect to all stock options granted in 2017.

Restricted Stock Unit Grants. In 2017, NEOs were granted RSUs on April 3, 2017, with a performance hurdle tied to 2017 financial performance, which will vest on April 3, 2020 (three years after the grant date) if the performance hurdle is satisfied. Each RSU represents the right to receive one share of our common stock. NEOs have no voting rights with respect to RSUs.

The RSUs have dividend equivalents, which entitle the NEOs to the same dividend value per share as holders of our common stock. Dividend equivalents are not paid until the RSU performance hurdle is satisfied. If the RSU performance hurdle is satisfied, the accumulated dividend equivalents are paid, and, subsequently, dividend equivalents are paid on the RSUs when dividends are declared. If the RSU performance hurdle is not satisfied, the RSU will be forfeited and no dividend equivalents will be paid.

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For the 2017 RSU grants, the performance hurdle required our Adjusted EBITDA for 2017 be at least $171 million, which has been satisfied. This amount was chosen because it is equal to 50% of the Adjusted EBITDA in our Board-approved 2017 annual operating plan.

Performance Stock Unit Grants. In 2017, NEOs were granted rTSR PSUs and ROIC PSUs. The PSUs were granted on April 3, 2017, have a three-year performance period and will vest on April 3, 2020 (three years after the grant date), to the extent the performance criteria are met (i.e., to the extent the PSUs are earned). Each PSU represents the right to receive one share of our common stock. Based on the performance at the end of the three-year performance period, NEOs may earn less or more than the target PSU awards granted. NEOs have no voting rights with respect to PSUs.

The rTSR PSU grants are measured by ranking our three-year total shareholder return relative to the Russell 3000 Index during the three-year performance period. Our Compensation Committee, with the assistance of Pearl Meyer, selected the Russell 3000 Index because the index is constructed to provide a comprehensive, unbiased and stable barometer of the broad market. The index measures the performance of the largest 3,000 U.S. companies and represents approximately two thirds of the total market capitalization of all U.S. listed stocks. The Compensation Committee believes this further aligns the objectives of our executive officers with our stockholders.

At the end of the performance period, the number of shares of common stock that will be earned with respect to each rTSR PSU will be calculated by using a straight-line interpolation between threshold and target, as well as between target and maximum, as follows. For 2017, the Compensation Committee, based on benchmarking data from Pearl Meyer, determined our current payout scale for our rTSR PSUs was not in alignment with our market group. As a result, the Compensation Committee approved changes to the number of shares of common stock that will be earned with respect to each rTSR PSU granted in 2017, changing the payout scale so that if the Company achieves less than the 25th percentile (rather than the 30th percentile in 2016), no rTSR PSUs will be earned; if the Company achieves the 25th percentile (rather than the 30th percentile in 2016), 50% of the target number of rTSR PSUs will be earned; and if the Company achieves the 75th percentile or more (rather than the 70th percentile in 2016), 150% of the target number of rTSR PSUs will be earned.

Benchmark Ranking	% of rTSR PSU Earned
< 25th Percentile	0%
25th Percentile (Threshold)	50%
50th Percentile (Target)	100%
>=75th Percentile (Maximum)	150%

The ROIC PSUs have a three-year performance period. The Compensation Committee added ROIC PSUs to our executive compensation program in 2015 to tie executive officer pay to our investments that are important to our

long-term success and health. The three-year target ROIC was set by taking the average of the current year approved budgeted ROIC and the subsequent two annual estimated ROIC from our strategic and capital investment plans. At the end of the performance period, the number of shares of our common stock that will be earned with respect to each ROIC PSU will be calculated by using a straight-line interpolation between threshold and target, as well as between target and maximum, as follows.

% of Goal Achieved	% of ROIC PSU Earned
< =2.5 Percentage Points below Target (Threshold)	0%
= Target[(1)]	100%
>=2.5 Percentage Points above Target (Maximum)	200%

(1) The specific ROIC target is not disclosed because we believe this disclosure would reveal strategic objectives and information that is not otherwise publicly disclosed and would result in competitive harm.

Dividend equivalents are accumulated and paid only on PSUs actually earned and are paid when the shares underlying the PSUs are issued. If no PSUs are earned, the PSUs will be forfeited and no dividend equivalents will be paid.

Target Grant Value. The following table summarizes the target grant value of equity awards and the number of equity awards granted to NEOs during 2017. For 2017, the Compensation Committee, in consultation with Pearl Meyer, reviewed our NEO s total compensation to ensure appropriate alignment with our market group, to reflect the market for executive talent and to recognize individual performance and contribution to the company. Based on this review, the Compensation

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Committee increased the award target grant percentages for 2017 for Mr. Malecha by 37 percentage points, for Mr. Standen by 5 percentage points and for Mr. Berger by 20 percentage points.

NEO	Target Grant Value[1]	Stock Options Granted[2]	RSUs Granted[3]	rTSR PSUs Granted[4]	ROIC PSUs Granted[3]
F. Malecha	$ 2,057,940	53,929	7,443	6,523	7,443
J. Standen[5]	$ 84,700	2,220	306	268	306
S. Berger	$ 487,095	12,765	1,762	1,544	1,762
S. Griffith	$ 674,135	17,666	2,438	2,438	2,438
A. Sepich	$ 680,000	17,820	2,459	2,155	2,459

(1) The target grant value was determined by the Compensation Committee in February 2017.

(2) The number of stock options granted is equal to 25% of the target grant value divided by value of the stock options as of April 3, 2017, as determined using the Black-Scholes option valuation model.

(3) The number of RSUs and ROIC PSUs granted is equal to 25% of the target grant value, respectively, divided by the volume weighted average price (VWAP) of our common stock for the 20 consecutive trading days ending on the April 3, 2017 grant date.

(4) The number of rTSR PSUs granted is equal to 25% of the target grant value divided by the value of the rTSR PSUs, as determined by using a Monte Carlo valuation.

(5) Mr. Standen s 2017 equity awards were granted when he was in the role of Vice President, Finance and Treasurer. When he was appointed to the role of Chief Financial Officer, the Compensation Committee set a target grant value of 150% of his base salary for annual equity awards.

Compensation of Mr. Craft and Mr. Linehan

Mr. Craft served as our Interim Chief Financial Officer from November 2, 2016 until April 3, 2017 and currently serves as our Vice President, Internal Audit. Mr. Craft s base salary as of January 1, 2017 was $351,426 and as of December 31, 2017 was $236,697. For 2017, Mr. Craft received a MAIP bonus of $79,345. Mr. Craft s target 2017 MAIP bonus was $97,400, which was prorated for the time he was in his role as in his role as Interim Chief Financial Officer and thereafter. For purposes of calculating Mr. Craft s 2017 MAIP, the Company Adjusted EBITDA performance factor is weighted at 80% and the individual performance factor is weighted at 20% for the time he was in his role as Interim Chief Financial Officer and the Company Adjusted EBITDA performance factor is weighted at 70% and the individual performance factor is weighted at 30% for the time thereafter. In addition, on April 3, 2017, he received an equity award with a grant value of $67,628, consistent with the equity award mix granted to the NEOs.

Mr. Linehan joined us as Chief Financial Officer on April 3, 2017 and resigned from this position on April 25, 2017. Mr. Linehan resigned as a result of unforeseen personal circumstances, and Mr. Linehan s resignation did not result from any disagreements regarding our strategy, operations, financial reporting or accounting policies, procedures, estimates or judgments. His compensation as Chief Financial Officer was $450,000 of base salary, a MAIP target bonus percentage of 60% of his base salary and a target grant value for equity awards of 150% of his base salary. On April 3, 2017, he received an equity award with a grant value of $675,000, consistent with the equity award mix granted to the NEOs, and a one-time grant of RSUs with a value of $225,000 in connection with his appointment as our Chief Financial Officer. Mr. Linehan did not receive a 2017 MAIP bonus because he was no longer employed by us when MAIP bonuses were paid and, as a result, was not eligible for a 2017 MAIP bonus. In addition, Mr. Linehan s equity awards were forfeited in full when he resigned from his position as our Chief Financial Officer.

