COMPASS MINERALS INTERNATIONAL INC
Form DEF 14A
March 31, 2011

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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 ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

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

ý Definitive Proxy Statement

o Definitive Additional Materials

o 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):

ý No fee required.

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

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(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

COMPASS MINERALS INTERNATIONAL, INC.
9900 West 109th Street, Suite 100
Overland Park, Kansas 66210

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held May 11, 2011

To Our Stockholders:

We cordially invite you to attend the 2011 Annual Meeting of Stockholders of Compass Minerals International, Inc. The meeting will take place at the Doubletree Hotel Overland Park-Corporate Woods, 10100 College Blvd., Overland Park, Kansas 66210 on Wednesday, May 11, 2011, at 9:00 a.m. We look forward to your attendance either in person or by proxy.

The purpose of the meeting is to:

1. Elect two directors, each for a term of three years;
2. Ratify the appointment of Ernst & Young LLP as Compass Minerals' independent registered accounting firm for fiscal year 2011;
3. Provide an advisory vote regarding the compensation of the named executive officers for the fiscal year ended December 31, 2010, as set forth in the Proxy Statement;
4. Provide an advisory vote on the frequency of future stockholder votes on executive compensation; and
5. Transact any other business that may properly come before the meeting and any postponement or adjournment of the meeting.

Only stockholders of record at the close of business on March 14, 2011 may vote at the meeting or any postponements or adjournments of the meeting. This year we will take advantage of the rules of the Securities and Exchange Commission that allow us to furnish our proxy materials over the Internet. As a result, we are sending a Notice of Internet Availability of Proxy Materials to our stockholders rather than a full paper set of the proxy materials. The Notice of Internet Availability of Proxy Materials contains instructions on how to access our proxy materials on the Internet, as well as instructions on how stockholders may obtain a paper copy of the proxy materials. This process is expected to reduce the costs associated with printing and distributing our proxy materials.

To make it easier for you to vote, Internet and telephone voting are available. The instructions on the Notice of Internet Availability of Proxy Materials or your proxy card describe how to use these convenient services.

By order of the Board of Directors,

Rodney Underdown
Vice President, Chief Financial Officer,
Secretary and Treasurer

March 31, 2011

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

Important notice regarding the availability of proxy materials for the Annual Meeting to be held on May 11, 2011. The Company's Proxy Statement and Annual Report to security holders for the fiscal year ended December 31, 2010 are available at http://www.proxyvote.com (with your investor identification number) and http://www.compassminerals.com.

COMPASS MINERALS INTERNATIONAL, INC.
9900 West 109th Street, Suite 100
Overland Park, Kansas 66210

2011 PROXY STATEMENT

Based in the Kansas City metropolitan area, Compass Minerals International, Inc. ("Compass Minerals" or the "Company") is a leading producer of minerals, including salt, sulfate of potash specialty fertilizer and magnesium chloride. We currently operate 12 production and packaging facilities, including the largest rock salt mine in the world in Goderich, Ontario, and the largest salt mine in the United Kingdom ("U.K.") in Winsford, Cheshire. Our solar evaporation facility located in Ogden, Utah, is the largest solar salt production site in North America. The salt products are used for highway deicing, dust control, consumer deicing, water conditioning, consumer and industrial food preparation, agricultural and industrial applications. Compass Minerals is North America's leading producer of sulfate of potash ("SOP"), which is used in the production of specialty fertilizers for high-value crops and turf. In the U.K., we operate a records management business utilizing excavated areas of our Winsford salt mine with two other locations in London, England.

The Board of Directors of Compass Minerals (the "Board of Directors" or "Board") is providing you this Proxy Statement in connection with the solicitation of proxies on its behalf for the 2011 Annual Meeting of Stockholders. The meeting will take place at the Doubletree Hotel Overland Park-Corporate Woods, 10100 College Blvd., Overland Park, Kansas 66210 on Wednesday, May 11, 2011, at 9:00 a.m. At the meeting, stockholders will vote on the election of two directors, ratification of the appointment of Ernst & Young LLP as Compass Minerals' independent registered accounting firm for fiscal year 2011, and adoption of advisory resolutions approving the compensation of the named executive officers for the fiscal year ended December 31, 2010 as set forth in the Proxy Statement, and the frequency of future stockholder votes on executive compensation. 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 Rodney L. Underdown, an officer of Compass Minerals, Perry W. Premdas, and Allan R. Rothwell, directors of Compass Minerals, to represent you and vote your shares at the meeting in accordance with your instructions. 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. A stockholder submitting a proxy retains the right to revoke it at any time prior to the final vote at the Annual Meeting. You may revoke your proxy by voting again on a later date via the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the Annual Meeting will be counted), by signing and returning a new proxy card or voting instruction form with a later date, or by attending the Annual Meeting and voting in person. However, your attendance at the Annual Meeting will not automatically revoke your proxy unless you vote again at the Annual Meeting or specifically request that your prior proxy be revoked by delivering to the Company's corporate secretary a written notice of revocation prior to the Annual Meeting.

As permitted by rules adopted by the Securities and Exchange Commission ("SEC"), the Company has elected to provide stockholders with access to our proxy materials over the Internet rather than providing them in paper form. Accordingly, the Company will send a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials via the Internet, rather than a printed copy of the proxy materials, to stockholders of record as of the close of business on March 14, 2011. We expect to send the Notice of Internet Availability of Proxy Materials to stockholders entitled to vote at the Annual Meeting on or about March 31, 2011. Stockholders may also obtain a copy of these proxy materials in printed form by following the procedures set forth in the Notice of Internet Availability of Proxy Materials.

Compass Minerals' annual report to stockholders for the year ended December 31, 2010 (including Compass Minerals' audited annual financial statements) is provided with the Proxy Statement to those stockholders requesting copies. The annual report does not constitute a part of the proxy solicitation materials and is not incorporated by reference into this Proxy Statement.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE PROMPTLY VOTE ONLINE OR BY TELEPHONE OR SUBMIT YOUR PROXY.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

What is the purpose of the Annual Meeting?

At the Annual Meeting, the stockholders will be asked to:

1. Elect two directors, each for a term of three years;
2. Ratify the appointment of Ernst & Young LLP as Compass Minerals' independent registered accounting firm for fiscal year 2011;
3. Provide an advisory vote regarding the compensation of the named executive officers for the fiscal year ended December 31, 2010, as set forth in the Proxy Statement; and
4. Provide an advisory vote on the frequency of future stockholder votes on executive compensation.

Stockholders will also transact any other business that may properly come before the meeting. Members of Compass Minerals' management team and a representative of Ernst & Young LLP, Compass Minerals' independent registered accounting firm for 2011, have been invited to be present at the meeting to respond to appropriate 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?

Pursuant to rules adopted by the SEC, the Company has elected to provide access to its proxy materials over the Internet. Accordingly, the Company is sending a Notice of Internet Availability of Proxy Materials to the Company's stockholders. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice of Internet Availability of Proxy Materials 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 of Proxy Materials. 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 of Proxy Materials will provide you with instructions regarding how to view the Company's proxy materials for the Annual Meeting on the Internet and how to instruct the Company to send future proxy materials, including the Notice of Internet Availability of Proxy Materials, to you electronically by email. The Company's proxy materials are also available on the Company's website at http://www.compassminerals.com.

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 by Internet at http://www.proxyvote.com; by telephone at 1-800-579-1639 or by email. In each case, you will need your 12 digit investor identification number from the Notice of Internet Availability of Proxy Materials to request the materials.

Who is entitled to vote?

The record date for the meeting is March 14, 2011. 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 32,842,318 shares of Compass Minerals 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 of Proxy Materials is being forwarded to you by your bank or 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 proxy form from the record holder of your shares.

Which ballot measures are considered "routine" or "non-routine"?

The advisory vote on the ratification of the appointment of Ernst & Young LLP as the Company's independent registered accounting firm for 2011 (Proposal No. 2) 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. 2.

The election of directors (Proposal No. 1), the advisory vote on the compensation of named executive officers (Proposal 3), and the advisory vote on the frequency of future advisory votes on the compensation of named executive officers' executive compensation (Proposal No. 4) are considered non-routine under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore there may be broker non-votes on Proposals No. 1, 3 and 4.

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 Compass Minerals stockholders as of the record date, March 14, 2011, may attend the Annual Meeting.

What if a quorum is not present at the meeting?

If a quorum is not present at the scheduled time of the meeting, the stockholders who are represented 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. Class II Directors currently in office will continue to serve until their successors are elected and qualified.

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 of Proxy Materials you receive, or by completing and returning each proxy card you receive.

If I am a stockholder of record of the Company's shares, how do I vote?

There are four ways to vote:

Via the Internet. You may vote by proxy via the Internet by following the instructions provided in the Notice of Internet Availability of Proxy Materials.

By telephone. You may vote by proxy by calling the toll-free number found on the Notice of Internet Availability of Proxy Materials or, if you request printed copies of the proxy materials be sent to you by mail, you may vote by proxy by calling the toll-free number found on the proxy card.

By mail. If you request printed copies of the proxy materials be sent to you by mail, you may vote by proxy by filling out the proxy card and sending it back in the envelope provided.

In person. If you are a stockholder of record, you may vote in person at the Annual Meeting. If you desire to vote in person at the Annual Meeting, please request a ballot when you arrive.

If I am a beneficial owner of shares held in "street name," how do I vote?

There are four ways to vote:

Via the Internet. You may vote by proxy via the Internet by visiting http://www.proxyvote.com and entering the control number found in the Notice of Internet Availability of Proxy Materials.

By telephone. You may vote by proxy by calling the toll-free number found on the Notice of Internet Availability of Proxy Materials or, if you request printed copies of the proxy materials be sent to you by mail, you may vote by proxy by calling the toll-free number found on the voting instruction form you received from the record holder.

By mail. If you request printed copies of the proxy materials be sent to you by mail, you may vote by proxy by filling out the voting instruction form you received from the record holder and sending it back in the envelope provided.

In person. If you are a beneficial owner of shares held in street name and you wish to vote in person at the Annual Meeting, you must obtain a legal proxy from the record holder.

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?

Your Board recommends that you vote:

FOR the election of the two nominees to the Board of Directors;

FOR the ratification of Ernst & Young LLP as Compass Minerals' independent registered accounting firm; and

FOR adoption of the advisory resolution approving the compensation of the named executive officers for the fiscal year ended December 31, 2010, as set forth in the Proxy Statement.

The Board expresses no preference regarding the frequency of future advisory votes on executive compensation.

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

If you submit a proxy, but do not indicate any voting instructions, your shares will be voted:

FOR the election of the two nominees to the Board of Directors;

FOR the ratification of Ernst & Young LLP as Compass Minerals' independent registered accounting firm;

FOR adoption of the advisory resolution approving the compensation of the named executive officers for the fiscal year ended December 31, 2010, as set forth in the Proxy Statement; and

ABSTAIN in the vote on the frequency of future advisory votes on executive compensation.

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

If you are a holder of record (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.

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, your record holder can vote your shares on the ratification of the independent registered accounting firm. However, your record holder cannot vote your shares without your specific instructions on the election of directors, the advisory vote on executive compensation, and the advisory vote on the frequency of future say-on-pay votes.

For the proposals listed above for which a broker cannot vote without your instruction, if you do not provide voting instructions to your 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 enough votes are present to hold the Annual Meeting.

Will any other business be conducted at the meeting?

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 best judgment.

How many votes are required to elect the director nominees?

The affirmative vote of a plurality of the votes cast at the meeting is required to elect the two nominees as directors. This means that the two nominees will be elected if they receive more affirmative votes than any other person. If you mark "Withhold" with respect to one or more nominees, your shares will not be voted with respect to the person or persons indicated, although they will be counted for purposes of determining whether there is a quorum.

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 unless you have withheld authority.

How many votes are required to ratify the appointment of Compass Minerals' independent registered accounting firm?

The ratification of the appointment of Ernst & Young LLP as Compass Minerals' independent registered accounting firm requires the affirmative vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote.

How many votes are required to adopt the advisory resolution approving the Company's executive compensation?

The advisory resolution approving the Company's executive compensation as disclosed in this Proxy Statement requires the affirmative vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote.

How many votes are required to adopt the advisory resolution regarding the frequency of future say-on-pay votes?

The Company will consider the advisory vote on the frequency of future say-on-pay votes (every one, two, or three years) a plurality vote since there are more than two options. The Company will consider stockholders to have expressed a non-binding preference for the frequency option that receives the most favorable votes.

How will abstentions be treated?

A vote to "withhold" on the election of directors and "abstain" on the advisory vote on frequency of future non-binding say-on-pay votes will have *no effect* on the outcome. A vote to "abstain" on the ratification of the appointment of the independent registered accounting firm and on the advisory resolution approving the Company's executive compensation will have the effect of a vote *against*.

If you vote to "withhold" or "abstain," your shares will be counted as present for purposes of determining whether enough votes are present to hold the Annual Meeting.

How will broker non-votes be treated?

Broker non-votes will be treated as shares present for quorum purposes but not entitled to vote, so they will not affect the outcome of any proposal.

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 an 8-K Filing with the SEC no later than May 17, 2011. After the Form 8-K is filed, you may obtain a copy by visiting our website.

PROPOSAL 1 ELECTION OF DIRECTORS

Current Nominees

The Board of Directors currently consists of eight directors divided into three classes (Class I, Class II and Class III). Directors in each class are elected to serve for three-year terms that expire in successive years. The terms of the Class II directors will expire at the upcoming Annual Meeting. The Board of Directors has nominated Bradley J. Bell and Richard S. Grant for election as Class II directors for three-year terms expiring at the Annual Meeting of Stockholders to be held in 2014 and until their successors are elected and qualified. Bradley J. Bell and Richard S. Grant currently serve as Class II directors. Mr. Bell was first elected to serve on the board of directors in 2003, and Mr. Grant was first elected to serve in 2004.