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2017 TOTAL DIRECT COMPENSATION COMPARED TO MARKET COMPENSATION

In November 2016, Pearl Meyer provided market compensation data for 2016 that was adjusted to estimate 2017 market compensation levels. Pearl Meyer utilized 2017 peer group company data and market data from survey sources to develop a blended market rate, which our Compensation Committee used as a market group to evaluate our executive compensation competitive position and to establish our 2017 executive compensation. For 2017, our target total direct compensation (at target) averaged 13.0% below our market group median for our NEOs (other than Mr. Standen).

NEO[1]	2017 Total Direct Compensation[2]	2017 Market Group Total Direct Compensation[3]	Difference[4]
F. Malecha	$3,738,591	$4,387,000	(14.8)%
S. Berger	$1,091,093	$1,220,000	(10.6)%
S. Griffith	$1,308,615	$1,516,000	(13.7)%
A. Sepich	$1,320,000	$1,516,000	(12.9)%

(1) Mr. Standen is not included because he only served as an executive officer for a portion of 2017.

(2) Base pay as of December 31, 2017 + 2017 MAIP at target + target grant value of 2017 equity award.

(3) Median of total target direct compensation of all companies in market group data for this role.

(4) A negative percentage indicates that the NEO s total direct compensation is below the median total direct compensation of the market.

EXECUTIVE COMPENSATION DECISIONS FOR 2018

Prior to the date of this Proxy Statement, the Compensation Committee made a number of decisions affecting executive officer compensation in 2018. This section provides a brief overview of those decisions and reflects our work to continue to keep our executive pay competitive with our market group and reflective of our pay-for-performance philosophy.

2018 Compensation Decisions. The Compensation Committee, in consultation with Pearl Meyer, reviewed our executive s total compensation to ensure appropriate alignment with our market group, to reflect the market for executive talent and to recognize individual performance and contribution to the company. Based on this review and the Company s 2017 performance, the Compensation Committee made the following decisions with respect to the compensation of our NEOs.

None of the NEOs will receive a base salary increase for 2018 (which are typically effective March 1 each year).

No changes were made to the MAIP target percentage or MAIP target bonuses for any NEO for 2018.

No changes were made to the target grant values of equity to be granted in 2018, other than increasing the target grant value of equity for Mr. Standen from 150% of his base salary to 170% of his base salary.

Peer Group. The Compensation Committee, in consultation with Pearl Meyer, reviewed our peer group and our equity compensation design. Based on this review, they determined that our 2018 peer group will serve as the comparator group to measure rTSR for our rTSR PSUs granted beginning in 2018. See pages 30-31 for more information.

OTHER COMPENSATION POLICIES AND PRACTICES

Our Compensation Committee regularly discusses practices and corporate governance developments related to executive compensation. Below is more information about compensation practices we have in place to support our desire to appropriately impact performance results and align with long-term stockholder interests.

Independent Compensation Consultant. The Compensation Committee retained the services of Pearl Meyer, an executive compensation consulting firm, for professional advice regarding the director and executive officer compensation described in this Proxy Statement. Pearl Meyer was first engaged in June 2011 and reports directly to the Compensation Committee. No member of the Compensation Committee or NEO has any significant affiliation with Pearl Meyer. The Compensation Committee has assessed the independence of Pearl Meyer pursuant to NYSE and SEC rules and concluded no conflict of interest exists that would prevent Pearl Meyer from independently advising the Compensation Committee.

In setting 2017 executive compensation, the Compensation Committee used Pearl Meyer s services to obtain comparative executive compensation information benchmarked to our peer companies, our market group and published

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survey data. Pearl Meyer looks for data from companies in labor markets in which we compete and that follow similar pay models. The Compensation Committee periodically sought input from Pearl Meyer on director compensation and a range of external market factors, including evolving compensation trends, status of the current labor market, appropriate comparison companies and market survey data.

The Compensation Committee has determined management may also use the services of the independent compensation consultant with the prior approval of the Compensation Committee however, to date, management has not engaged Pearl Meyer independently from the Compensation Committee for assistance.

No Undue Risk in Compensation Programs. We aim to reduce the probability and relative impact of compensation-related risk by continuously assessing the risks inherent in our compensation systems and the appropriate risk mitigating strategies. Our management regularly reviews and updates the Compensation Committee on the compensation-related risks identified and the status of mitigation strategies. We mitigate undue risk by emphasizing long-term equity incentives and utilizing caps on potential payments, reasonable retention strategies, performance targets, and appropriate Board and management processes to identify and manage risk. See page 14 for more information about our practices related to compensation risk management.

Clear Corporate Governance Policies. We have adopted policies which expressly prohibit repricing of underwater stock options, do not allow excise tax gross-ups, provide for a clawback and place explicit restrictions on hedging of equity awards. Our Compensation Clawback Policy requires repayment of bonus or other incentive-based or equity-based compensation awarded or paid under our incentive plans in the event of a financial restatement. Our executive officers are subject to a strong no fault policy whether or not the executive officer s actions involve misconduct. See the discussion on page 14 for more information.

Appropriate Levels of At-Risk Pay. Our Compensation Committee believes compensation for our executive officers should be more heavily weighted toward variable elements of compensation than is the case for other employees. The rationale is that executive officer performance is more likely to have a strong and direct impact in leading the attainment of strategic and financial goals likely to affect stockholder value. We tie pay to performance by ensuring that a significant portion of compensation is performance-based and at-risk. We set clear financial goals for Company and business unit performance and differentiate based on individual performance against pre-set objectives. We impose a minimum multi-year vesting period for all executive equity awards except as enticement for new hires. We have designed our pay mix to reflect this relationship. The charts on page 26 illustrate the mix of total direct compensation at target for 2017 for our CEO and, on average, for our other NEOs (other than Mr. Standen).

Stock Ownership Guidelines and Retention Requirement. Our Compensation Committee has adopted a policy requiring each non-employee director and members of our senior management to obtain and maintain ownership in our common stock (or its equivalent) at specified levels. We believe this policy aligns management and stockholder interests, requiring our CEO and executive officers to own a meaningful amount of Company stock within five years of appointment. For more information, see page 16.

Employment and Change in Control Agreements. In general, we do not offer our executive officers employment agreements, except for the CEO, unless customary in the jurisdiction. We have a double trigger change in control severance agreement (CIC agreement) in place with each NEO. All of our executive officers have entered into a restrictive covenant agreement. These agreements are described below.

Employment Agreement with the CEO. We entered into an amended and restated employment agreement with Mr. Malecha, effective August 3, 2017. Mr. Malecha has been serving as our President and Chief Executive Officer since January 2013, and the initial term of his prior employment agreement would have terminated in January 2018. This agreement addresses, among other things, base compensation, MAIP award target, long-term incentives and certain post-termination payments, as described in this Compensation Discussion and Analysis and the Termination of Employment and Change-in-Control Benefits section. His employment agreement terminates after three years on August 3, 2020, but automatically extends for successive one-year periods unless we provide 60-day advance notice of non-renewal or it is terminated earlier.

Change in Control Arrangements. The Compensation Committee believes agreements assuring income replacement after a termination of employment in connection with a change of control are important to retain executive officers and to ensure they remain focused on stockholder interests in the event a change in control

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negotiation takes place. We have double trigger change in control provisions in place for each NEO, which means there is no payout unless NEO employment is terminated upon a change in control as further described in the agreements. Our NEOs are parties to CIC agreements. The Compensation Committee considers the existence of these post-termination compensation arrangements in assessing whether overall compensation of our NEOs is competitive to our market group. The CIC agreements do not provide for excise tax gross-up payments upon a change in control. For more information, see the discussion beginning on page 49.

Restrictive Covenant Arrangements. Each NEO has entered into a Restrictive Covenant Agreement with us limiting solicitation of employees and customers as well as competition for a period of two years (with respect to our CEO) and one year (with respect to our other NEOs) after the NEO s termination of employment. Each NEO is also a party to a Confidentiality and Invention Assignment Agreement.

Non-Contractual Severance Arrangements. With the exception of Mr. Malecha s employment agreement and the CIC agreements, no NEO has an agreement that provides for specific and guaranteed payments upon separation from us.