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, 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 unless you have withheld authority.

The affirmative vote of a plurality of the votes cast at the meeting is required to elect the two nominees as directors. This means that the two nominees will be elected if they receive more affirmative votes than any other person.

YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF EACH OF THE TWO NOMINEES.

The following table sets forth, with respect to each nominee, his name, age, principal occupation, and employment during the past five years, the year in which he first became a director of Compass Minerals and directorships held in other public companies during the past five years as well as the experience, qualifications, attributes and skills that led to the conclusion that he should serve as a director.

NOMINEES FOR ELECTION AS CLASS II DIRECTORS FOR A THREE-YEAR TERM EXPIRING AT THE 2014 ANNUAL MEETING

Each of the two nominees listed below was nominated for election as a director based on the recommendation of the Company's Nominating/Corporate Governance Committee.

Director	Age	Principal Occupation and Directorships
Mr. Bradley J. Bell	58	Bradley J. Bell has been a director of the Company since December 2003. Mr. Bell was Executive Vice President and Chief Financial Officer of Nalco Holding Company from November 2003 until his retirement in December 2010. From 1997 to 2003, Mr. Bell served as Senior Vice President and Chief Financial Officer of Rohm and Haas Company, an international manufacturer of specialty chemicals. Since 2001, Mr. Bell has served as a director of IDEX Corporation, a publicly traded global fluidics company. Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Bell brings to the Board his valuable experience in finance and financial reporting, strategic planning and acquisitions and divestitures. In addition, his significant knowledge of capital markets makes him a valuable member of the Board.
Mr. Richard S. Grant	64	Richard S. Grant has been a director of the Company since April 2004. From 1998 through 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 currently serves as a director of BlueLinx Holdings, Inc., a distributor of building products. From 2006 to 2007, Mr. Grant served as a director of Distributed Energy Systems Corporation. Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Grant brings to the Board his valuable experience with general management and strategic planning, including oversight of major capital projects. In addition to his dual U.S.-U.K. citizenship, Mr. Grant's significant experience serving on the boards of directors and board committees of other publicly traded and international companies makes him a valuable member of the Board.

Continuing Directors

The terms of Compass Minerals' three Class III and three Class I directors expire at the Annual Meeting of Stockholders in 2012 and 2013, respectively. The following tables set forth, with respect to Class III and Class I directors, their names, ages, principal occupations and directorships during the past five years, the year in which they first became directors of Compass Minerals, and directorships in other public companies during the past five years (even if they no longer serve on those boards). The tables also set forth the experience, qualifications, attributes and skills that led to the conclusion that he should serve as a director.

CLASS III DIRECTORS CONTINUING IN OFFICE
WHOSE TERMS EXPIRE AT THE 2012 ANNUAL MEETING

Director	Age	Principal Occupation and Directorships
Mr. David J. D'Antoni	66	David J. D'Antoni has been a director of the Company since November 2004. In September 2004, Mr. D'Antoni retired from Ashland, Inc. where he served as Senior Vice President and Group Operating Officer of APAC and Valvoline since March 2000. He also served as President of APAC from July 2003 until January 2004. Mr. D'Antoni has served as a director of State Auto Financial Corporation, an insurance holding company since 1995, and as a director of OMNOVA Solutions, Inc., a global provider of emulsion polymers and specialty chemicals since 2004. Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. D'Antoni brings to the Board his valuable experience with general management and acquisitions and divestitures. In addition, Mr. D'Antoni's significant knowledge of legal, regulatory, and environmental, health and safety matters makes him a valuable member of the Board.
Mr. Perry W. Premdas	58	Perry W. Premdas has been a director of the Company since December 2004. Mr. Premdas was the Chief Financial Officer of Celanese AG and a member of its board of management from 1999 to 2004. From 1997 to 1998, Mr. Premdas served as a Senior Executive Vice President and Chief Financial Officer of Centeon LLC, a joint venture of Hoechst AG and Rhone Poulenc SA. From 2007 to 2010, Mr. Premdas served as a director of Ferro Corporation, a global producer of technology-based performance materials for manufacturers. Since 2008, Mr. Premdas has served as a director of Balchem Corporation, an international specialty products manufacturer, and Fresenius Kabi Pharmaceuticals Holding, Inc., an integrated pharmaceutical company that develops, manufactures and markets injectable pharmaceutical products. Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Premdas brings to the Board his valuable experience in finance and general management of global businesses, as well as service experience on the audit committees of other public companies. In addition, Mr. Premdas' significant knowledge of chemical businesses makes him a valuable member of the Board.

Director	Age	Principal Occupation and Directorships
Mr. Allan R. Rothwell	63	Allan R. Rothwell has been a director of the Company since March 2006. In April of 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 has served as a director of OMNOVA Solutions, Inc., a global provider of emulsion polymers, specialty chemicals and decorative and functional surfaces since 2010. Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Rothwell brings to the Board his valuable experience in sales and general strategic planning of a global chemical business and his international business experience, having lived in Japan for four years while having responsibility for operations in both Japan and Korea. In addition, Mr. Rothwell's significant knowledge of finance and acquisitions and divestitures makes him a valuable member of the Board.

CLASS I DIRECTORS CONTINUING IN OFFICE
WHOSE TERMS EXPIRE AT THE 2013 ANNUAL MEETING

Director	Age	Principal Occupation and Directorships
Dr. Angelo C. Brisimitzakis	52	Angelo C. Brisimitzakis has been a director of the Company since May 2006, when he was appointed to the Board of Directors and retained as President and CEO of the Company. Dr. Brisimitzakis was employed from 1998 until 2005 at Great Lakes Chemical Corporation last serving as Executive Vice President and General Manager of the flame retardants and performance products division. Dr. Brisimitzakis joined Great Lakes Chemical Corporation after fifteen years of service with General Electric Company in multiple businesses. Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Dr. Brisimitzakis brings to the Board his valuable experience in operations, sales, supply chain, and general management of global materials businesses. He also has valuable experience in acquisitions and strategic planning. Dr. Brisimitzakis' exceptional education that includes a Ph.D in chemistry and an MBA in marketing, combined with international business experience having lived in Japan for two years, and his position as CEO, make him a uniquely qualified member of the Board.
Mr. Timothy R. Snider	60	Timothy R. Snider has been a director of the Company since March 2006. He retired as the President and Chief Operating Officer of Freeport-McMoran Copper and Gold, Inc. in April 2008. Prior to this position, he was President and Chief Operating Officer of Phelps Dodge Corporation until its merger with Freeport-McMoran. Mr. Snider joined Phelps Dodge Corporation in 1970 in its copper division. He currently serves as Chairman and Director of Cupric Canyon Capital, LLC, a private copper acquisition company owned by management and jointly funded by management and the *Barclays Natural Resource Investments* division of Barclays Capital, the investment banking division of Barclays Bank PLC. Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Snider brings to the Board his valuable career of experience in managing and operating mining businesses, including general and strategic long-term planning of resources. In addition, Mr. Snider's significant knowledge of budget planning and acquisitions and divestitures makes him a valuable member of the Board.

Director	Age	Principal Occupation and Directorships
Mr. Paul S. Williams	51	Paul S. Williams has been a director of the Company since June 2009. From April 2001 through April 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. He also currently serves as a director of State Auto Financial Corp., an insurance holding company, and Bob Evans Farms, Inc., an owner and operator of restaurants. Mr. Williams has been a Partner and Managing Director with Major, Lindsey & Africa, LLC, an executive recruiting firm, since April 2005, where he also serves as Director of Global Diversity Search, assisting legal organizations in enhancing their diversity. He is a well-respected leader in the area of diversity, frequently speaking on diversity-related issues. Beyond meeting the minimum qualifications discussed under "Corporate Governance Guidelines," Mr. Williams brings to the Board his valuable experience in acquisitions and divestitures and legal and regulatory matters, drawing from his service on the boards of directors and board committees of other publicly traded companies. In addition, Mr. Williams' significant knowledge of human resources and leadership development as well as compensation policies makes him a valuable member of the Board.

INFORMATION REGARDING BOARD OF DIRECTORS AND COMMITTEES

Director Independence

As required by the rules of the NYSE, the Board of Directors 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 one or more directors (*e.g.*, in connection with a change in employment status.)

Under NYSE rules, a director is independent if the Board of Directors affirmatively determines that the director currently has no direct or indirect material relationship with the Company, and for the last three years:

- the director has not been an employee of the Company, and no member of the director's immediate family has served as an executive officer of the Company;
- neither the director nor any member of the director's immediate family has received more than $120,000 per twelve-month period in direct compensation from the Company (excluding director or committee fees, pensions or deferred compensation for prior service);
- the director has not been affiliated with or employed by, and no member of the director's immediate family has been affiliated with or employed in a professional capacity by, the Company's present or former internal or external auditors;
- neither the director nor any member of the director's immediate family has been employed as an executive officer by any company whose compensation committee includes an executive officer of the Company; and
- the director has not been employed by, and no member of the director's immediate family has been an executive officer of any company that makes payments to or receives payments from the Company for property or services in amounts exceeding the greater of $1 million or 2% of such company's consolidated gross revenues for any fiscal year.

In making this determination, the Board of Directors broadly considers the relevant facts and circumstances, including:

- the nature of any relationships with the Company, including personal and business relationships as well as any relationships with the director's employer or any company on whose board the director serves;
- the significance of the relationship to the Company, the other organization and the individual director;
- whether or not the relationship is solely a business relationship in the ordinary course of the Company's and the other organization's businesses and does not afford the director any special benefits; and
- any commercial, banking, consulting, legal, accounting, charitable and familial relationships.

After considering the standards for independence adopted by the NYSE and the various other factors described above, the Board of Directors has determined that, in its judgment, Bradley J. Bell, David J. D'Antoni, Richard S. Grant, Perry W. Premdas, Allan R. Rothwell, Timothy R. Snider and Paul S. Williams are independent. In making these determinations, the Board of Directors has considered the relevant facts and circumstances. The Board of Directors has also determined that, in its judgment, there are no other relationships, whether industrial, banking, consulting, legal, accounting, charitable or familial, which would impair the independence of any of these directors or nominees. Under NYSE rules, Dr. Brisimitzakis cannot be deemed independent due to his current position as a Company employee.

None of the directors, other than Dr. Brisimitzakis, receives any compensation from the Company other than customary director fees, including lead independent director fees, fees for chairing Board committees, and beginning in 2011, an annual committee service fee.

Meetings

The Board of Directors held five meetings and took action by unanimous consent one time during 2010. All of the directors of the Company attended at least three-quarters of the meetings held by the Board of Directors and the applicable committees during their tenure in 2010.

Board Leadership

The Board of Directors has a Lead Independent Director, charged with chairing the executive sessions of non-employee directors, and coordinating evaluations of the Board, Board committees, individual directors and CEO performance. The Lead Independent Director also acts as a liaison between the non-employee directors and the Company's management and assists the Company's Chief Executive Officer in establishing agendas for Board meetings and prioritizing Board activities and other matters pertinent to the Company and the Board of Directors. Executive sessions of non-employee directors are held as part of each regularly scheduled meeting of the Board of Directors. Any non-employee director can request that an additional executive session be scheduled. During 2010, the Board of Directors elected Richard S. Grant to serve as Lead Independent Director. Mr. Grant has served in that position since it was created on May 11, 2006.

We believe our Board leadership is effective. The current structure appropriately allows full discussion of significant issues, supported by input from executive management. Agendas for board meetings are built around an annual board approved matrix of topics with additional elements developed jointly by the CEO and the Lead Independent Director with input from the other directors. Board meetings are led by the CEO with significant input from the Lead Independent Director. All directors (other than the CEO) are independent, and the majority of them served as directors prior to the hiring of our CEO. Functioning in this manner, the Board presently does not see the need to have a Chairman.

The Board of Directors periodically considers whether this leadership structure is appropriate for the Company and has concluded that the structure remains appropriate given the specific circumstances of the Company, including the established effectiveness of the Lead Independent Director's role on the board, the Nominating/Corporate Governance Committee's significant role in the nominee selection process for new or re-elected directors, the independence of all seven non-management directors of the Board, and the effectiveness of the executive session meetings of non-employee directors at each regularly scheduled meeting of the Board of Directors.

Board's Role in Risk Oversight

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

Company management has implemented an enterprise risk management process and presents an overview of those findings periodically to the Board of Directors. Specific committees of the Board of Directors, in particular the Audit Committee and the Environmental Health and Safety Committee, are provided with more specific information on risk mitigation activities relating to the responsibilities of those committees. In addition, the Compensation Committee of the Board evaluates and oversees risks associated with compensation practices.

The Company's enterprise risk management process is intended to identify and assess risk and to develop strategies regarding risk acceptance, reduction, or avoidance. The Company's management periodically presents enterprise risk management to the entire Board of Directors, providing the Board of Directors an opportunity to ask questions and provide guidance on the Company's risk management activities. The Audit Committee reviews the enterprise risk management process annually, and the entire Board is provided with background and mitigation plans for key risks. Risk assessment and management is also reflected in the Company's annual strategic planning process. The resulting strategic plan is presented to and discussed by the Board of Directors annually.

The independent structure of the Board of Directors enables objective oversight of the risk management process.