Input from Stockholders. The results of the annual stockholder say-on-pay vote help inform the Compensation Committee on the views of stockholders, and the Compensation Committee considers the results of the say-on-pay vote when designing and making decisions regarding our executive compensation program. Our stockholders have consistently affirmed their support of our executive compensation program. In 2017, our stockholders cast a 94.9% vote in favor of our NEO compensation.

Tax Considerations

Section 162(m) of the Internal Revenue Code places a $1 million limit on the amount of compensation a company can deduct in any one year for compensation paid to certain executive officers. While the Compensation Committee considered the deductibility of awards as one factor in determining executive compensation, the Compensation Committee also looked at other factors in making its decisions, as noted above.

The exemption from Section 162(m) s deduction limit for performance-based compensation has been repealed, effective for tax years beginning after December 31, 2017, such that compensation paid to our covered executive officers in excess of $1 million will not be deductible unless it qualifies for transition relief applicable to certain arrangements in place as of November 2, 2017.

Despite the Compensation Committee s efforts to structure certain compensation in a manner intended to satisfy the requirements for deductible compensation under Section 162(m), because of ambiguities and uncertainties as to the application and interpretation of Section 162(m) and related regulations, including the transition relief described above, no assurance can be given that compensation intended to satisfy the requirements for exemption from Section 162(m) in fact will. Further, the Compensation Committee reserves the right to modify compensation that was initially intended to be exempt from Section 162(m) if it determines that such modifications are consistent with the Company s business needs.

Forward Looking Statements

The information discussed in our Compensation Discussion and Analysis contains statements regarding future individual, Company and business unit performance measures, targets and other goals. These goals are disclosed in

the limited context of our executive compensation program and should not be understood to be statements of management s expectations or estimates of results or other guidance. We specifically caution investors not to apply these statements to other contexts.

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COMPENSATION COMMITTEE REPORT

We have reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on our review and discussion, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Paul S. Williams, Chair

Valdemar L. Fischer

Richard S. Grant

Lori A. Walker

Amy J. Yoder

The foregoing Compensation Committee Report will not be deemed to be soliciting material or be incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933 or under the Exchange Act, except to the extent we specifically incorporate this information by reference and will not otherwise be deemed to be filed with the SEC under such Acts.

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EXECUTIVE COMPENSATION TABLES

2017 SUMMARY COMPENSATION TABLE

The following table sets forth for each year shown the compensation paid to or earned by each NEO. For a complete understanding of the table, please read the narrative description that follows the table.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation (MAIP) ($)	All Other Compensation ($)	Total ($)
Francis J. Malecha	2017	793,958		1,526,717	514,316	639,480	45,468	3,519,939
President and Chief Executive Officer	2016	762,200		1,306,226	443,878	581,985	91,034	3,185,323
	2015	756,650		1,332,270	444,082	409,118	105,810	3,047,930
James D. Standen[1]	2017	365,240		62,753	21,172	145,727	24,755	619,647
Chief Financial Officer								
Steven N. Berger	2017	388,402		361,407	121,739	155,683	35,461	1,062,692
Senior Vice President, Corporate Services	2016	380,786		294,243	99,974	153,043	51,080	979,126
	2015	372,708		277,673	92,520	100,790	54,759	898,450

S. Bradley Griffith[2] *Senior Vice President, Plant Nutrition*	2017	394,625		500,113	168,479	211,924	265,182	1,540,323
Anthony J. Sepich[3] *Senior Vice President, Salt*	2017	400,000	100,000	504,389	169,948	179,520	229,426	1,583,283
John D. Craft[4]	2017	265,380		91,279	30,737	79,345	26,374	493,115
Vice President, Internal Audit	2016	245,037		49,768	16,898	74,772	29,492	415,967
Patrick D. Linehan[5] *Former Chief Financial Officer*	2017	37,500		722,098	168,698		9,911	938,207

(1) Mr. Standen joined us in 2006 and assumed the position of Interim Chief Financial Officer and Treasurer in April 2017 and the position of Chief Financial Officer in August 2017, but was not an NEO in 2016 or 2015. As a result, we have only provided information for 2017.

(2) Mr. Griffith joined us as Senior Vice President, Plant Nutrition in August 2016. He was not an NEO in 2016. As a result, we have only provided information for 2017.

(3) Mr. Sepich joined us as Senior Vice President, Salt in November 2016. He was not an NEO in 2016. As a result, we have only provided information for 2017.

(4) Mr. Craft joined us in March 2015 and held the position of Interim Chief Financial Officer from November 2016 to April 2017. He was not an NEO in 2015. As a result, we have only provided information for 2017 and 2016.

(5) Mr. Linehan joined us as Chief Financial Officer in April 2017 and resigned from this position in April 2017. Mr. Linehan s stock awards and option awards were forfeited in full when he resigned from his position as our Chief Financial Officer.

Salary. The amounts in the Salary column represent the base salary earned for the listed year. See page 31 for more information.

Bonus. The amounts in the Bonus column represent a cash sign-on bonus paid to Mr. Sepich of $100,000 as part of his hiring package when he joined us in November 2016, which was paid in 2017.

Stock Awards. The amounts in the Stock Awards column are the aggregate grant date fair value of RSUs and PSUs granted in the listed year, determined in accordance with FASB ASC Topic 718. The RSUs and ROIC PSUs granted in 2017 are subject to performance conditions and their grant date fair value is calculated based on the probable outcome of the performance conditions as of the grant date, using the closing price of our common stock on the grant date. The rTSR PSUs granted in 2017 are subject to a market condition and their grant date fair value is calculated based on a Monte Carlo valuation of each award on the grant date. Estimates of dividend equivalents are included in the calculation of the grant date fair value of RSUs and PSUs. For more information, see Note 12 of the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

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The above table reflects the grant date fair value of RSUs granted in 2017 assuming the performance hurdle will be achieved and the grant date fair value of ROIC PSUs granted in 2017 assuming that the target level (or 100%) of performance will be achieved. The grant date fair values of ROIC PSUs granted in 2017 assuming that the maximum level (200% of target level) of performance will be achieved are: $1,012,248 for Mr. Malecha, $41,616 for Mr. Standen, $239,632 for Mr. Berger, $331,568 for Mr. Griffith, $334,424 for Mr. Sepich, $60,520 for Mr. Craft and $331,976 for Mr. Linehan.

See pages 35-37 for more information about RSUs and PSUs granted in 2017, including the vesting schedules, RSU performance hurdle, PSU performance metrics and PSU performance periods.

The grant date fair value generally does not correspond to the actual value that is realized from RSUs or PSUs. The actual values received upon vesting by NEOs in 2017 are included in the Option Exercises and Stock Vesting During 2017 table below. Additional information on all outstanding RSUs and PSUs is reflected in the Outstanding Equity Awards at 2017 Year-End table below.

Option Awards. The amounts in the Stock Awards column are the aggregate grant date fair value of stock options granted in the listed year, determined in accordance with FASB ASC Topic 718. The amounts were calculated using the Black-Scholes option valuation model. For information regarding the assumptions used in calculating these amounts, see Note 12 to the Consolidated Financial Statements included in the Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

See page 35 for more information about stock options granted in 2017, including the vesting schedule and expiration date.

The grant date fair value generally does not correspond to the actual value that is realized from stock options. The actual values received upon exercise of stock options by NEOs in 2017 are included in the Option Exercises and Stock Vesting During 2017 table below. Additional information on all outstanding stock options is reflected in the Outstanding Equity Awards at 2017 Year-End table below.

Non-Equity Incentive Plan Compensation. The amounts in the Non-Equity Incentive Plan Compensation column reflect the amounts earned under the MAIP. See the discussion beginning on page 32 for more information about these payments, including the performance factors, the performance results and how payment amounts were determined.