Compensation Policies and Practices Related to Risk Management

The Company considered whether risks arising from the Company's compensation policies and practices are reasonably likely to have a material adverse effect on the Company. This analysis included the broad facts and circumstances of the Company's executive compensation program, pay rates of Company employees compared to payment practices at peer companies, the mix of corporate/business-unit bonus plan targets, the prevalence of share ownership in the key employee group, and broad stock ownership guidelines. Based on that analysis, the Company determined that the risks arising from the Company's policies and practices are not reasonably likely to have a material adverse impact on the Company.

Policies

The Board of Directors has a policy limiting the number of public company boards on which a director may serve. Non-employee directors are limited to five board positions of for-profit companies, while the Chief Executive Officer of the Company is limited to two board positions of for-profit companies (in both cases the total number includes the Company) without the approval of the Board of Directors. In 2010, the Board of Directors and each committee reviewed its performance, and the Board reviewed the performance of individual directors.

Committees

Committees of the Board of Directors include an Audit Committee, a Compensation Committee, a Nominating/Corporate Governance Committee, and an Environmental, Health and Safety Committee. Committee memberships as of the date of this proxy are as follows:

Audit Committee	Compensation Committee	Nominating/ Corporate Governance Committee	Environmental, Health and Safety Committee
Perry W. Premdas	Bradley J. Bell	David J. D'Antoni	Allan R. Rothwell
Chair	*Chair*	*Chair*	*Chair*
Richard S. Grant	Timothy R. Snider	Bradley J. Bell	Angelo C. Brisimitzakis
Allan R. Rothwell	Perry W. Premdas	Richard S. Grant	David J. D'Antoni
Paul S. Williams	Paul S. Williams	Allan R. Rothwell	Timothy R. Snider

Audit Committee. The Audit Committee held eight meetings in 2010. The Audit Committee is governed by the Audit Committee Charter, which is available on the Company's website

(http://www.compassminerals.com). The functions of the Audit Committee are described in the Audit Committee Charter and include:

- overseeing the work of the Company's internal accounting and auditing processes and discussing with management the Company's processes to manage business and financial risk, and to ensure compliance with significant applicable legal, ethical and regulatory requirements;
- responsibility for the appointment, compensation, retention and oversight of the independent registered accounting firm engaged to prepare or issue audit reports on the financial statements of the Company;
- responsibility for overseeing the independent registered accounting firms' qualifications and independence;
- annually reviewing and assessing the Company's Code of Business Conduct and Ethics, and submitting recommendations to the Board; and
- at least annually, reviewing and evaluating its charter, and its own performance including its compliance with its charter and reporting the results of such evaluation, including any changes in procedures or policies to the Board of Directors.

The Audit Committee relies on the expertise and knowledge of management, the Company's internal auditors, and the independent registered accounting firm in carrying out its oversight responsibilities.

The Company has adopted a Code of Business Conduct and Ethics for our directors, officers, and employees. Depending upon the type of violation, violations are required to be reported to a supervisor, the next level of management, a human resources representative, Company legal counsel or the Chief Compliance Officer. Violations may also be reported to the Company's anonymous Compliance Hotline. If the Chief Compliance Officer determines that a director, officer or employee of the Company has violated the Code of Business Conduct and Ethics, he must report the violation to the Chief Executive Officer and the Company's Audit Committee. The Code of Business Conduct and Ethics is available on the Company's website (http://www.compassminerals.com).

The Board of Directors has affirmatively determined that, in its judgment, each member of the Audit Committee meets the independence requirements for Audit Committee members as established by the NYSE. The Board of Directors has determined that Perry W. Premdas and Allan R. Rothwell are each an "audit committee financial expert," as defined by applicable rules of the SEC. A report of the Audit Committee is set forth on pages 21-22 of this Proxy Statement.

Compensation Committee. The Compensation Committee held seven meetings in 2010. The Compensation Committee is governed by the Compensation Committee Charter which is available on the Compass Minerals website (http://www.compassminerals.com). The Compensation Committee is charged with, among other things:

- at least annually, reviewing the compensation philosophy of the Company;
- at least annually, reviewing and approving corporate goals and objectives relating to the compensation of the CEO, evaluating the performance of the CEO in light of those goals and objectives, and determining and approving the compensation of the CEO based on such evaluation;
- at least annually, reviewing succession and development plans for the CEO and all executive officers for presentation to the full Board of Directors;
- at least annually, reviewing and approving all compensation, including perquisites, for all executives of the Company with a base salary equal to or greater than $150,000;

making recommendations to the Board of Directors with respect to non-CEO compensation, incentive-compensation plans, equity-based plans, retirement plans, and reviewing and approving all officers' employment agreements and severance arrangements;

at least annually, reviewing the compensation of the Board as compared to other similarly sized or industry-related companies;

striving to ensure that the compensation paid to the Company's executive officers is fully deductible under the Internal Revenue Code of 1986, as amended ("Tax Code");

at least annually, reviewing and evaluating its charter, and its own performance including its compliance with its charter and reporting the results of such evaluation, including any changes in procedures or policies to the Board of Directors;

reviewing the risks related to the Company's compensation policies and practices, and reviewing and discussing, at least annually, the relationship between the Company's risk management policies and practices, the Company's corporate strategy, and the Company's compensation policies and practices;

reviewing and approving the Company's Director Compensation Report, and reviewing and discussing with management the Compensation Discussion & Analysis ("CD&A") and, based on those discussions, determining whether to recommend to the Board that the CD&A be included in the Company's Proxy Statement.

The Board of Directors has affirmatively determined that, in its judgment, each member of the Compensation Committee meets the definition of an independent director as established by the NYSE. A report of the Compensation Committee is set forth on page 45 of this Proxy Statement.

Nominating/Corporate Governance Committee. The Nominating/Corporate Governance Committee is governed by the Nominating/Corporate Governance Committee Charter, which is available on the Company's website (http://www.compassminerals.com). The Nominating/Corporate Governance Committee held six meetings during 2010. The functions of the Nominating/Corporate Governance Committee are described in the Nominating/Corporate Governance Committee Charter and include:

identifying qualified candidates to become Board members;

assessing and determining whether to recommend for re-election to the Board each incumbent director nearing the end of his or her term, taking into account his or her effectiveness, fit and potential future contribution if re-elected;

identifying, interviewing and nominating new candidates for election as directors at the next Annual Meeting of Stockholders (or a special meeting of stockholders at which directors are to be elected) and recommending new candidates to fill board vacancies that arise between stockholders' meetings;

recommending minimum qualifications for directors and committee appointments, committee chairs and Lead Independent Director to the Board;

developing policies and procedures for submissions by stockholders of director candidates and consideration of those candidates by the Board;

developing and recommending to the Board a set of corporate governance guidelines and principles applicable to the Company, and at least annually, recommending updates if necessary that reflect changes in legislation, listing standards or

good corporate practices;

annually reviewing director independence and related party transactions and reporting any material transactions to the Audit Committee and Board of Directors as appropriate; and

at least annually, reviewing and evaluating its charter, and its own performance including its compliance with its charter and reporting the results of such evaluation, including any changes in procedures or policies to the Board of Directors.

The Board of Directors has affirmatively determined that, in its judgment, each member of the Nominating/Corporate Governance Committee meets the definition of an independent director as established by the NYSE.

Environmental, Health and Safety Committee. The Environmental, Health and Safety Committee was established to monitor compliance with environmental, health and safety initiatives and policies adopted by the Company. The Environmental, Health and Safety Committee charter is available on the Company's website (http://www.compassminerals.com). The Committee held four meetings in 2010. The functions of the Environmental, Health and Safety Committee are described in its Charter and include:

reviewing and assessing the Company's policies and practices with respect to matters affecting this Company's environmental, health and safety responsibilities including the following matters:

reviewing and discussing with management the Company's results/metrics as such are related to environmental, health and safety issues;

reviewing and discussing with management corrective actions undertaken by the Company as such are related to environmental, health and safety issues;

periodically engaging in discussions with management relating to operational oversight;

advising management and the Board of Directors of its findings;

recommending to management and the Board of Directors, as appropriate, new or revised policies and practices on employee health and safety, the protection and enhancement of the environment; and product integrity and safety; and

at least annually, reviewing and evaluating its charter, and its own performance including its compliance with its charter and reporting the results of such evaluation, including any changes in procedures or policies to the Board of Directors.

CORPORATE GOVERNANCE GUIDELINES

Consideration of Director Nominees; Director Qualifications

The Board of Directors has adopted Corporate Governance Guidelines, which are available on the Company's website (http://www.compassminerals.com). The Corporate Governance Guidelines set forth, among other things, director qualification standards. While the selection of qualified directors is a complex, subjective process that requires consideration of many intangible factors, the Corporate Governance Guidelines provide that the Nominating/Corporate Governance Committee and the Board of Directors should take into account the following criteria, among others, in considering directors and candidates for the Board:

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

The Nominating/Corporate Governance Committee reviews the experience, qualifications, attributes and skills that qualify each director or director nominee to serve on the Board of Directors, in addition to the minimum qualifications described above. The Nominating/Corporate Governance

Committee charter was amended on February 4, 2010 to formalize the Committee's past practice of considering diversity as a factor in director nominations. In making such selections, the Company has viewed diversity broadly to include differences in customs, culture, thought, generational views, race, gender, skills, knowledge, experience and background. The Nominating/Corporate Governance Committee considers the elements of its charter in its annual evaluation of the effectiveness of its performance.

Procedures for Recommendations by Stockholders

The Nominating/Corporate Governance Committee will consider director candidates submitted by stockholders of Compass Minerals. Any stockholder who has beneficially owned more than 5% of the Company's common stock for at least one year wishing to submit a candidate for consideration should send the following information to the Company at 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210, Attn: Secretary:

- the name and address of the stockholder submitting the candidate as it appears on the Company's books, the number and class of shares owned beneficially and of record by such stockholder, the length of period held and proof of ownership of such shares;
- name, age and address of the candidate;
- a detailed description of, among other things, the candidate's educational and employment background, material outside commitments (*e.g.*, current employment responsibilities, memberships on other boards and committees, charitable foundations, etc.) and a listing of the candidate's qualifications to be a director (specifically in relation to the Corporate Governance Guidelines);
- any information relating to such candidate that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to the Securities Exchange Act of 1934, as amended and rules adopted thereunder;
- a description of any arrangements or understandings between the recommending stockholder and such candidate; and
- a signed statement from the candidate confirming his or her willingness to serve on the Board of Directors and to complete and sign the Company's questionnaire addressing conflicts of interest and adherence to the Company's Code of Business Conduct and Ethics, if elected.

The Secretary of Compass Minerals will promptly forward such materials to the Nominating/Corporate Governance Committee chair. The Secretary will also maintain copies of such materials for future reference by that Committee when filling Board positions.

If a vacancy arises or the Board decides to expand its membership, the Nominating/Corporate Governance Committee will seek recommendations of potential candidates from a variety of sources that may include incumbent directors, stockholders, the Company's management and third-party search firms. At that time, the Nominating/Corporate Governance Committee will also consider potential candidates submitted by stockholders in accordance with the procedures described above. The Nominating/Corporate Governance Committee then evaluates each potential candidate's educational background, employment history, outside commitments and other relevant factors to determine whether he or she is potentially qualified to serve on the Board. The Committee seeks to identify and recruit the best available candidates, and it intends to evaluate qualified stockholder candidates on the same basis as those submitted by other sources.

After completing this process, the Nominating/Corporate Governance Committee will determine whether one or more candidates are sufficiently qualified to warrant further investigation. If the process yields one or more desirable candidates, the Committee will rank them by order of preference,

depending on their respective qualifications and Compass Minerals' needs. The Nominating/Corporate Governance Committee chair, or another director designated by the Nominating/Corporate Governance Committee chair, will then contact the desired candidate(s) to evaluate their potential interest and provide opportunity for interviews with Nominating/Corporate Governance Committee members and other directors. All such interviews are held in person and include only the candidate and the Nominating/Corporate Governance Committee members. Based upon interview results, the candidate's qualifications and appropriate background checks, the Nominating/Corporate Governance Committee will then decide whether to recommend the candidate's nomination to the full Board.

In addition, the Company's bylaws permit stockholders to nominate candidates for election as a director at an annual stockholder meeting. To nominate a candidate a stockholder must follow the procedure and deliver the information required by our bylaws. *See also* "ADDITIONAL FILINGS AND INFORMATION Stockholder Proposals for 2011 Annual Meeting."

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

The Board of Directors has adopted the following procedures for stockholders or other interested parties to send communications to the Board or individual directors of the Company.

Individuals seeking to communicate with the Board of Directors should submit their written comments to the Company at 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210, Attn: Secretary. The Company's Secretary will forward all such communications (excluding routine advertisements and business solicitations and communications that the Secretary, in his or her sole discretion, deems to be a security risk or for harassment purposes) to each member of the Board of Directors or, if applicable, to the individual director(s) named in the correspondence.

The Company reserves the right to screen materials sent to its directors for potential security risks and/or harassment purposes before forwarding interested party communications to the Board of Directors. The Company's Secretary will determine the appropriate timing for forwarding communications to the directors. The Secretary will consider each communication to determine whether it should be forwarded promptly or compiled and sent with other communications and other Board materials in advance of the next scheduled Board meeting.

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

Although the Company does not have a formal policy regarding the attendance by members of the Board of Directors at the Annual Meetings of stockholders, it encourages the members of the Board of Directors to attend. In 2010, all of the members of the Board of Directors then serving on the Board attended the Annual Meeting of Stockholders.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

The Audit Committee operates pursuant to a written charter, which has been approved and adopted by the Board of Directors and is reviewed and reassessed annually by the Audit Committee. The Audit Committee Charter is available in the Corporate Governance section of the Company's website (http://www.compassminerals.com). For the year that ended December 31, 2010, and as of the date of the adoption of this report, the Audit Committee consisted of four directors who met the independence and experience requirements of the New York Stock Exchange. The Board of Directors has determined that Mr. Premdas and Mr. Rothwell are each an "audit committee financial expert" as defined by the applicable rules of the Securities and Exchange Commission.

The Audit Committee reviews Compass Minerals' financial reporting process on behalf of the Board of Directors and oversees the entire audit function, including the selection of independent registered public accountants. Management of the Company has the primary responsibility for the Company's financial reporting process, principles and internal controls, as well as preparation of its financial statements. The Company's independent registered public accountants are responsible for performing an audit of the Company's financial statements and expressing an opinion as to the conformity of such financial statements to accounting principles generally accepted in the United States.

In fulfilling its responsibilities, the Audit Committee reviewed and discussed with management the audited financial statements for the year that ended December 31, 2010, 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 Compass Minerals' Annual Report on Form 10-K for the year that ended December 31, 2010, and discussed with management its assessment of 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 Compass Minerals' 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 statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T. 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 Compass Minerals' internal auditors 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 management present, to discuss the results of their examinations of Compass Minerals' internal controls, including controls over the financial reporting process and the overall quality of Compass Minerals' financial reporting.

Members of the Audit Committee rely, without independent verification, on the information provided to them and on the representations made by 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 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 management and the auditors on the basis of the information it receives, discussions with 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 22, 2011, regarding the audited financial statements of Compass Minerals for the year that ended December 31, 2010, as well as the opinion of Ernst & Young LLP on the effectiveness of internal controls over financial reporting, 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, 2010, for filing with the Securities and Exchange Commission.

Perry W. Premdas, Chair
Richard S. Grant
Allan R. Rothwell
Paul S. Williams

The foregoing Report of the Audit Committee of the Board of Directors shall 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 Securities Exchange Act of 1934, except to the extent Compass Minerals specifically incorporates this information by reference and shall not otherwise be deemed to be filed with the SEC under such Acts.

PROPOSAL 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED ACCOUNTING FIRM

Appointment of the Independent Registered Accounting Firm

Ernst & Young LLP ("Ernst & Young") audited the Company's annual financial statements for the year ended December 31, 2010. The Audit Committee has appointed Ernst & Young to be the Company's independent registered accounting firm for the fiscal year ending December 31, 2011. The stockholders are asked to ratify this appointment at the Annual Meeting. The Company has invited representatives of Ernst & Young to be present at the Annual Meeting and expects that they will attend. If present, these representatives will have the opportunity to make a statement, if they desire to do so, and will be available to respond to appropriate questions from the stockholders at the Annual Meeting.

Auditor Fees

The following table shows the fees paid or accrued for audit and other services provided by Ernst & Young for fiscal 2010 and 2009 (in millions):

	2010	2009
Audit Fees(a)	$ 0.9	$ 1.1
Audit-Related Fees(b)	$ 0.0	$ 0.1
Tax Fees(c)	$ 0.2	$ 0.2
All Other Fees	$ 0.0	$ 0.0
Total	$ 1.1	$ 1.4

(a) Relates to services for the annual financial statement audits included in our Annual Report on Form 10-K, quarterly reviews of the financial statements included in our Quarterly Reports on Form 10-Q, other financial statement audits that were required by SEC rules and reviews of other SEC filings.

(b) Relates to audits of pension and retirement plans.

(c) Relates to services for reviews of certain tax filings as well as research and advice on tax planning matters.

The Audit Committee's policy is to pre-approve all audit and audit-related services provided by the independent registered accounting firm. The Audit Committee considers annually for pre-approval a list of specific services and categories of services for the upcoming or current fiscal year. All non-audit services that were not included in the pre-approved list are approved by the Audit Committee individually, in advance, in accordance with our policy. Any service that is not included in the approved list of services or that does not fit within the definition or authority limit of a pre-approved service is required to be presented separately to the Audit Committee for consideration at its next regular meeting or, if earlier consideration is required, by other means of communication. The Audit Committee approved all audit and audit-related services provided by the independent registered accounting firm for 2010 and 2009.

Under Company policy and/or applicable rules and regulations, the independent registered accounting firm is prohibited from providing the following types of services to the Company: (i) bookkeeping or other services related to the Company's accounting records or financial statements; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, fairness opinions or contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing

services; (vi) management functions; (vii) human resources; (viii) broker-dealer, investment advisor or investment banking services; (ix) legal services; and (x) expert services unrelated to the audit.

Vote Required For Ratification

The Audit Committee was responsible for selecting Compass Minerals' independent registered accounting firm for fiscal year 2011. Accordingly, stockholder approval is not required to appoint Ernst & Young as Compass Minerals' independent registered accounting firm for fiscal year 2011. The Board of Directors believes, however, that submitting the appointment of Ernst & Young to the stockholders for ratification is a matter of good corporate governance. If the stockholders do not ratify the appointment, the Audit Committee will review its future selection of the independent registered accounting firm.

The ratification of the appointment of Ernst & Young as Compass Minerals' independent registered accounting firm requires the affirmative vote of a majority of the shares present at the meeting in person or by proxy and entitled to vote.

YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF ERNST & YOUNG AS INDEPENDENT REGISTERED ACCOUNTING FIRM FOR 2011.

PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION

Stockholders have the opportunity to cast an advisory vote on the compensation of our named executive officers ("NEOs"). With this "say-on-pay" proposal, you can elect to endorse or not endorse our executive compensation programs and policies and the compensation we paid our named executive officers in 2010.

The say-on-pay vote is advisory, and therefore not binding on the Compensation Committee or Board of Directors. However, the Compensation Committee and the Board value the opinions expressed by stockholders and will consider the outcome of the vote when making future decisions regarding executive compensation programs.

We design our executive compensation and benefits programs to create stockholder value by attracting, motivating, developing and retaining senior executives who can make significant contributions to the growth and development of our business.

The Compensation Discussion and Analysis beginning on page 31 of this Proxy Statement describes in greater detail the Company's executive compensation program, the Compensation Committee's decisions for 2010, and alignment of the compensation program with our core objectives. Highlights include the following:

Competitive Pay. We target the value of the combination of base salary, total cash compensation, and total direct compensation offered to our executives near median levels of our peer companies. Our independent compensation consultant and the Compensation Committee annually compare our executive compensation levels and elements with compensation levels and elements at other companies. NEO total direct compensation for 2010 ranged from 8% below to 17% below the median of those of peer group companies in 2010.

Pay for Performance Orientation. Our executive compensation program consists of three principal elements that are tied to performance and intended to align executives' and stockholders' interests.

The Annual Incentive Plan ("AIP") is a variable performance-based element of executive compensation to reward the named executive officers for individual, business unit/function and overall Company results achieved in the most recently completed fiscal year. The AIP is based on performance compared to targeted goals for measurements of sales, earnings and cash flow, as well as personal performance factors (based on job description), and safety performance.

For fiscal 2010, our long-term incentive compensation consists of three equity vehicles that vest over varying time periods: (i) stock options, (ii) performance units, and (iii) restricted stock units. The ultimate value of the awards is variable and depends upon factors such as shareholder return and company performance.

We believe this mix of incentives motivates and rewards our executive officers for sustaining longer term financial and operational performance that should lead to increases in stockholder value.

Alignment with Long-Term Stockholder Interests. Our executive compensation is weighted toward variable, at risk pay in the form of annual and long-term incentives, with a large portion of executive compensation tied to long-term performance. In addition, the Company has adopted:

Stock Ownership Guidelines We focus our executives on long-term stockholder value by requiring our CEO to own Company stock equal to the lesser of five times base salary or 100,000 shares of common stock, and senior executives at Compass Minerals

to own Company stock equal to the lesser of two times base salary or 24,000 shares of common stock.

No Repricing Our 2005 Incentive Award Plan, as amended ("Incentive Award Plan"), expressly prohibits repricing awards without stockholder approval.

Vote Required

Advisory approval of the say-on-pay Proposal Three requires the affirmative vote of a majority of shares present at the meeting in person or by proxy and entitled to vote.

Recommendation

The Board believes the Company's executive compensation programs use appropriate structures and sound pay practices that are effective in achieving our core objectives. Accordingly, the Board of Directors 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, including the Compensation Discussion and Analysis and Executive Compensation sections of this Proxy Statement."

YOUR BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.

PROPOSAL 4 ADVISORY VOTE ON THE FREQUENCY OF FUTURE STOCKHOLDER VOTES ON EXECUTIVE COMPENSATION

This proposal gives our stockholders the opportunity, through the following resolution, to advise our Board how often we should conduct an advisory say-on-pay vote on the compensation of our named executive officers:

> "RESOLVED, that an advisory vote of the stockholders of Compass Minerals International, Inc. to approve the compensation of named executive officers as disclosed pursuant to the Securities and Exchange Commission's compensation disclosure rules, shall be held at an Annual Meeting of Stockholders, beginning with the 2011 Annual Meeting of Stockholders, (i) every 3 years, (ii) every 2 years, or (iii) every year."

You have four choices for voting on this item. You can choose whether the say-on-pay vote should be conducted every 3 years, every 2 years, or every year. You may also abstain.

The Board believes that the Company's compensation practices are sound, and embody an appropriate focus on pay-for-performance with a long-term perspective. While an annual say-on-pay advisory vote is not required, Compass Minerals welcomes input from stockholders. We also recognize that some of our stockholders might want the opportunity to communicate more frequently with the Board and the Compensation Committee regarding the Company's pay practices, and view the say-on-pay vote mechanism as an effective way to do so. Because we expect that we can implement efficiently any frequency resolution that the plurality of our voting stockholders recommend, we will leave it to our current stockholders to inform us at the 2011 Annual Meeting of Stockholders which frequency they would prefer we adopt.

Vote Required

The choice of frequency that receives the highest number of "FOR" votes will be considered the advisory vote of the stockholders. Abstentions and broker non-votes will not count as votes cast "FOR" or "AGAINST" any frequency choice, and will have no direct effect on the outcome of this proposal.

Recommendation

The Board of Directors is not making a recommendation regarding the frequency of future advisory votes on executive compensation. Because your vote is advisory, it will not be binding upon the Board of Directors. However, our Board values the opinions that our stockholders express in their votes and will take into account the outcome of the vote when considering how frequently we should conduct an advisory say-on-pay vote on the compensation of our named executive officers.

STOCK OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the amount of Compass Minerals' common stock beneficially owned by each director, each executive officer and all directors and executive officers as a group and each beneficial owner of more than 5% of the Company's outstanding common stock as of March 1, 2011. Unless otherwise indicated, beneficial ownership is direct and the person indicated has sole voting and investment power.

	Shares Beneficially Owned(1)	
Name and Address of Beneficial Owner	**Number**	**Percent**
Neuberger Berman Group LLC(2) 605 Third Avenue New York, NY 10158	4,560,917	13.90%
RS Investment Management Company LLC(3) 388 Market Street, Suite 1700 San Francisco, CA 94111	2,402,895	7.30%
FMR LLC (Fidelity)(4) 82 Devonshire Street Boston, MA 02109	1,995,691	5.96%
BlackRock Institutional Trust Company, N.A.(5) 55 East 52nd Street New York, NY 10055	1,752,022	5.34%
Bradley J. Bell(6)	45,552	*
Angelo C. Brisimitzakis(6)(7)	207,239	*
Ronald Bryan(6)(7)	51,564	*
Gerald J. Bucan(6)(7)	14,530	*
Keith E. Clark(6)(7)	76,366	*
David J. D'Antoni(6)(8)	24,872	*
David J. Goadby(6)(7)	67,867	*
Richard S. Grant(6)(7)	27,504	*
Perry W. Premdas(6)	15,834	*
Allan R. Rothwell(6)	7,435	*
Timothy R. Snider(6)	10,529	*
Rodney L. Underdown(6)(7)	87,333	*
Paul S. Williams(6)	1,501	*
All directors and executive officers as a group (13 persons)(6)(7)(8)	638,126	1.94%

* Each having less than 1% of the Company's total outstanding common stock.

(1) For purposes of this table, information as to the percentage of shares beneficially owned is calculated based on 32,842,474 shares of common stock outstanding, except that the ownership percentages shown for owners of more than 5% of the Company's common stock are based on the respective Schedule 13G Information Statements for December 31, 2010. The amounts and percentages of common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under SEC rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within sixty days. Securities that can be so acquired are deemed to be outstanding for purposes of computing such person's ownership percentage, but not for purposes

of computing any other person's percentage. Under these rules, more than one person may be deemed beneficial owner of the same securities and a person may be deemed to be a beneficial owner of securities as to which such person has no economic interest. 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 Amendment No. 1 Information Statement filed by Neuberger Berman Group LLC on February 14, 2011 for December 31, 2010, disclosing that Neuberger Berman Group LLC and Neuberger Berman LLC have shared voting power over 3,982,187 shares of the Company's common stock, and shared dispositive power over 4,560,917 shares of the Company's common stock. Neuberger Berman Management LLC has shared voting power and shared dispositive power over 3,801,600 shares of the Company's common stock, which represented 11.59% of the Company's common stock at the time of filing, and Neuberger Berman Equity Funds has shared voting power and shared dispositive power over 3,788,500 shares of the Company's stock, which represented 11.55% of the Company's common stock at the time of filing.

(3) Based on a Schedule 13G Information Statement filed by RS Investment Management Co. LLC on February 9, 2011 for December 31, 2010, disclosing that Guardian Life Insurance Company of America, Guardian Investor Services LLC, and RS Investment Management Co. LLC have shared voting power over 2,402,895 shares of the Company's common stock, and shared dispositive power over 2,402,895 shares of the Company's common stock, which represented 7.30% of the Company's common stock at the time of filing. According to the 13G, the Guardian Life Insurance Company of America is an insurance company and the parent company of Guardian Investor Services LLC and RS Investment Management Co. LLC.