All Other Compensation. The amounts reported in the All Other Compensation column represent the aggregate dollar amount for perquisites and other personal benefits, including our 401(k) plan match, 1% Company stock contribution, Company contributions to insurance premiums, relocation costs and other benefits. See the discussion beginning on page 29 for more information. In 2017, All Other Compensation included the following:

Name	401(k) Plan Company Match ($)	1% Company Stock Contribution ($)	Disability and Life Insurance Premiums ($)[1]	Other ($)[2]

F. Malecha	24,000	13,759	7,709	
J. Standen	15,826	4,551	4,378	
S. Berger	20,122	5,414	7,091	2,834
S. Griffith	20,501	4,556	4,526	235,599
A. Sepich	15,000	4,000	5,754	204,672
J. Craft	16,610	3,691	6,073	
P. Linehan		375		9,536

(1) These are amounts paid by us for Company-sponsored long-term disability insurance and life insurance premiums, which includes accidental death and dismemberment coverage.

(2) These are amounts paid by us for relocation expenses for Mr. Griffith, Mr. Sepich and Mr. Linehan and an executive physical for Mr. Berger. These expenses include tax gross-up reimbursement payments related to relocation expenses of $36,369 for Mr. Griffith, $80,265 for Mr. Sepich and $3,218 for Mr. Linehan.

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2017 GRANTS OF PLAN-BASED AWARDS

The following table provides information about MAIP awards and equity awards granted to each NEO during 2017. For a complete understanding of the table, please read the narrative description that follows the table.

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (MAIP)			Estimated Future Payments Under Equity Incentive Plan Awards			All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards
Name	**Grant Date**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**(#)**	**($/Sh)**	**($)**
F. Malecha	4/3/2017	440,171	880,341	1,760,682						
ROIC PSUs										506,124
rTSR PSUs						7,443	14,886			514,469
RSUs					3,262	6,523	9,785			506,124
Options						7,443		53,929	68.00	514,316
J. Standen	4/3/2017	94,425	188,850	377,700						
ROIC PSUs										20,808
rTSR PSUs						306	612			21,137
RSUs					134	268	402			20,808
Options						306		2,220	68.00	21,172
S. Berger	4/3/2017	107,161	214,322	428,644						
ROIC PSUs										119,816
rTSR PSUs						1,762	3,524			121,775
RSUs					772	1,544	2,316			119,816
Options						1,762		12,765	68.00	121,739

S. Griffith	4/3/2017	118,965	237,930	475,860						
ROIC PSUs										165,784
rTSR PSUs						2,438	4,876			168,545
RSUs					1,069	2,137	3,206			165,784
Options						2,438		17,666	68.00	168,479
A. Sepich	4/3/2017	120,000	240,000	480,000						
ROIC PSUs										167,212
rTSR PSUs						2,459	4,918			169,965
RSUs					1,078	2,155	3,233			167,212
Options						2,459		17,820	68.00	169,947
J. Craft	4/3/2017	48,700	97,400	194,800						
ROIC PSUs						445	890			30,260
rTSR PSUs					195	390	585			30,759
RSUs						445				30,260
Options								3,223	68.00	30,737
P. Linehan	4/3/2017	135,000	270,000	540,000						
ROIC PSUs										165,988
rTSR PSUs						2,441	4,882			168,782
RSUs					1,070	2,140	3,210			387,328
Options						5,696		17,689	68.00	168,698

Estimated Possible Payouts under Non-Equity Incentive Plan Awards (MAIP). The amounts in the columns under the Estimated Possible Payouts under Non-Equity Incentive Plan Awards (MAIP) heading reflect the threshold, target and

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maximum bonus payment opportunities under the MAIP. The actual MAIP bonus payments are included in the 2017 Summary Compensation Table, above, in the Non-Equity Compensation Plan Compensation column. See discussion beginning on page 32 for more information about these payments, including the performance factors, the performance results and how payment amounts were determined.

Estimated Future Payouts under Equity Incentive Plan Awards. The amounts in the columns under the Estimated Future Payouts under Equity Incentive Plan Awards reflect the threshold, target and maximum number of shares of our common stock that may be issued with respect to PSUs granted in 2017. RSUs do not have a threshold or maximum. See pages 35-37 for more information about RSUs and PSUs granted in 2017, including the vesting schedules, RSU performance hurdle, PSU performance metrics and PSU performance periods.

All Other Option Awards: Number of Securities Underlying Awards. The amounts in All Other Option Awards: Number of Securities Underlying Awards column represent the number of shares of our common stock that may be issuable under stock options. See discussion beginning on page 35 for more information about stock options granted in 2017, including the vesting schedule and expiration date.

Grant Date Fair Value of Stock and Option Awards. The amounts in the Grant Date Fair Value of Stock and Option Awards column represent the grant date fair value of awards determined in accordance with FASB ASC Topic 718, excluding the impact of estimated forfeiture. For more information, see the 2017 Summary Compensation Table beginning on page 42.

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OUTSTANDING EQUITY AWARDS AT 2017 YEAR-END

The following table summarizes the outstanding equity awards held by each NEO as of December 31, 2017. For a complete understanding of the table, please read the narrative description that follows the table.

		Option Awards				Stock Awards	
Name	Grant Date	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)
F. Malecha	4/3/2017		53,929[1]	68.00	4/3/2024	7,443[6]	537,757
							471,287
						6,523[7]	537,757
						7,443[8]	
	4/1/2016	10,915	32,743[2]	70.48	4/1/2023	6,117[9]	441,953
							415,076
						5,745[10]	441,953
						6,117[11]	
	3/10/2015	14,712	14,711[3]	91.75	3/10/2022	4,841[12]	349,762
							288,783
						3,997[13]	349,762
						4,841[14]	
			5,863[4]				

	3/10/2014	17,589		87.18	3/10/2021		
	3/11/2013	24,086		76.99	3/11/2020		
J. Standen	4/3/2017		2,220[1]	68.00	4/3/2024	306[6]	
	12/1/2016					268[7]	
							22,109
						306[8]	19,363
							22,109
						1,000[15]	72,250
	4/1/2016	389	1,166[2]	70.48	4/1/2023	218[9]	15,751
							14,811
						205[10]	15,751
						218[11]	
	3/10/2015	513	512[3]	91.75	3/10/2022	160[12]	11,560
							9,537
						132[13]	11,560
						160[14]	
	3/10/2014	757	252[4]	87.18	3/10/2021		
	3/11/2013	1,145		76.99	3/11/2020		
	3/12/2012	686		71.69	3/12/2019		
	3/10/2011	355		86.47	3/10/2018		
S. Berger	4/3/2017		12,765[1]	68.00	4/3/2024	1,762[6]	
						1,544[7]	127,305
							111,554
						1,762[8]	127,305
	4/1/2016	2,458	7,375[2]	70.48	4/1/2023	1,378[9]	
						1,294[10]	99,561
							93,492
						1,378[11]	99,561
	3/10/2015	3,065	3,065[3]	91.75	3/10/2022	1,009[12]	72,900
						833[13]	60,184
							72,900
						1,009[14]	
	3/10/2014	3,327	1,109[4]	87.18	3/10/2021		
	3/11/2013	4,164		76.99	3/11/2020		
S. Griffith	4/3/2017		17,666[1]	68.00	4/3/2024	2,438[6]	
						2,137[7]	176,146
							154,398
						2,438[8]	176,146
A. Sepich	4/3/2017		17,820[1]	68.00	4/3/2024	2,459[6]	177,663
							155,699
						2,155[7]	177,663

						2,459[8]	
	11/30/2016					6,622[16]	478,440
J. Craft	4/3/2017		3,223[1]	68.00	4/3/2024	445[6]	
						390[7]	32,151
							28,178
						445[8]	32,151
	4/1/2016	416	1,246[2]	70.48	4/1/2023	233[9]	
						219[10]	16,834
							15,823
						233[11]	16,834
	3/30/2015	594	593[5]	93.26	3/30/2022	181[17]	
						152[18]	13,077
							10,982
						181[19]	13,077

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(1) These stock options vest 25% on April 3, 2018, 2019, 2020 and 2021.

(2) These stock options vest 25% on April 1, 2017, 2018, 2019 and 2020.

(3) These stock options vest 25% on March 10, 2016, 2017, 2018 and 2019.

(4) These stock options vest 25% on March 10, 2015, 2016, 2017 and 2018.

(5) These stock options vest 25% on March 30, 2016, 2017, 2018 and 2019.

(6) Reflects RSUs that vest on April 3, 2020. A performance hurdle tied to our 2017 financial performance has been satisfied.

(7) Reflects PSUs that vest on April 3, 2020, subject to the achievement of performance conditions based on rTSR over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 150% of the target award level.

(8) Reflects PSUs that vest on April 3, 2020, subject to the achievement of performance conditions based on ROIC over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 200% of the target award level.

(9) Reflects RSUs that vest on April 1, 2019. A performance hurdle tied to our 2016 financial performance has been satisfied.

(10) Reflects PSUs that vest on April 1, 2019, subject to the achievement of performance conditions based on rTSR over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 150% of the target award level.

(11) Reflects PSUs that vest on April 1, 2019, subject to the achievement of performance conditions based on ROIC over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 200% of the target award level.

(12) Reflects RSUs that vested on March 10, 2018. A performance hurdle tied to our 2015 financial performance has been satisfied.

(13) Reflects PSUs that vested on March 10, 2018, subject to the achievement of performance conditions based on rTSR over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 150% of the target award level. Based on our actual performance over the performance period, the number of PSUs earned and payable equals 0% of the target number of PSUs awarded.

(14) Reflects PSUs that vested on March 10, 2018, subject to the achievement of performance conditions based on ROIC over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 200% of the target award level. Based on our actual performance over the performance period, the number of PSUs earned and payable equals 0% of the target number of PSUs awarded.

(15) Reflects PSUs that vested on March 10, 2018. A performance hurdle tied to our 2017 financial performance has been satisfied.

(16) Reflects RSUs that vest on November 30, 2019.

(17) Reflects RSUs that vest on March 30, 2018. A performance hurdle tied to our 2015 financial performance has been satisfied.

(18) Reflects PSUs that vest on March 30, 2018, subject to the achievement of performance conditions based on rTSR over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 150% of the target award level. Based on our actual performance over the performance period, the number of PSUs earned and payable equals 0% of the target number of PSUs awarded.

(19) Reflects PSUs that vest on March 30, 2018, subject to the achievement of performance conditions based on ROIC over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 200% of the target award level. Based on our actual performance over the performance period, the number of PSUs earned and payable equals 0% of the target number of PSUs awarded.

Market Value of Shares or Units that Have Not Vested. Amounts in the Market Value of Shares or Units that Have Not Vested column were calculated by multiplying the number of share or units, as applicable, by $72.25, the closing price of our common stock on December 29, 2017, the last trading day of 2017.

OPTION EXERCISES AND STOCK VESTED DURING 2017

The following table summarizes the value realized (before payment of any withholding taxes and broker commissions) by each NEO upon stock option exercises during 2017 and RSUs and PSUs that vested during 2017. For a complete understanding of the table, please read the narrative description that follows the table.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting[(1)] ($)
F. Malecha			9,059	662,213
J. Standen			338	24,708
S. Berger			1,714	125,293
S. Griffith			2,788	189,723
A. Sepich				
J. Craft				
P. Linehan				

(1) Mr. Malecha s vested awards included 4,366 RSUs and 4,693 PSUs, which were granted on March 10, 2014 and vested on March 10, 2017. Mr. Standen s vested awards included 163 RSUs and 175 PSUs, which were granted on March 10, 2014 and vested on March 10, 2017. Mr. Berger s vested awards included 826 RSUs and 888 PSUs, which

were granted on March 10, 2014 and vested on March 10, 2017. Mr. Griffith s vested awards included 2,788 RSUs, which were granted on August 29, 2016 and vested on August 29, 2017.

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Value Realized on Exercise. Amounts in the Value Realized on Exercise column were calculated by multiplying the number of shares acquired upon exercise by the difference between the closing price of our common stock on the exercise date and the applicable exercise price of the stock options.

Value Realized on Vesting. Amounts in the Value Realized on Vesting column were calculated by multiplying the number of shares acquired upon vesting by the closing price of our common stock on the vesting date.

NON-QUALIFIED DEFERRED COMPENSATION FOR 2017

The following table summarizes each NEO s compensation under the Restoration Plan for 2017. For a complete understanding of the table, please read the narrative descriptions that follow the table.

Name	Executive Contributions in 2017 ($)	Registrant Contributions in 2017 ($)	Aggregate Earnings (Losses) in 2017 ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at End of 2017 ($)
F. Malecha		22,909	45,039		319,408
J. Standen		5,526			
S. Berger		10,686	9,762		68,709
S. Griffith		10,207			
A. Sepich		4,150			
J. Craft		5,451	546		5,723
P. Linehan					

Executive Contributions in 2017. The amounts in the Executive Contributions in 2017 column are the amounts that the NEO elected to defer under the Restoration Plan.

Each of our NEOs has the option to participate in the Restoration Plan, which is a non-qualified deferred compensation plan. The Restoration Plan allows eligible U.S.-based employees to voluntarily defer up to 50% of their base salary and 100% of their annual cash bonus. Participants may elect to receive deferred amounts on termination of employment. Distributions may be scheduled as a lump sum payment or as annual installments over a period of up to 10 years. Any amounts credited to the Restoration Plan on behalf of a participant are adjusted for investment gains and losses in the same manner as our Savings Plan (except that our common stock is not offered as an investment option under the Restoration Plan). The Restoration Plan assets are held in a rabbi trust, and, as a result, are subject to the claims of our general creditors.

Registrant Contributions in 2017. The amounts in the Registrant Contributions in 2017 column represent the 401(k) plan Company match and 1% Company stock contribution made by us and earned by the NEO with respect to 2017, but which will not be paid until March 2018, and are included in the 2017 Summary Compensation Table. If a participant has reached the IRS maximum contribution limit for the Savings Plan, we make Company contributions to the Restoration Plan, instead of the Savings Plan. See pages 29-30 for more information.

Aggregate Earnings (Losses) in 2017. The amounts in the Aggregate Earnings (Losses) in 2017 column represent deemed investment earnings or losses from voluntary contributions and Company contributions to the Restoration Plan. We do not guarantee any returns on contributions to the Restoration Plan. The amounts do not represent above market earnings (as defined by the SEC) and therefore are not included in the 2017 Summary Compensation Table.

Aggregate Balance at End of 2017. The amounts in the Aggregate Balance at End of 2017 column include the following amounts that were previously reported in the Summary Compensation Tables as compensation for prior years: $277,247 for Mr. Malecha, $60,424 for Mr. Berger and $5,177 for Mr. Craft. The amounts in the Aggregate Balance at End of 2017 column do not include the 401(k) plan Company match and 1% Company stock contribution paid in 2018, which are included in the Registrant Contributions in 2017 column.

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TERMINATION OF EMPLOYMENT AND CHANGE IN CONTROL BENEFITS

To enable us to offer competitive total compensation packages to our NEOs, as well as to ensure the ongoing retention of these individuals and to ensure they remain focused on stockholder interests, we offer certain post-employment payments and benefits to our NEOs upon the occurrence of several specified events. These payments and benefits are chiefly provided under (i) CIC agreements we have entered into with each of our NEOs, other than Mr. Craft, (ii) Mr. Malecha s employment agreement, and (iii) our 2005 Incentive Award Plan, 2015 Incentive Award Plan and related award agreements.

Change in Control Agreements

We have entered into double-trigger CIC agreements with each of our NEOs, other than Mr. Craft who is not a party to a CIC agreement with us. In addition, Mr. Linehan s CIC agreement terminated as of April 25, 2017, when he was no longer employed by us. Under double-trigger change in control agreements, there is no severance payment unless there is a change in control and employment is terminated under specified circumstances. Pursuant to each CIC agreement, an NEO is only entitled to the severance payments and benefits described below if:

- Within two years of a change in control, an NEO s employment is terminated without cause or by an NEO for good reason; or

- (i) An NEO s employment is terminated without cause or by an NEO for good reason, (ii) the NEO demonstrates the termination was at the request of a third party who had taken steps to effect a change in control, and (iii) a change in control occurs within 60 days of the NEO s termination.

In connection with entering into a CIC agreement, each NEO must enter into a Restrictive Covenant Agreement limiting solicitation of employees and customers as well as competition for a period of two years (with respect to our CEO) and one year (with respect to our other NEOs) after the NEO s termination of employment. The following table summarizes the severance payments and benefits provided in connection with a qualifying termination of NEOs under our CIC agreements. To receive these payments and benefits, the NEO must execute a release of claims. The CIC agreements do not provide for excise tax gross-up payments upon a change in control and individual tax payments are the obligation of each NEO.