(4) Based on a Schedule 13G Information Statement filed by FMR LLC on February 14, 2011 for December 31, 2010. Such Schedule 13G discloses that FMR LLC has sole power to vote or direct the vote over 345,490 shares and sole power to dispose or direct the disposition over 1,955,691 shares of the Company's common stock. Edward C. Johnson 3d, through its control of Fidelity and the Funds, has sole power to dispose of 1,598,101 shares owned by the Funds. Fidelity Management & Research Company, a wholly-owned subsidiary of FMR LLC, is the beneficial owner of 1,598,101 shares of Company common stock. Each of FMR LLC and Edward C. Johnson 3d has the sole dispositive power for these 1,598,101 shares. Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC and may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC. Strategic Advisors, Inc. a wholly-owned subsidiary of FMR LLC beneficially owns 80 shares. Pyramis Global Advisors, LLC, an indirect wholly-owned subsidiary of FMR LLC, is the beneficial owner of 61,080 shares of Company common stock and each of FMR LLC and Edward C. Johnson 3d has sole voting and dispositive power over these 61,080 shares of common stock. Pyramis Global Advisors Trust Company, an indirect wholly-owned subsidiary of FMR LLC, is the beneficial owner of 242,880 shares of Company common stock. Each of FMR Corp and Edward C. Johnson 3d has the sole dispositive power for these 242,880 shares of common stock and sole voting power over 23,780 shares of common stock. FIL Limited is the beneficial owner of 53,550 shares of Company common stock. Partnerships controlled by members of the family of Edward C. Johnson 3d or related trusts have the right to vote approximately 39% of the voting stock of FIL Limited. FMR LLC and FIL Limited are of the view that they are not acting as a group for purposes of Section 13(d) and that they are not otherwise required to attribute to each other beneficial ownership of securities beneficially owned by the other corporation.

(5) Based on a Schedule 13G Information Statement filed by BlackRock, Inc. on February 3, 2011 for December 31, 2010, disclosing that BlackRock, Inc. has sole voting and dispositive power over 1,752,022 shares of the Company's common stock, which represented 5.34% of the Company's

common stock at the time of filing. The 13G reports that beneficial owner subsidiaries of the parent holding company are BlackRock Japan Co. Ltd., BlackRock Advisors (UK) Limited, BlackRock Institutional Trust Company, N.A., BlackRock Fund Advisors, BlackRock Asset Management Canada Limited, BlackRock Asset Management Australia Limited, BlackRock Advisors, LLC, BlackRock Investment Management, LLC, BlackRock International Limited.

(6) The address of each of Messrs. B. Bell, R. Bryan, G. Bucan, K. Clark, D. D'Antoni, D. Goadby, R. Grant, P. Premdas, A. Rothwell, T. Snider, R. Underdown, P. Williams and Dr. A. Brisimitzakis is c/o Compass Minerals International, Inc., 9900 W. 109th St., Suite 100, Overland Park, Kansas 66210.

(7) Includes options that are currently exercisable or become exercisable within sixty days of March 1, 2011, RSUs that vest within sixty days of March 1, 2011, and shares held in employees' 401(k) plans.

(8) Includes 1,112 shares held by Mr. D'Antoni's wife.

COMPENSATION DISCUSSION & ANALYSIS

Introduction

This Compensation Discussion and Analysis provides information regarding the compensation paid to our Chief Executive Officer, Chief Financial Officer and certain other executive officers who were the most highly compensated in fiscal year 2010. These individuals, referred to as "named executive officers" or "NEOs," and their positions as of December 31, 2010, are identified below.

- Angelo C. Brisimitzakis, President and Chief Executive Officer ("CEO")
- Rodney L. Underdown, Vice President/Chief Financial Officer, Secretary and Treasurer ("CFO")
- Ronald Bryan, Vice President and General Manager, Specialty Fertilizers and Compass Minerals U.K.
- Gerald J. Bucan, Vice President and General Manager, Consumer and Industrial
- Keith E. Clark, Vice President and General Manager, North American Highway
- David J. Goadby, Vice President, Strategic Development

Our executive compensation and benefits programs are designed to create stockholder value by attracting, motivating, developing, and retaining senior executives who can make significant contributions to the growth and development of our business. The Compensation Committee of our Board, which we refer to as "the Compensation Committee," has a key responsibility in ensuring that the compensation and benefits we provide to our executives will provide a basis for the achievement of our strategic objectives. To accomplish those goals, our executive compensation plan consists of three principal elements: base salary, annual incentive award and long-term equity incentives.

EXECUTIVE COMPENSATION OBJECTIVES AND PHILOSOPHY

Compensation Objectives

The total compensation program for Compass Minerals' executives is designed to support the realization of Compass Minerals' business objectives and promotion of stockholder interests. The objectives of Compass Minerals' compensation program are as follows:

- Encourage superior performance, promote accountability and ensure that executive interests are aligned with the interests of stockholders.
- Attract, develop, and retain highly qualified people.
- Motivate and reward employees for the achievement of Compass Minerals' measures of success:
  - Total stockholder return, as measured by stock price appreciation and dividends;
  - Company financial and safety performance; and

Individual performance on specific financial, operational, strategic and personal goals.

Reinforce and motivate full use of Compass Minerals' resources to maximize earnings, cash flow and growth, all within a safe environment.

Compensation Philosophy

To best achieve these objectives, our compensation program is designed to:

Drive results. The program emphasizes variable, incentive award opportunities which are payable if specified goals are achieved or Compass Minerals' stock price appreciates. The largest part of the incentive award for named executive officers is focused on long-term performance based on

Compass Minerals' return to stockholders. For named executive officers, Compass Minerals provides annual incentive awards and long-term equity incentive opportunities which depend on our performance and are designed to represent the majority of named executive officers' total compensation.

Reward individual performance. Salary, annual incentive plan awards, and long-term equity awards are based on an individual's job (role and level), experience, and performance against specified financial, operational and strategic business goals (as appropriate to the individual's position). Also considered are Compass Minerals' performance, the desired pay relationships among executive employees and market practices.

Be competitive and encourage continued service. The pay program design and levels are set considering the practices of similar companies with which we compete for talent. All of our long-term incentive awards are subject to a vesting schedule which provides an incentive for continued employment.

Be cost effective. Annual incentive awards are earned as specified goals are achieved and contain a maximum limit for each employee.

Align interests with stockholders. Long-term equity awards are granted, including restricted stock units ("RSUs"), performance stock units ("PSUs"), and stock options. Executives are required to maintain a minimum level of stock ownership to encourage executives to manage from an owner's perspective and align their financial interest with those of Compass Minerals' stockholders.

Improve safety. Meeting employee safety improvement goals is a key factor of our annual incentive plan awards.

HOW WE DETERMINE COMPENSATION

Independent Compensation Committee Determines All Executive Compensation

The Compensation Committee determines all compensation for the named executive officers. All four Compensation Committee members are independent directors. The Compensation Committee's function is more fully described in its charter, which is available at http://www.compassminerals.com under the "Corporate Governance" in the "About Us" section of the website.

During the first quarter of each fiscal year, the Compensation Committee conducts an evaluation of each named executive officer and others to determine if any changes in the officer's compensation are appropriate based on a market analysis conducted by an independent compensation consultant and the considerations described below. The CEO does not participate in the Compensation Committee's deliberations or decisions with regard to his compensation. At the Compensation Committee's request, however, the CEO reviews with the Compensation Committee the performance of the other named executive officers, but no other named executive officer has any input into executive compensation decisions. The Compensation Committee gives considerable weight to the CEO's evaluation of the other named executive officers because of his direct knowledge of each officer's performance and contributions. For each officer, the Compensation Committee members consider data from the consultant to determine independently each component of compensation based on their collective assessment of the officer's performance as well as Compass Minerals' overall financial performance.

The Role of Compensation Consultants

The Compensation Committee has selected and directly retained the services of Frederic W. Cook & Co., Inc. ("F.W. Cook"), an executive compensation consulting firm. The compensation consultant reports to the Compensation Committee. No member of the Compensation Committee or any named executive officer has any affiliation with F.W. Cook. The Compensation Committee periodically seeks input from F.W. Cook on a range of external market factors, including evolving compensation trends, status of the current labor market, appropriate comparison companies and market survey data. F.W. Cook also provides the Compensation Committee with directional recommendations regarding the design of Compass Minerals' compensation programs for its executives and directors. From time to time, management may also use the services of F.W. Cook with the prior approval of the Compensation Committee.

The Compensation Committee uses F.W. Cook to obtain comparative executive and director compensation information benchmarked to specific peer groups that compete with us in labor markets and that follow similar pay models.

The Role of Peer Groups and Benchmarking

In setting 2010 compensation with the assistance of the independent compensation consultant, F.W. Cook, the Compensation Committee made comparisons to the peer group identified for 2009, with certain changes. Based on its annual review and analysis of peer companies in the comparison group for the Company, F.W. Cook recommended updates for 2010 using objective criteria to select companies in the minerals, chemicals, metals and mining and construction materials industries with comparable pay models, and similar revenues and company market-capitalization values. Compared to the peer group of companies used for setting 2009 compensation, six companies were added to the peer group for 2010 compensation (Albermarle Corporation, Calgon Carbon Corporation, Carpenter Technology Corp., Stillwater Mining Company, Terra Industries Inc. and Texas Industries, Inc.), and seven companies were removed primarily due to size considerations (A. Schulman, Inc., Alleghany Corporation, CF Industries Holdings, Inc., Hercules Incorporated, OMNOVA Solutions, Inc., Quaker Chemical Corporation and Tredegar Corporation.)

The peer companies listed below are of a size and type of company that competes with Compass Minerals in labor markets and follow similar pay models. Based on analyses and recommendations of

F.W. Cook, the Compensation Committee selected companies that operated in similar industry groups, with revenues at the time of the study that ranged between approximately one-third to three times Compass Minerals' revenues, and with market capitalizations that ranged between approximately one-third to two times that of Compass Minerals to use for benchmark comparisons. Compass Minerals' market capitalization was consistent with the 75th percentile of the group while its revenues and employee size approximated the median:

Albemarle Corporation	H.B. Fuller Company
AMCOL International Corporation	OM Group, Inc.
Arch Chemicals, Inc.	Minerals Technologies, Inc.
Calgon Carbon Corporation	Stillwater Mining Company
Carpenter Technology Corp.	Terra Industries Inc.
Eagle Materials, Inc.	Texas Industries, Inc.
FMC Corporation	

With the assistance of F.W. Cook, the Compensation Committee reviews a summary of compensation practices of these benchmark peer companies and annually compares its three principal elements of executive total compensation (base salary, annual incentive plan and long-term equity awards) with similar programs at these peer companies to ensure that Compass Minerals' executive total compensation is within a reasonably competitive range.

As further discussed below, the Compensation Committee also considers elements which include individual factors such as performance, responsibilities and experience. *See* "ELEMENTS OF COMPENSATION."

Our executive total compensation program targets are intended to stand near the median of total executive compensation programs of our peer companies.

ELEMENTS OF COMPENSATION

The following discussion generally applies to compensation for all named executive officers. The three primary components of our compensation program are base salary, annual incentive plan awards, and long-term equity grants. We also offer additional benefits (primarily consisting of a health/welfare plan, a savings (401(k)) plan and a deferred compensation plan) and limited perquisites, as described below.

The Compensation Committee seeks to reward high performance while recognizing that uncontrollable events such as weather patterns, the economic business cycle, or commodities pricing volatility can influence actual financial results in any given year. Therefore, our compensation program combines a balance of compensation elements. Cash incentives are based on one-year annual incentive plan award targets and are paid only if goals are achieved. Long-term equity awards are granted in the form of RSUs, PSUs, and stock options. These long-term incentives align management with stockholder interests over multiple years.

Base Salary

Base salary is the fixed element of executive total compensation for services rendered during the fiscal year. In setting base salaries for fiscal 2010, the Compensation Committee considered (1) the relationship between Compass Minerals' salary levels and peer company levels with a view towards recruiting and retaining talent, and (2) the experience, knowledge, responsibilities and performance of the individual named executive officer. The Compensation Committee annually approves the base salaries for the named executive officers. Both Dr. Brisimitzakis and Mr. Goadby have employment agreements that address the review of their base salaries on an annual basis. *See* "OTHER COMPENSATION POLICIES AND AGREEMENTS Employment Contracts."

Base salaries for 2010 reflected salary increases effective April 1, 2010, that ranged from 3% to 10%, as shown in the table below:

Name and Principal Position	Compass Minerals Base Salary Effective April 1, 2009	Compass Minerals Base Salary Effective April 1, 2010	Percentage Change April 1, '09 to '10	Percentage Difference from Median Base Salary of All Companies in Peer Group(1)
Angelo C. Brisimitzakis President & Chief Executive Officer	$ 700,000	$ 750,000	7%	-6%
Rodney L. Underdown Vice President, Chief Financial Officer	$ 321,402	$ 340,686	6%	-4%
Ronald Bryan Vice President & General Manager	$ 263,200	$ 278,992	6%	-11%
Gerald J. Bucan Vice President & General Manager	$ 267,750	$ 294,525	10%	-7%
Keith E. Clark Vice President & General Manager	$ 312,000	$ 330,720	6%	-5%
David J. Goadby Vice President, Strategic Development(2)	$ 295,837	$ 304,712	3%	-5%

(1) Negative percentage reflects Compass Minerals salary below peer group median.

(2) Amounts paid in local currency were converted to U.S. dollars based on average $/£ exchange rates of 1.5483 for 2010 and 1.5596 for 2009.

For comparison purposes, the percentage difference from corresponding median base salaries of all companies in the peer group are shown in the fifth column above. NEO base salaries for 2010 ranged from 4% below to 11% below the median of those of peer group companies in 2010.

Annual Incentive Plan

Our annual incentive plan ("Annual Incentive Plan" or "AIP"), established under the Incentive Award Plan, is a variable performance-based element of executive compensation to reward the named executive officers for individual, business unit/function and overall Company results achieved in the most recently completed fiscal year. The AIP is based on weighted business-unit financial performance and personal performance factors (based on job description), multiplied by a safety performance factor (based on achieving target safety improvement goals). All cash awards under the Annual Incentive Plan (1) are based on predetermined annual performance related criteria (and are therefore not considered standard payment for services and are not guaranteed), (2) are granted at the discretion of the Compensation Committee upon recommendation of the CEO, and (3) are discretionary and may be evaluated, modified or revoked at the discretion of the Compensation Committee at any time. Stockholders originally approved the Incentive Award Plan in 2005, and re-approved certain provisions of the Incentive Award Plan pursuant to Section 162(m) of the Tax Code in 2010.

The Annual Incentive Plan is designed to reward named executive officers for achievement of pre-established annual operating performance goals. The Compensation Committee has discretion to reduce or increase incentive compensation based on this financial comparison as well as other non-financial goals. For 2010, the Compensation Committee used its discretion to determine whether the CEO achieved personal goals, and in acting on the recommendation of the CEO, to determine whether other named executive officers achieved their personal goals. The Annual Incentive Plan provides that in the event of an accounting restatement reducing the corporate or business-unit financials on which this incentive award was based, Compass Minerals may, at its sole discretion, require repayment from plan participants of all or any portion of any incentive awards which were

based on the achievement of certain financial results that were subsequently the subject of a restatement of the Company's financial statements.

Objectives and Purpose. The objective of the Annual Incentive Plan is to establish a clear linkage between annual business results and alignment of compensation for executives and key management contributors. The purpose of this discretionary incentive plan is to:

- Reward employees for achieving and exceeding individual and Compass Minerals objectives.
- Promote teamwork across Business Units and Functions.
- Reinforce and motivate participants to fully utilize Compass Minerals resources and continual efforts to maximize earnings, cash flow and growth.
- Establish safety results as a common, primary multiplier for all AIP awards.

Summary of AIP Award Process. Generally, the AIP award process involves (1) setting financial business unit goals based on our annual operating plan, (2) setting financial Annual Incentive Plan award targets denominated as a percentage of base salary, (3) setting qualitative and quantitative personal performance goals, (4) weighting the goals based on individual corporate responsibility (with achievement by employees with overall corporate responsibility based on the sum of weighted average business unit results), (5) comparing the Annual Incentive Plan award targets to financial results as certified by the CFO and personal performance goal results to determine any applicable AIP achievement, and (6) multiplying the resulting overall AIP award by a safety improvement multiplier based on safety improvement results as certified by the Vice President, Environment, Health, Safety and Security.

Setting Financial AIP Goals Based on Annual Operating Plan. The Compensation Committee establishes performance goals each year based on financial objectives in Compass Minerals' annual operating plan. This plan is reviewed by the entire Compass Minerals Board of Directors and reflects consideration of normalized prior year actual results (normalized to reflect the estimated effects of winter weather in the prior year), the expected business environment in the following year, and a targeted improvement for the next year. Based on this annual operating plan, the Compensation Committee established Annual Incentive Plan targets for Adjusted EBITDA and Net Operating Cash Flow (as defined below) as measures of our profitability and cash generating capabilities which aligns the interests of our executives with those of our stockholders. Management's success in generating and increasing Adjusted EBITDA and cash flow is considered an important measure of executive performance. The Compensation Committee also approved using Net Sales (as defined below) as a performance goal since increasing revenues in excess of rising shipping and handling costs is also important, and since underlying sales revenue growth is essential for sustainable earnings growth.

Goals for 2010 were specified for each of these four key areas (three financial and one personal), plus a safety improvement multiplier:

1. Combined Business-Unit Adjusted EBITDA (earnings before interest, taxes, depreciation, depletion and amortization, other income/expense and other special charges or income).
2. Combined Business-Unit Net Operating Cash Flow (Combined Business-Unit Adjusted EBITDA less capital spending and adding or subtracting changes in business-unit working capital, excluding cash).
3. Combined Business-Unit Net Sales (gross revenue minus shipping and handling costs).
4. Personal Performance Goals
5. Safety Incidence Rates (This measure is used as an Annual Incentive Plan multiplier called a "Safety Improvement Multiplier," which we use to encourage and reward safe operations and which is further discussed below in "*Safety Improvement Multiplier*.")

"Combined" as used in this discussion refers to an aggregation of business unit goals or results, as applicable.

The Compensation Committee selected the foregoing performance goals because they are important indicators of increased stockholder value.

Annual Incentive Plan Award Target Amount. After setting the Company's financial performance goals, the Compensation Committee determined the Annual Incentive Plan award target amount for each named executive officer denominated as a percentage of base salary. These percentages were determined with input from F.W. Cook and were generally consistent with median incentive award percentages for peer companies. For fiscal year 2010, the Annual Incentive Plan award target amount for Dr. Brisimitzakis was 90% of base salary. For the other named executive officers, the AIP award target amount was between 45% and 55%. The Compensation Committee set these percentages near median levels for peer companies to provide competitive cash compensation for attraction and retention of executive talent. The Committee considers this level of compensation necessary to incentivize management focus on financial performance, growth and employee safety.

Personal Performance Goals. A portion (20%) of each named executive officer's Annual Incentive Plan award target amount is based on personal performance. The Board of Directors establishes CEO personal performance goals under the Annual Incentive Plan, and the CEO establishes personal performance goals for other executives. The goals are a combination of the current year and longer term business goals, both of which have an important role in increasing value for our stockholders. Each NEO has multiple personal performance goals. These personal performance goals are both quantitative and qualitative and include key Company strategic goals as well as goals which are specific to each individual's area of accountability. The personal performance goal payment amount can range from 0% to 200% of the target amount.

Weighting Based on Responsibilities and Business Unit Results. As reflected in the two headings of the following chart, the responsibilities of the named executive officers determine the weighting of each component under the Annual Incentive Plan. These weightings reflect the Company's emphasis on Adjusted EBITDA as a primary financial measure to evaluate our operating performance because it serves as a measure of the corporate earnings while excluding the non-operating elements of resource allocation, cost of capital and income tax positions. The Company concluded that net operating cash flow and consolidated net sales are also important measures of performance that should be reflected in the AIP calculations. Performance award targets for "corporate" executive officers (*i.e.*, Chief Executive Officer, Chief Financial Officer, and Vice President, Strategic Development) differ from performance award targets for business-unit executive officers to emphasize the executive officers' specific responsibility for their business-units:

% AIP Weighing	CORPORATE PARTICIPANT	% AIP Weighing	BUSINESS-UNIT PARTICIPANT
50%	Combined Weighted Average Business-Unit Adjusted EBITDA	25%	Combined Weighted Average Business-Unit Adjusted EBITDA
		25%	Business-Unit Adjusted EBITDA
20%	Combined Weighted Average Business-Unit Net Operating Cash Flow	10%	Combined Weighted Average Business-Unit Net Operating Cash Flow
		10%	Business-Unit Net Operating Cash Flow
10%	Combined Weighted Average Business-Unit Net Sales Revenue	5%	Combined Weighted Average Business-Unit Net Sales Revenue
		5%	Business-Unit Net Sales Revenue
20%	Personal Performance Goals	20%	Personal Performance Goals
100%		100%	
+/-10%	Safety Improvement Multiplier (100% Consolidated)	+/-10%	Safety Improvement Multiplier (50% Business-Unit and 50% Consolidated)

These weightings are applied by multiplying the Annual Incentive Plan award target amount by the goal percentage shown above and then adjusting the result based on the percentage of the goal achieved. Attainment of measures for combined weighted average computations is determined based on a sum of the weighted average payouts for each individual business-unit with weighting based on each business-unit's percent of the combined business-unit total for each component of the AIP. This weighting structure was established in 2010 so that the Company combined measures are less sensitive (either positively or negatively) to results of individual business units by determining the corporate components of the payment amount based on a weighted average sum of the results of each individual business unit compared to the annual operating plan of each individual business unit, for each component of the AIP. In making the change, the Compensation Committee concluded that a structure that ensured attention to the performance of all business units better aligned the corporate level payout structure to the long-term interests of the Company and its stockholders.

Financial Targets. Award levels under the Annual Incentive Plan with respect to the Adjusted EBITDA, Net Operating Cash Flow and Net Sales goal components are based on executive performance as follows:

PERCENT OF GOAL ACHIEVED	PERCENT OF AIP AWARD TARGET PAID
Less than or equal to 75%	0%
100%	100%
125% or greater	200% (maximum)

Annual incentive target achievement is determined on a linear sliding scale based on the achievement of more than 75% of the goals. The maximum potential award equals 200% of the AIP award target.

Comparing the Annual Incentive Award Target to Financial Results and to Personal Performance Goal Results. The Company compares the Annual Incentive Plan award targets (i) to financial results as certified by the CFO, and (ii) to personal performance goal results to determine any applicable AIP achievement. The overall AIP award amount is then multiplied by a safety improvement multiplier as described below.

Safety Improvement Multiplier. The Company and the Compensation Committee consider success in managing our safety performance as a critical success factor for all Company executives and therefore use as a component of executive total compensation a safety improvement multiplier ("Safety Improvement Multiplier") to encourage and reward safe operations. The Safety Improvement Multiplier is calculated based on measurable safety goals established by each Business-Unit and represents an improvement versus best achieved historical performance. The Safety Improvement Multiplier is applied on a linear sliding scale to the named executive officer's combined Annual Incentive Plan award for all components calculated above as follows:

SAFETY RATING ACHIEVED	MULTIPLIER APPLIED
25% or more improvement beyond goal	1.1
100% of goal	1.0
25% or more shortfall below goal	0.9

The safety goals within the Safety Improvement Multiplier of the Annual Incentive Plan are based on the "incidence rate" defined by regulations of the U.S. Occupational Safety & Health Administration ("OSHA") and Mine Safety & Health Administration ("MSHA").

Actual 2010 Annual Incentive Plan Payments. The specific payment amounts are shown in the "SUMMARY COMPENSATION" table on page 46. All AIP awards are approved by the

Compensation Committee following its review and approval of plan objectives and achievement levels, which are certified by the CFO, as well as individual personal performance goal achievement.

Our annual operating plan for 2010 called for Combined Business-Unit Adjusted EBITDA of $382.7 million, Combined Business-Unit Net Operating Cash Flow of $246.6 million and Combined Business-Unit Net Sales of $823.2 million. The 2010 annual operating plan was established during the fourth quarter of 2009 and was based on considerations including weather normalized 2009 actual results, a targeted improvement for fiscal year 2010, and the anticipated 2010 business environment. Actual Combined Business-Unit Adjusted EBITDA for 2010 was $300.6 million, actual Combined Business-Unit Net Operating Cash Flow for 2010 was $254.3 million and Combined Business-Unit Net Sales for 2010 was $800.3 million. Actual Combined Business-Unit Adjusted EBITDA and Combined Business-Unit Net Sales were lower than the 2010 annual operating plan, principally due to milder winter weather and reduced production at several of our facilities. Because the Company's consolidated safety improvement factor results were below the improvement goal for 2010, the safety consolidated multiplier was 95.5 for AIP awards for 2010. These results are reflected in the final Annual Incentive Plan payment levels in the "SUMMARY COMPENSATION" table below.

The personal performance goals component of the Annual Incentive Plan provides for a payment range of 0% to 200% of this 20% target amount. The Compensation Committee used its discretion to determine named executive officers' actual achievement of personal performance goals. Award amounts for personal performance goals ranged from 70% to 120% of target amounts for fiscal 2010.

Long-Term Equity Incentives

As part of our market competitive pay package to encourage continued service and increase stockholder value by aligning executive officers' interests with stockholders, we provide long-term equity grants that are designed to increase in value the longer an employee continues his or her employment with Compass Minerals.

Description of Grants for 2010. In 2010, the Compensation Committee approved long-term equity incentive grants to named executive officers under Compass Mineral's Incentive Award Plan in three forms: (1) stock options (subject to a service-based vesting schedule over a four year period) which provide an incentive to executives to increase stockholder value, (2) RSUs (full cliff vesting after three years) with dividend equivalent rights which provide an incentive to executives to increase stockholder value and also have a strong employee retention effect, and (3) PSUs (three-year vesting period beginning on the grant date and ending on the third anniversary of such grant date). The Compensation Committee views allocations between options (based on the Black Scholes method), RSUs and PSUs as a reasonable mix for achieving management incentive objectives. In view of the greater per share value of RSUs and PSUs, executives are typically awarded fewer RSUs and PSUs than stock options.

Additional Considerations Regarding Long-Term Compensation. The Compensation Committee establishes a targeted long-term compensation dollar amount for each executive officer after giving careful consideration to the factors discussed above. From that target amount, the number of stock options, RSUs and PSUs that are granted to each NEO is determined by awarding the fair value as determined in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 718, Stock Compensation (formerly, FASB Statement 123(R)).

To reduce the risk of improper option grant timing issues, among other reasons, the Compensation Committee adopted Option Grant Procedures in January 2007. These Option Grant Procedures address how option grant dates and exercise prices are determined in different circumstances. Annual option grants to employees occur on March 10th or the next business day, unless postponed because of the events specified in the Option Grant Procedures. All such options are granted with an exercise price

equal to the closing price of Compass Minerals common stock on the grant date. These Option Grant Procedures were followed in granting options in 2008, 2009 and 2010 for all named executive officers.