Lump Sum Cash Payment	An amount equal to two times the sum of the NEO s (i) highest annual base salary rate during the 12-month period immediately preceding the termination, plus (ii) an amount equal to the higher of the NEO s (a) average MAIP bonuses during the three full years prior to the termination (annualized in the event the NEO was not employed by us for the entire year) and (b) MAIP bonus (at the target level) for the year in which the termination occurs.
Benefits	Medical, dental, accident, disability and life insurance benefits plans for 18 months or until eligible for these benefits through another employer.
Bonus Payments and Equity Award	See Bonus Payments and Equity Awards.

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Agreements with Mr. Malecha, Our Chief Executive Officer

On August 3, 2017, we entered into an amended and restated employment agreement with Mr. Malecha and on January 17, 2013, we entered into a CIC Agreement with Mr. Malecha. The following table summarizes the severance payments and benefits provided in connection with termination of Mr. Malecha s employment under these agreements. To receive these payments and benefits under his employment agreement, Mr. Malecha must execute a release of claims and be in compliance with his Restrictive Covenant Agreement and Confidentiality and Invention Assignment Agreement.

Termination Scenario	Payments and Benefits
Without Cause or by Mr. Malecha with Good Reason	An amount equal to the continuation of base salary for 18 months from the termination date, payable in a single lump sum.
	An amount equal to Mr. Malecha s MAIP bonus payment at the target level, prorated based on the termination date.
	Accelerated vesting of all unvested stock options and RSUs, regardless of any other agreement. Unvested PSUs are retained subject to original terms.
	Reimbursement for up to 18 months of premium payments for COBRA coverage.
Disability	60% of then-current base salary for 12 months after termination.
	Health care benefits for 12 months after termination.
Change in Control	Mr. Malecha s CIC agreement will apply. See Change in Control Agreements.

Bonus Payments and Equity Awards

Bonus Payments. Any NEO who terminates employment, voluntarily or involuntarily, prior to the MAIP payment date will not receive a MAIP bonus payment, except in the case of a termination under a circumstance covered by a CIC agreement or, for Mr. Malecha, if he is terminated without cause or he terminates with good reason. In these circumstances, the NEO will also be entitled to an amount equal to their respective MAIP bonus payment payable for the year in which the termination occurs, prorated based on the termination date.

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Equity Awards. The treatment of equity awards upon termination of employment depends on the reason for the termination. The following table summarizes treatment of equity awards under various termination scenarios for all NEOs (in addition, the treatment of Mr. Malecha s equity awards if he is terminated without cause or he terminates with good reason is described above).

Termination Scenario	Treatment upon Termination of Employment
Change in Control	**Options, RSUs and PSUs**: Vesting accelerated if awards are not assumed or an equivalent right is not substituted by the successor entity immediately after a change in control. Vesting also accelerated if, within 24 months of a change in control (or within 18 months of a change in control, in the case of any options granted prior to 2015 or in the case of Mr. Craft), an NEO is terminated without cause or terminates for good reason. Vested options must be exercised within one year of the termination date. The number of PSUs earned will be determined based on our actual performance through the date of the change in control, termination date or most recent practicable measurement date.
Retirement	**Options, RSUs and PSUs**: No acceleration of vesting. Unvested options, RSUs and PSUs are retained subject to original terms, except that the number of options (only in the case of options granted in 2015 or later), RSUs and PSUs that vest will be prorated based on the time worked during the vesting period. Vested options must be exercised within three years of the retirement date. Definition of retirement is voluntary retirement on or after attaining age 62, with a combined age and years of service equal to or greater than 67.
Disability	**Options, RSUs and PSUs**: No acceleration of vesting. Unvested options, RSUs and PSUs are retained subject to original terms. Vested options must be exercised within three years of the date of disability (or the termination date, in the case of options granted prior to 2015).
Death	**Options**: No acceleration of vesting. Unvested options granted in 2015 or later are retained subject to original terms, except that the number of options that vest will be prorated based on the time worked during the vesting period and the NEO s beneficiary will have until the third anniversary of the date of death to exercise any vested options. Unvested options granted prior to 2015 are forfeited and the NEO s beneficiary will have until the first anniversary of the date of death to exercise any vested options. **RSUs and PSUs**: Vesting accelerated and released to NEO s beneficiary within 60 days of date of death. All unvested PSUs are paid at the target level.

Not for Cause Severance with Named Executive Officers Other than Our Chief Executive Officer

Pursuant to our Severance Guidelines, if an NEO (other than our CEO) is terminated without cause and under a circumstance not covered by a CIC agreement, any severance will be determined on an individual basis by the Compensation Committee.

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2017 POTENTIAL PAYMENTS UPON CHANGE IN CONTROL AND OTHER EVENTS

The following table outlines the value of the potential payments, upon a change in control and other events, that would have been paid to each NEO (other than Mr. Linehan) if the NEO s employment was terminated or a change in control occurred on December 31, 2017. Mr. Linehan resigned from his position as our Chief Financial Officer in April 2017. He did not receive any compensation from us in connection with his departure, other than amounts earned or benefits accumulated due to his continued service through April 2017, including 401(k) retirement savings balances.

Name	Termination Scenario	Lump Sum Payment ($)	MAIP Bonus Amount ($)	Equity Awards[1] ($)	Value of Continued Benefits[2] ($)	Total[3] ($)
F. Malecha	Change in Control	3,361,302	639,480	3,482,698	36,014	7,519,494
	Death			3,321,700		3,321,700
	Disability	480,186		3,482,698	16,470	3,979,355
	Without Cause or by Mr. Malecha with Good Reason	1,200,465	880,341	3,482,698	32,852	5,596,356
J. Standen	Change in Control	1,177,700	145,727	205,203	31,003	1,559,633
	Death			198,694		198,694
	Disability			205,203		205,203
S. Berger	Change in Control	1,207,996	155,683	798,983	35,073	2,197,735
	Death			761,119		761,119
	Disability			798,983		798,983
S. Griffith	Change in Control	1,268,960	211,924	581,771	24,826	2,087,481
	Death			536,018		536,018
	Disability			581,771		581,771
A. Sepich	Change in Control	1,280,000	179,520	1,065,200	26,669	2,551,389
	Death			1,019,049		1,019,049
	Disability			1,065,200		1,065,200
J. Craft	Change in Control			170,951		170,951
	Death			161,792		161,792
	Disability			170,951		170,951

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(1) Represents an estimate of the total value of equity awards with accelerated vesting or that are retained upon the occurrence of the termination scenario. Amounts do not include potential payments for dividend equivalents. For PSUs granted in 2015, amounts assume that PSUs earned and payable equal 0% of the target number of PSUs awarded, and for PSUs granted in 2016 and 2017, amounts assume that the target level (or 100%) of performance will be achieved. The following table provides the estimates of total value attributable to options, PSUs and RSUs, respectively.

Name	Type of Termination	Options[(a)] ($)	PSUs[(a)] ($)	RSUs[(a)] ($)	Total ($)
F. Malecha	Change in Control	287,153	1,866,073	1,329,472	3,482,698
	Death	126,155	1,866,073	1,329,472	3,321,700
	Disability	287,153	1,866,073	1,329,472	3,482,698
	Without Cause or by Mr. Malecha with Good Reason	287,153	1,866,073	1,329,472	3,482,698
J. Standen	Change in Control	11,499	144,284	49,420	205,203
	Death	4,990	144,284	49,420	198,694
	Disability	11,499	144,284	49,420	205,203
S. Berger	Change in Control	67,305	431,912	299,766	798,983
	Death	29,441	431,912	299,766	761,119
	Disability	67,305	431,912	299,766	798,983
S. Griffith	Change in Control	75,081	330,544	176,146	581,771
	Death	29,328	330,544	176,146	536,018
	Disability	75,081	330,544	176,146	581,771
A. Sepich	Change in Control	75,735	333,362	656,103	1,065,200
	Death	29,584	333,362	656,103	1,019,049
	Disability	75,735	333,362	656,103	1,065,200
J. Craft	Change in Control	15,903	92,986	62,062	170,951
	Death	6,744	92,986	62,062	161,792
	Disability	15,903	92,986	62,062	170,951

(a) Amounts do not include potential payments for dividend equivalents. For PSUs granted in 2015, amounts assume that PSUs earned and payable equals 0% of the target number of PSUs awarded, and for PSUs granted in 2016 and 2017, amounts assume that the target level (or 100%) of performance will be achieved.