The Compensation Committee considers several factors in determining the number of stock options, RSUs and PSUs to grant each NEO. The Compensation Committee compares its three principal elements of total executive compensation with similar programs at peer companies to ensure that total compensation is within a reasonably competitive range and may adjust individual equity compensation after considering several other factors such as performance, responsibilities, and experience. The total compensation program is intended to approximate the median of total executive compensation programs for our peer companies.

The Compensation Committee established a performance hurdle to ensure compliance with Internal Revenue Code Section 162(m) deductibility. This hurdle was established within the first sixty days of the new fiscal year and, like the Annual Incentive Plan financial goals, was derived from Compass Mineral's annual operating plan. *See* "OTHER COMPENSATION POLICIES AND AGREEMENTS Tax Considerations." The performance hurdle for 2010 is based on the Company's 2010 annual business operating plan. Incentives for satisfaction of the 2010 annual operating plan are provided by the Company's Annual Incentive Plan. The Compensation Committee established the Company's 2010 performance hurdle for the long-term equity incentive grants with the expectation that the performance hurdle would be satisfied absent unanticipated financial underperformance. The Company exceeded the performance hurdle in 2010. The performance hurdle's purpose and function are to satisfy the requirements of compliance with Internal Revenue Code Section 162(m), consistent with the Company's policy.

Restricted Stock Units. The Compensation Committee, with the input of F.W. Cook, determined that for 2010 the payment of dividend equivalents on non-vested RSUs aligns executive officers' interests with those of stockholders and has significant employee-retention effects because the executive loses the right to receive both the award and the future dividends if the executive terminates employment before the award vests. Dividend equivalents are paid in cash in an amount equal to the amount of per share dividends paid to stockholders and are considered by the Compensation Committee in reviewing an executive's total compensation. Dividend equivalents are shown in Footnote 2 to the "SUMMARY COMPENSATION" table below.

Beginning in 2010, dividend equivalents on RSUs accrued from the date of grant until the performance hurdle is satisfied. Those accrued dividends will be paid the following calendar year on or before March 15th to ensure that the prior year performance hurdle has been satisfied, and will continue to be paid once annually until vesting (at which time the units become common stock and receive dividends like all other shares). If the performance hurdle is not satisfied, the RSUs will be forfeited and no dividend equivalents will be paid. For 2010, the performance hurdle was satisfied, dividend equivalents were determined to have been earned in 2010, and were subsequently paid in 2011.

Performance Stock Units. For 2010, the Company adopted a Three-Year Performance Stock Unit Award Agreement (the "Performance Award Agreement") under the Incentive Award Plan. Pursuant to the Performance Award Agreement, eligible grantees may be awarded PSUs with each unit representing the right to receive one share of the Company's common stock. These PSUs are divided into three approximately equal tranches (rounded to the near whole unit), subject to the terms and conditions of the Performance Award Agreement which include (i) satisfaction of annual performance criteria related to each of the three tranches, (ii) a three-year vesting period beginning on the grant date and ending on the third anniversary of such grant date (the "Three Year Vesting Period"), (iii) forfeiture of non-vested PSUs unless the applicable performance criteria are satisfied, (iv) forfeiture of non-vested PSUs upon termination of employment with the Company or its subsidiaries prior to vesting unless certain conditions apply, and (v) immediate vesting following a

change of control, subject to certain conditions. The performance criteria for each tranche of PSUs granted in 2010 will be based on the Company's total shareholder return percentile compared to the companies comprising the Russell 2000 Index during the annual performance period for each tranche. Once vested, payout of PSUs can range from 0% to 150%. The grantee will have no voting or dividend rights with respect to the PSUs. For the 2010 performance period, PSUs earned 150% of the 2010 award target based on the Company's total shareholder return of 35.6%. *See* Footnote 2 to the "GRANTS OF PLAN-BASED AWARDS" table below and Footnote 2 to the "SUMMARY COMPENSATION" table below.

Compensation Compared to Available Peer Data

In November of 2010, the Company's independent compensation consultant provided peer company compensation data for 2010. This data was considered by the Compensation Committee in establishing 2011 compensation levels, but the Compensation Committee did not have this 2010 information when setting compensation levels for 2010. Median peer company target total compensation for 2010 was at or above the Company's target total compensation levels for all of the named executive officers. Company target total direct compensation was from 8% below to 17% below the peer group median.

COMPARISON OF TOTAL DIRECT COMPENSATION WITH PEER COMPANIES

Name and Principal Position	2010 Target Total Direct Compensation(1) ($)(In thousands)	2010 Median of Total Direct Target Compensation of all Companies in Peer Group ($)(In thousands)	Percentage Difference(3)
Angelo C. Brisimitzakis President & Chief Executive Officer	$3,175	$3,641	-13%
Rodney L. Underdown Vice President, Chief Financial Officer	$ 878	$1,041	-16%
Ronald Bryan Vice President & General Manager	$ 768	$ 858	-10%
Gerald J. Bucan Vice President & General Manager	$ 792	$ 858	-8%
Keith E. Clark Vice President & General Manager	$ 846	$1,023	-17%
David J. Goadby Vice President, Strategic Development(2)	$ 792	$ 889	-11%

(1) Base salary+target AIP+value of Long-Term Incentive Plan award for 2010.

(2) Amounts paid in local currency were converted to U.S. dollars based on average $/£ exchange rate of 1.5608 for 2010.

(3) Negative percentage reflects Compass Minerals salary target below peer group median.

OTHER ELEMENTS OF COMPENSATION

In addition to the three primary elements of our total compensation program, we have adopted other compensation elements consistent with the same compensation philosophy. These additional elements include retirement and deferred compensation programs, post-termination compensation and limited perquisites.

Retirement and Deferred Compensation Programs

We do not have defined benefit plans covering our executive officers except for Mr. Goadby. Effective December 2006 (as provided for in his service agreement), Mr. Goadby elected to participate in the Salt Union Limited Defined Contribution Plan (a deferred contribution plan for United Kingdom employees) and ceased accumulating service benefits attributable to service in the Salt Union Limited Defined Benefit Plan.

Savings Plan. The Savings Plan is a qualified benefit plan for eligible United States employees (including our executive officers) consisting of three components: 401(k) employee contribution/employer match, profit sharing, and 1% employer contribution consisting of Compass Minerals common stock. Participants are eligible to participate immediately upon hire. An eligible employee may contribute from 0% to 60% of base pay into his or her 401(k) account subject to IRS annual limits on contributions and compensation. The Company matches employee contributions up to 6% of salary. Additional profit sharing contributions may be made by Compass Minerals as a percentage of salary based on EBITDA goal achievement and employee age.

Restoration Plan. We have also established a Restoration Plan, a non-qualified deferred compensation plan which allows our key United States employees, including executive officers, to defer a portion of his/her base salary and/or his/her award into a retirement plan. Investment returns are consistent with returns of the investment options available in our qualified Savings Plan as elected by the employee (except for Compass Minerals stock, which is not an investment option under the Restoration Plan). If an executive participates in the Restoration Plan, his or her accounts are credited with this elective deferral amount plus an amount equal to the matching and profit sharing contributions that would have been made under our Savings Plan had IRS regulations permitted the additional contributions. The amount of our contributions to the Restoration Plan is included in the "NON-QUALIFIED DEFERRED COMPENSATION" table below.

Perquisites, Life Insurance and Disability Payments. Pursuant to the terms of Dr. Brisimitzakis' employment agreement, we provide him with group life insurance coverage, payments in the event of disability which results in termination, and reimbursement of $2,000 for the purchase of additional life insurance. We provide all named executive officers with group life insurance coverage under the standard employee benefit plan. Executive officer perquisites consist of supplemental disability income provided in the event of total disability (a taxable benefit), and payment up to $3,000 annually for an annual executive physical beyond the standard physical available to all United States employees under our standard healthcare plan.

Post-Termination Compensation. The Compensation Committee determined that agreements assuring executive income replacement after a change of control are important to retain executives and to ensure they remain focused on stockholder interests in the event a change in control negotiation takes place. Previously, we entered into Change in Control Severance Agreements with our executive officers, except Mr. Goadby who has a service agreement. We entered into a Change in Control Severance Agreement with Dr. Brisimitzakis concurrently with his employment agreement. Other executive agreements provide for payments in the event of certain terminations of employment occurring after a change in control. At the same time that the executive officers (with the exception of Mr. Goadby) entered into the Change in Control Severance Agreements, each also entered into a

Restrictive Covenant Agreement limiting solicitation of employees and competition for a period of two years after the executive's termination. Mr. Goadby's service agreement includes confidentiality, non-competition and non-solicitation provisions. In the event there is a change of control of our Salt Union Limited subsidiary, Mr. Goadby will be entitled to terminate the agreement and receive a payment based on salary and medical insurance payments for twelve months. The Compensation Committee considers the existence of these post-termination compensation arrangements in assessing whether overall compensation of the named executive officers is competitive to the peer group. No material amendments were made to the agreements of any named executive officers in 2010.

OTHER COMPENSATION POLICIES AND AGREEMENTS

Employment Contracts

Dr. Brisimitzakis. We entered into an employment agreement with Dr. Brisimitzakis as of his date of employment, May 11, 2006, with the approval of the Compensation Committee. This agreement addresses, among other things, base compensation, Annual Incentive Plan award payments, and certain post-termination payments. The Compensation Committee believed it was appropriate to have a written employment agreement with the CEO and an employment agreement was necessary to induce Dr. Brisimitzakis to join Compass Minerals.

Mr. Goadby. We entered into a service agreement with Mr.Goadby, effective November 1, 2006, in connection with his responsibilities as Vice President, Strategic Development. Mr. Goadby is a resident of the United Kingdom where service agreements are customary. His agreement provides for base compensation, bonus payments, retirement plan participation and certain post-termination payments. His agreement provides for two £75,000 bonus payments. The final bonus payment was made in May 2008 and is reflected on the "SUMMARY COMPENSATION" table below. Mr. Goadby received no special bonus payments in 2010.

Executive Stock Ownership Guidelines

Compass Minerals has minimum stock ownership guidelines for its senior executives including its named executive officers, as set forth in the list below. The Compensation Committee adopted these equity ownership requirements to further align the interests of its executives with those of its stockholders. The guidelines are stated as either a dollar value (based on current stock value) or a fixed number of shares of Compass Minerals common stock, which increase with job level and are reviewed periodically to ensure relevance. The Company expects ownership level guidelines to be attained within five years from the later of 2005 or the date of employment.

The Compensation Committee has adopted the following equity ownership requirements for each executive officer. For 2010, the required equity ownership level was the lesser of the amounts specified:

- Chief Executive Officer: Five times annual base salary or 100,000 shares of common stock;
- Executives Reporting to Chief Executive Officer: Two times annual base salary or 24,000 shares of common stock;
- Other Executives Participating in Compass Minerals' Long-Term Incentive Plan: One time annual salary or 4,000 shares of common stock.

Outstanding stock options do not apply toward these ownership requirements. PSUs for which the performance standard has been satisfied and RSUs apply towards ownership requirements. As of March 10, 2011, all of the named executive officers had satisfied their ownership requirements except for Mr. Bucan who was hired November 12, 2007. Mr. Bucan will have five years from his hire date, until November 12, 2012, to satisfy his ownership requirement of two times his base salary or 24,000 shares, whichever is lower.

Recoupment Policy

The Annual Incentive Plan provides that in the event of an accounting restatement reducing the corporate or business-unit financials on which an incentive award was based, Compass Minerals may, at its sole discretion, require repayment from plan participants of all or any portion of any incentive awards which were based on the achievement of certain financial results that were subsequently the subject of a restatement of the Company's financial statements.

No Stock Option Re-Pricing

Our Board of Directors has adopted a policy that specifically prohibits stock option re-pricing (by lowering the applicable exercise price) and also prohibits canceling and reissuing stock options with a lower exercise price. The Incentive Award Plan prohibits stock option re-pricing without the prior approval of the stockholders of the Company.

Tax Considerations

Section 162(m) of the Internal Revenue Code denies a tax deduction to any publicly held corporation for compensation in excess of $1 million paid in a year to any individual who, on the last day of that year, is the chief executive officer or among the three other highest-compensated executive officers, unless such compensation qualifies as performance-based under Section 162(m). Generally, stockholders are required to re-approve the criteria and the material terms of the plan every five years, and stockholders re-approved these provisions for the Incentive Award Plan last year.

It is our intention to design our short-term incentive compensation plans and our long-term equity incentives to be deductible under Section 162(m) for the named executive officers, although individual exceptions may occur. The Compensation Committee believes that the interests of the stockholders are best served by not restricting the Compensation Committee's discretion in developing compensation programs, even though such programs may result in certain non-deductible compensation expenses. Compass Minerals believes all such compensation is deductible for 2008, 2009 and 2010.

REPORT OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS ON EXECUTIVE COMPENSATION

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.

Submitted by:

Bradley J. Bell, Chair
Perry W. Premdas
Timothy R. Snider
Paul S. Williams

The foregoing Report of the Compensation Committee of the Board of Directors shall 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 Securities Exchange Act of 1934, except to the extent Compass Minerals specifically incorporates this information by reference and shall not otherwise be deemed to be filed with the SEC under such Acts.