(2) In the case of a change in control, amounts represent the value of continued participation in medical, dental, accident, disability and life insurance benefit plans for 18 months. For Mr. Malecha, amounts represent, in the case of disability, the value of continued participated in health care plans for 12 months, and in the case of termination without cause or termination by Mr. Malecha with good reason, the value of 18 months of Cobra coverage premium payments.

(3) Amounts do not include amounts earned or benefits accumulated due to continued service by the NEO through December 31, 2017, including 401(k) retirement savings and Restoration Plan deferred compensation balances.

CEO PAY RATIO

Under Item 402(u) of Regulation S-K, we are required to present the ratio of our CEO s annual total compensation to the annual total compensation of our median employee (commonly referred to as the CEO pay ratio). As permitted by Item 402(u) of Regulation S-K, to determine our median employee for purposes of calculating our CEO pay ratio, we considered all employees (other than our CEO) employed by us on October 1, 2017 and used these employees 2017 base salary, 2017 overtime compensation and 2016 annual incentive bonuses (paid in 2017) as our consistently applied compensation measure. As of October 1, 2017, we had 3,095 employees who were employed on a full-time, part-time or seasonal basis, of which 1,231 were located in Brazil, 937 were located in the U.S., 763 were located in Canada and 164 were located in the U.K. We annualized base salary for employees who were not employed by us for the entire year and used average 2017 exchange rates to convert compensation of non-U.S. employees into U.S. dollars. We did not make any cost-of-living adjustments.

Based on this information, we identified our median employee to be a full-time U.S. employee, who we believe to be a reasonable representation of our median employee for compensation purposes. This individual s 2017 total compensation, calculated using the same methodology as the 2017 Summary Compensation Table, was $56,463, and our CEO s 2017 total compensation, as presented in the 2017 Summary Compensation table, was $3,519,939. Based on this information, our 2017 CEO pay ratio was estimated to be 62 to 1.

The CEO pay ratio is a reasonable estimate calculated in accordance with SEC rules. Because the SEC rules for identifying the median employee and calculating the CEO pay ratio allows companies to use different methodologies, exclusions, estimates and assumptions, our CEO pay ratio may not be comparable to the CEO pay ratio reported by other companies.

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PROPOSAL 3 RATIFICATION OF

APPOINTMENT OF INDEPENDENT REGISTERED ACCOUNTING FIRM

Appointment of our Independent Registered Accounting Firm

Ernst & Young audited our annual financial statements for the year ended December 31, 2017. The Audit Committee has appointed Ernst & Young to be our independent registered accounting firm for the year ending December 31, 2018, and our stockholders are asked to ratify this appointment at the Annual Meeting. We have invited representatives of Ernst & Young to be present at the Annual Meeting and expect they will attend. If present, these representatives will have the opportunity to make a statement and will be available to respond to questions from our stockholders.

Auditor Fees

The following table shows the fees paid or accrued for audit and other services provided by Ernst & Young for 2017 and 2016 (in thousands):

	2017	2016
Audit Fees[1]	$ 1,642	$ 1,326
Audit-Related Fees[2]	$ 54	$ 52
Tax Fees[3]	$ 110	$ 0
All Other Fees[4]	$ 7	$ 6
Total Fees	$ 1,813	$ 1,384

(1) Relates to services associated with the audit of our financial statements, audit of our internal controls over financial reporting, review of our quarterly financial statements and statutory audits required internationally.

(2) Relates to services for pension and employee benefit plan audits.

(3) Relates to tax services, including tax compliance, tax advice and tax planning.

(4) Relates to services that are not included in audit fees, audit-related fees and tax fees.

Under the Audit Committee charter, the Audit Committee must pre-approve all audit and audit-related services provided by the independent registered accounting firm. Each year, the Audit Committee considers a list of specific services and categories of services for pre-approval for the upcoming or current year. All non-audit services that were not included in the pre-approved list are required to be pre-approved by the Audit Committee in advance under policies and procedures established by the Audit Committee. The Audit Committee approved all audit, audit-related and tax services provided by the independent registered accounting firm for 2017 and 2016.

Vote Required

Stockholders are being asked to ratify the appointment of Ernst & Young as our independent registered accounting firm for 2018. Although the Audit Committee has the sole authority to appoint our independent auditors, our Board

believes that submitting the appointment of Ernst & Young to our stockholders for ratification is a matter of good corporate governance. If our stockholders do not ratify the appointment, the Audit Committee will review its future selection of the independent registered accounting firm. Additionally, even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during 2018 if it determines that such a change would be in the best interests of us and our stockholders.

The ratification of the Audit Committee s selection of Ernst & Young as our independent registered public accounting firm requires the affirmative vote of the holders of a majority of the shares of common stock present and entitled to vote at the meeting. Abstentions will have the same effect as votes against the ratification.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF ERNST & YOUNG AS OUR INDEPENDENT REGISTERED ACCOUNTING FIRM FOR 2018.

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REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee reviews our financial reporting process on behalf of the Board of Directors and oversees the entire audit function, including the appointment, compensation and oversight of independent registered public accountants. We have engaged Ernst & Young LLP as our independent auditors since 2005. Our management has the primary responsibility for our financial reporting process, principles and internal controls, as well as preparation of our financial statements. Our independent registered public accountants are responsible for performing an audit of our financial statements and expressing an opinion as to the conformity of such financial statements to accounting principles generally accepted in the United States and effectiveness of our internal controls over financial reporting.

In fulfilling its responsibilities, the Audit Committee reviewed and discussed with our management the audited financial statements for the year that ended December 31, 2017, including a discussion of the acceptability and quality of the accounting principles, the reasonableness of significant accounting judgments and critical accounting policies and estimates, the clarity of disclosures in the financial statements, and management s assessment and report on internal control over financial reporting. The Audit Committee also discussed with the Chief Executive Officer and Chief Financial Officer their respective certifications with respect to our Annual Report on Form 10-K for the year ended December 31, 2017, and discussed with our management their assessment of our internal controls over financial reporting.

The Audit Committee reviewed with the independent registered public accountants who are responsible for expressing opinions on (i) the conformity of those audited financial statements with generally accepted accounting principles, and (ii) the effectiveness of internal controls over financial reporting, their judgments as to the acceptability and quality of our accounting principles and such other matters as are required to be discussed with the Audit Committee under generally accepted auditing standards and under the standards established by the Public Company Accounting Oversight Board (United States), including those matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board in Release No. 2012-004. In addition, the Audit Committee has received the written disclosures and the letter from the independent registered public accountants required by applicable requirements of the Public Company Accounting Oversight Board for Independent Auditor Communications with Audit Committees concerning independence and has discussed those disclosures and other matters relating to independence with the independent registered public accountants.

The Audit Committee discussed with our internal auditor and independent registered public accountants the overall scope and plans for their respective audits. The Audit Committee met with the internal auditor and independent registered public accountants, with and without our management present, to discuss the results of their examinations of our internal controls, including controls over the financial reporting process and the overall quality of our financial reporting.

Members of the Audit Committee rely, without independent verification, on the information provided to them and on the representations made by our management and the independent registered public accountants. The Audit Committee members are not professional accountants or auditors, and their functions are not intended to duplicate or to certify the activities of our management and the independent registered public accountants, nor can the Audit Committee certify that the independent registered public accountants are indeed independent under applicable rules. The Audit Committee serves a Board-level oversight role in which it provides advice, counsel and direction to our management and the auditors on the basis of the information it receives, discussions with our management and the auditors and the experience of the Audit Committee s members in business, financial and accounting matters.

In reliance on the reviews and discussions with management and with the independent registered public accountants referred to above, and the receipt of an unqualified opinion from Ernst & Young LLP dated February 27, 2018, regarding our audited financial statements for the year ended December 31, 2017, as well as the opinion of Ernst & Young LLP on the effectiveness of internal controls over financial reporting dated February 27, 2018, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2017, for filing with the SEC.

Lori A. Walker, Chair
Valdemar L. Fischer
Richard S. Grant
Allan R. Rothwell
Paul S. Williams

The foregoing Report of the Audit Committee of the Board of Directors will not be deemed to be soliciting material or be incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933 or under the Exchange Act, except to the extent we specifically incorporate this information by reference and will not otherwise be deemed to be filed with the SEC under such Acts.

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OTHER MATTERS

We know of no other business that will be presented at the meeting. If any other matter properly comes before the stockholders for a vote at the meeting, however, the proxy holders will vote your shares in accordance with their judgment.

ADDITIONAL FILINGS AND INFORMATION

To reduce the expense of delivering duplicate proxy materials to stockholders who may have more than one account holding our stock, we have adopted a procedure approved by the SEC called householding. Under this procedure, certain stockholders of record who have the same address and last name, and who do not participate in electronic delivery of proxy materials, will receive only one copy of our Notice of Internet Availability, and as applicable, any additional proxy materials that are delivered, until such time as one or more of these stockholders notifies us that they want to receive separate copies. Stockholders who participate in householding will continue to have access to and utilize separate proxy voting instructions. Stockholders who hold shares in street name may contact their brokerage firm, bank, broker-dealer or other similar organization to request information about householding.

If your shares are held by an intermediary broker, dealer or bank in street name, your consent to householding may be sought, or may already have been sought, by or on behalf of the intermediary. If you wish to revoke a consent to householding obtained by a broker, dealer or bank which holds shares for your account, you may do so by calling Broadridge, toll-free at 1-800-542-1061. You will need your 16-digit investor identification number. You may also write to Broadridge Householding Department, 51 Mercedes Way, Edgewood, NY 11717, or contact your broker, bank or other intermediary.

If you are a stockholder of record and receive a single set of proxy materials as a result of householding, and you would like to have separate copies of our proxy materials mailed to you, please submit a request to our Secretary at Compass Minerals International, Inc., 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210, or via phone at 913-344-9202, and we will promptly send you what you have requested. However, please note that if you want to receive a paper proxy or voting instruction form or other proxy materials for purposes of the Annual Meeting, follow the instructions included in the Notice of Internet Availability that was sent to you. You can also contact us at the address above if you received multiple copies of the Annual Meeting materials and would prefer to receive a single copy in the future, or if you would like to opt out of householding for future mailings.

Our SEC filings are available without charge through our website at www.compassminerals.com. Additional copies of the Company s Annual Report to Stockholders are available upon a written request to Compass Minerals International, Inc., 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210, Attention: Secretary.

Proxy Solicitation

We will bear the entire cost of this proxy solicitation. Solicitation of proxies is being made by our management at the direction of our Board, without additional compensation, through the mail, in person or by telephone. We will reimburse brokerage firms, custodians, fiduciaries and other nominees for their out-of-pocket expenses in forwarding solicitation materials to beneficial owners upon our request.

Stockholder Proposals for our 2019 Annual Meeting

Any stockholder who intends to present a proposal at our 2019 annual meeting of stockholders must deliver the proposal to Compass Minerals International, Inc., 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210,

Attention: Secretary. Stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act must be received no later than November 26, 2018 and satisfy the requirements of Rule 14a-8 in order to be included in our proxy statement for our 2019 annual meeting.

Stockholder proposals not made under Rule 14a-8 must be received between January 8, 2019 and February 7, 2019 and satisfy the requirements of our Bylaws in order to be presented at our 2019 annual meeting. However, if the 2019 annual meeting is held more than 30 days before or after the anniversary of the 2018 annual meeting, then to be timely the stockholder s notice must be delivered not earlier than the close of business on the 120th day prior to the 2019 annual meeting and not later than the close of business on the later of the 90th day prior to the 2019 annual meeting or, if later, the 10th day following the day on which we first make a public announcement of the date of such meeting.

By order of the Board of Directors,

Diana C. Toman

Senior Vice President, General Counsel and Secretary

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About Us

Compass Minerals is a leading provider of essential minerals that solve nature s challenges, including salt for winter roadway safety and other consumer, industrial and agricultural uses, and specialty plant nutrition minerals that improve the quality and yield of crops. Our products support a variety of uses in industrial, agricultural, commercial and consumer markets primarily in the U.S., Canada, Brazil and the U.K.

Our Purpose

Through the responsible transformation of the earth s natural resources, Compass Minerals helps keep people safe, feed the world and enrich lives every day.

Compass to the Core

Our Core Values help empower us to fulfill our Mission. They guide our decisions and actions. By practicing these behaviors every day, we can all contribute to the success of Compass Minerals.

Not only do our Core Values serve as daily guidelines, they help us perform to our potential, deliver on our customers expectations, sustainably manage our operations and partner better with one another.

We are each responsible for knowing, living and demonstrating our Core Values in everything we do:

INTEGRITY: We operate in a fair and transparent manner, embracing the highest ethical standards in everything we do.

RESPECT: We are committed to creating a diverse, safe and inclusive organization where all are treated with dignity.

COLLABORATION: We accomplish more through cooperation and teamwork.

VALUE CREATION: We deliver the best possible results for our customers and stockholders in a manner that respects the resources entrusted to us.

HIGH PERFORMANCE: We achieve excellence through initiative, accountability and superior results.

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C O M P A S S M I N E R A L S INTERNATIONAL, INC.

9900 WEST 109TH STREET, SUITE 100

OVERLAND PARK, KS 66210

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on May 8, 2018. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on May 8, 2018. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

VOTE BY 401K STOCKHOLDERS

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on May 4, 2018. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR
BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

COMPASS MINERALS INTERNATIONAL, INC.

The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Directors	**For**	**Against**	**Abstain**
(1a) David J. D Antoni			
(1b) Allan R. Rothwell			
(1c) Lori A. Walker			

The Board of Directors recommends that you vote FOR Proposal 2 and FOR Proposal 3:

2. Approve, on an advisory basis, the compensation of Compass Minerals named executive officers, as set forth in the proxy statement.	**For**	**Against**	**Abstain**
3. Ratify the appointment of Ernst & Young LLP as Compass Minerals independent registered accounting firm for 2018.	**For**	**Against**	**Abstain**

For address changes and/or comments, please check this box and write them on the back where indicated.

Please indicate if you plan to attend this meeting. **Yes** **No**

In their discretion, the named proxies are authorized to vote on any other business properly brought before the meeting and any adjournments or postponements thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as representative, please give full title and attach papers showing authority, unless previously provided. Joint owners should each sign personally. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement and the Annual Report on Form 10-K are available at www.proxyvote.com.

COMPASS MINERALS INTERNATIONAL, INC.

Annual Meeting of Stockholders

May 9, 2018 at 9:00 a.m.

This proxy is solicited by the Board of Directors

The undersigned hereby appoints DIANA C. TOMAN and ZOE A. VANTZOS, and each of them with full power of substitution, proxies of the undersigned to vote the shares of common stock of Compass Minerals International, Inc. (Compass Minerals), at the Annual Meeting of Stockholders to be held at Compass Minerals headquarters, located at 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210 on Wednesday, May 9, 2018 at 9:00 a.m. local time, and at any postponements or adjournments thereof. Without limiting the authority granted herein, the above named proxies are expressly authorized to vote as directed by the undersigned as to those matters set forth on the reverse side hereof and in their discretion on all other matters that are properly brought before the annual meeting and at any postponements or adjournments thereof.

If more than one of the above named proxies shall be present in person or by substitution at such meeting or at any postponement or adjournment thereof, the majority of said proxies so present and voting, either in person or by substitution, shall exercise all of the powers hereby given. The undersigned hereby revokes any proxy heretofore given to vote at such meeting.

This proxy when properly executed will be voted in the manner directed herein by the undersigned. If no direction is given, this proxy will be voted FOR each of the nominees, FOR Proposal 2 and FOR Proposal 3.

Address Changes/Comments:_____

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)