SUMMARY COMPENSATION

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)(2)	Option Awards ($)(2)(3)	Non-Equity Incentive Plan Compensation ($)(4) (AIP)	Change in Pension Value and Non-qualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Angelo C. Brisimitzakis	2010	$ 738,797	0	$ 965,338	$ 799,991	$ 336,640	0	$ 118,954(5)	$ 2,959,720
President & Chief	2009	$ 675,371	0	$ 746,282	$ 754,718	$ 226,800	0	$ 141,315(5)	$ 2,544,486
Executive Officer	2008	$ 572,942	0	$ 536,593	$ 537,014	$ 808,419	0	$ 248,266(5)	$ 2,703,234
Rodney L. Underdown	2010	$ 335,494	0	$ 199,012	$ 155,003	$ 111,351	0	$ 38,823(5)	$ 839,683
Vice President, Chief	2009	$ 316,504	0	$ 162,576	$ 164,411	$ 57,852	0	$ 26,207(5)	$ 727,550
Financial Officer	2008	$ 295,619	0	$ 140,005	$ 140,113	$ 249,722	0	$ 79,849(5)	$ 905,308
Ronald Bryan	2010	$ 274,740	0	$ 199,012	$ 155,003	$ 123,285	0	$ 41,211(5)	$ 793,251
Vice President &	2009	$ 259,826	0	$ 162,576	$ 164,411	$ 47,376	0	$ 32,651(5)	$ 666,840
General Manager	2008	$ 248,071	0	$ 140,005	$ 140,113	$ 209,684	0	$ 81,731(5)	$ 819,604
Gerald J. Bucan	2010	$ 287,316	0	$ 199,012	$ 155,003	$ 68,669	0	$ 38,172(5)	$ 748,172
Vice President &	2009	$ 264,317	0	$ 162,576	$ 164,411	$ 102,440	0	$ 25,303(5)	$ 719,047
General Manager	2008	$ 255,000	0	0	0	$ 181,866	0	$ 48,618(5)	$ 485,484
Keith E. Clark	2010	$ 325,680	0	$ 199,012	$ 155,003	$ 77,496	0	$ 48,280(5)	$ 805,471
Vice President &	2009	$ 308,769	0	$ 162,576	$ 164,411	$ 118,447	0	$ 34,963(5)	$ 789,166
General Manager	2008	$ 298,330	0	$ 140,005	$ 140,113	$ 243,689	0	$ 95,092(5)	$ 917,229
David J. Goadby(6)	2010	$ 302,493	0	$ 199,012	$ 155,003	$ 73,625	0(7)	$ 3,944(8)	$ 734,077
Vice President,	2009	$ 295,131	0	$ 162,576	$ 164,411	$ 48,274	$ 848,544(7)	$ 44,868(8)	$ 1,563,804
Strategic Development	2008	$ 342,570	$ 141,203	$ 140,005	$ 93,059	$ 258,781	0(7)	$ 54,691(8)	$ 1,030,309

(1) Restricted stock units ("RSUs") and performance stock units ("PSUs") were issued pursuant to the Incentive Award Plan. RSUs vest after three years, subject to a one year performance hurdle. This performance hurdle has been satisfied for RSUs issued in 2010, 2009, and 2008. PSUs vest after three years of service. The PSUs are divided into three approximately equal tranches. Each tranche must satisfy an annual performance hurdle based upon total shareholder return. Each annual tranche will earn between 0% and 150% based upon the Company's total shareholder return, compared to the total shareholder return for the companies comprising the Russell 2000 Index. The value of the RSUs and PSUs reflects the grant date fair value in accordance with Financial Accounting Standards Board Accounting Standards Codification ("ASC") Topic 718. These amounts reflect the aggregate grant date fair value of the equity awards, rather than the dollar amounts recognized that year for financial statement reporting purposes. For valuation information, *see* Note 11 to the Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2010.

(2) Dividend equivalents were paid with respect to shares subject to RSUs in 2009 and 2010 after the fiscal year end and determination that performance hurdles were satisfied. Prior to 2009, dividend equivalents were paid with respect to shares subject to both options and RSUs. This participation feature is included in the grant date fair value of each award that is entitled to receive dividends. In 2010, dividend equivalents are paid only upon attainment of a minimum annual performance hurdle. This annual performance hurdle was met for 2010 but dividend equivalents were not paid until 2011 relating to the 2010 RSU grant. During 2010, Dr. Brisimitzakis received dividend equivalents of $19,736, $63,444, $81,120, and $128,700 related to his 2009, 2008, 2007 and 2006 grants, respectively; Mr. Underdown received dividend equivalents of $4,299, $16,553, $16,887, and $21,840 related to his 2009, 2008, 2007 and 2006 grants, respectively; Mr. Goadby received dividend equivalents of $4,299, $16,553, $15,210, and $21,840 related to his 2009, 2008, 2007 and 2006 grants, respectively; Mr. Bryan received dividend equivalents of $4,299, $16,553, $16,887, $33,540 and $33,540 related to his 2009, 2008, 2007, 2006 and 2005 grants, respectively; Mr. Bucan received dividend equivalents of $4,299 and $15,795 related to his 2009 and 2007 grants, respectively; and Mr. Clark received dividend equivalents of $4,299, $16,553, $16,887, and $21,840 related to his 2009, 2008, 2007 and 2006 grants, respectively. *See* Note 11 to the Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2010 for valuation information.

(3) Options were granted pursuant to the Incentive Award Plan. Options are subject to a service-based vesting schedule. These amounts reflect the Company's grant date fair value in accordance with ASC Topic 718. These amounts reflect the aggregate grant date fair value of the equity awards. As such, in the year of a grant, the full aggregate grant date fair value appears, rather than the portion being expensed for financial statement reporting purposes in that year. For valuation information, *see* Note 11 to the Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2010.

(4) Payments were made pursuant to the Company's Annual Incentive Plan. Under the AIP, incentive awards were paid to executives based on objectives relating to overall Company performance, business-unit performance and personal performance. Weighting of these components was based on the responsibilities of the executive.

(5) Includes Company matching of employee/executive retirement plan contributions, profit sharing and fixed contributions to the Company's qualified Savings Plan, Company provided life and disability insurance expense, and contributions to the Company's

Restoration Plan. Amounts also include an additional company contribution to the Savings Plan equal to 1% of gross salary which was applied to purchase shares of Company common stock for those contributions into the 401(K) plan. *See* "NON-QUALIFIED DEFERRED COMPENSATION FOR 2010" table below and "OTHER ELEMENTS OF COMPENSATION Retirement and Deferred Compensation Programs *Restoration Plan*" above for additional explanation of the Company's Restoration Plan.

(6) Mr. Goadby is a resident of the United Kingdom. Amounts paid in local currency were converted to U.S. dollars based on average $/£ exchange rates of 1.5483, 1.5596, and 1.8827, for 2010, 2009, and 2008, respectively. Mr. Goadby's bonus payments were made pursuant to his service agreement.

(7) Based on the change in Mr. Goadby's accumulated benefit obligation from the prior year as discussed in more detail in the "PENSION BENEFITS" table. Mr. Goadby's accumulated benefit obligation increased from 2008 to 2009 due primarily to changes in the assumptions used in the calculation of his accumulated benefit obligation. At December 31, 2008, his accumulated benefit obligation was £1,173,000 (or $1,706,000), and at December 31, 2009, his accumulated benefit obligation as £1,580,000 (or $2,554,544). Mr. Goadby's accumulated benefit obligation decreased from 2009 to 2010 due in part to the exchange rate change from 1.6168$/£ at December 31, 2009, to 1.5608$/£ at December 31, 2010. At December 31, 2009, his accumulated benefit obligation was £1,580,000 (or $2,554,544), and at December 31, 2010, his accumulated benefit obligation was £1,512,000 (or $2,359,930), for a decrease in value of £68,000 (or $194,614). The change in compensation in U.S. dollar terms is a negative number for each of 2008 and 2010 and is recorded as zero for those years for purposes of this table.

(8) For 2010, 2009, and 2008, this amount includes a Company contribution to a defined contribution plan converted to U.S. dollars based on average $/£ exchange rates of 1.5483, 1.5596, and 1.8827, respectively.

Incentive Award Plan

The Incentive Award Plan provides the Board and/or Compensation Committee of the Board with the discretion to provide for the award of incentive stock options, non-qualified stock options, restricted stock, stock appreciation rights, performance shares, performance stock units, performance awards, dividend equivalents, stock payments, deferred stock, restricted stock units and/or performance-based awards to eligible individuals. The Company established the Annual Incentive Plan under the Incentive Award Plan to ensure continued deductibility of performance awards pursuant to Tax Code Section 162(m). The Incentive Award Plan is administered by the Compensation Committee, and it may delegate to a committee of one or more members of the Board the authority to grant or amend awards to participants other than senior executives of the Company. Notwithstanding the foregoing, the full Board of Directors administers the Incentive Award Plan with respect to awards made to non-employee directors. There are no changes to the Incentive Award Plan. Certain provisions of the Incentive Award Plan are being submitted to stockholders for re-approval to extend deductibility under Tax Code Section 162(m) proposed for approval by stockholders.

Any award granted under the Incentive Award Plan other than a stock option or other award in which the participant pays the intrinsic value of the award shall become vested over a period of not less than three years (or, in the case of vesting based upon the attainment of performance goals or other performance-based objectives, over a period of not less than one year) following the award date. The Compensation Committee may not accelerate vesting for such full value awards, except in the event of certain qualifying terminations. *See also* "POTENTIAL PAYMENTS ON TERMINATION OR CHANGE IN CONTROL" below.

Performance awards may be granted pursuant to the Incentive Award Plan. Performance awards are performance-based awards within the meaning of Section 162(m) of the Internal Revenue Code that represent rights to receive a cash payment contingent upon achieving certain performance goals established by the Compensation Committee. The maximum amount that may be paid to any participant pursuant to a performance award during any calendar year is $5,000,000. Our performance-based awards include RSUs and PSUs. *See* "ELEMENTS OF COMPENSATION Long-Term Equity Incentives" above for a description of PSUs and RSUs.

2001 Stock Option Plan

No stock options have been granted under the 2001 Stock Option Plan since November 4, 2004, and no additional awards will be made under the 2001 Stock Option Plan (pursuant to the terms of the Incentive

Award Plan). Richard Grant, a director, is currently the only holder of outstanding options under the 2001 Stock Option Plan. Those 3,000 outstanding options will expire on May 8, 2012.

The 2001 Stock Option Plan provided for option grants to eligible employees, consultants and directors of the Company and its subsidiaries. Outstanding options have an exercise price per share equal to an estimate of the fair market value per share of our common stock as of the date of the grant. Options granted to directors were vested immediately. The term of the options is eight years and thirty days from the grant date. All vested options generally expire one year following the termination of an optionee's services, subject to certain exceptions.

Employment Agreements

Angelo C. Brisimitzakis. Dr. Brisimitzakis entered into an employment agreement on May 11, 2006 to serve as the Company's President and Chief Executive Officer and a member of the Board of Directors. This agreement continues until age 65, unless earlier terminated as provided therein. Dr. Brisimitzakis is paid a base salary and is eligible for the Company's AIP, with a target level of a minimum of 90% of base salary. If Dr. Brisimitzakis is terminated as a result of disability or without cause or if he resigns for good reason, he will be entitled to compensation under his employment agreement. The Company entered into a Change in Control Severance Agreement with Dr. Brisimitzakis providing for payments in the event of certain terminations of employment occurring after a change of control. *See* "POTENTIAL PAYMENTS ON TERMINATION OR CHANGE IN CONTROL" table below. The Company also entered into a Restrictive Covenant Agreement, limiting activities of Dr. Brisimitzakis with respect to solicitation of employees and competition for a period of two years after termination.

David J. Goadby. Mr. Goadby was originally a party to a service agreement dated as of September 1, 1997 with Salt Union Limited, a U.K. subsidiary of the Company. That service agreement was replaced by a service agreement effective November 1, 2006 in connection with the change in Mr. Goadby's responsibilities to Vice President of Strategic Development, and provides for continuation of his employment until either party gives the other six months prior notice in writing. Mr. Goadby is paid a base salary and is eligible for employee incentive awards, and optional participation in Salt Union Limited's retirement plans. He was paid special bonus payments in both August 2007 and May 2008, which was the final special bonus payment due Mr. Goadby. Mr. Goadby received no special bonus payments in 2010. The service agreement includes confidentiality, non-competition and non-solicitation provisions. In the event there is a change of control of Salt Union Ltd., Mr. Goadby will be entitled to terminate the service agreement and receive a payment based on salary and medical insurance payments for twelve months.

Other agreements with named executive officers are discussed under "POTENTIAL PAYMENTS ON TERMINATION OR CHANGE IN CONTROL" below.

GRANTS OF PLAN-BASED AWARDS

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (AIP) (1) Threshold ($)	Target ($)	Maximum ($)	All Other Stock Awards: Number of Shares of Stock or Units (#)(2)	All Other Option Awards: Number of Securities Underlying Options (#)(2)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards (5)
Angelo C. Brisimitzakis	3-10-10	0	$ 675,000	$ 1,485,000				
					10,190(3)			$ 800,017
					1,911(4)			$ 165,321
						28,510	$ 78.51	$ 799,991
Rodney L. Underdown	3-10-10	0	$ 187,377	$ 412,230				
					1,974(3)			$ 154,979
					509(4)			$ 44,034
						5,524	$ 78.51	$ 155,003
Ronald Bryan	3-10-10	0	$ 139,496	$ 306,891				
					1,974(3)			$ 154,979
					509(4)			$ 44,034
						5,524	$ 78.51	$ 155,003
Gerald J. Bucan	3-10-10	0	$ 147,263	$ 323,978				
					1,974(3)			$ 154,979
					509(4)			$ 44,034
						5,524	$ 78.51	$ 155,003
Keith E. Clark	3-10-10	0	$ 165,360	$ 363,792				
					1,974(3)			$ 154,979
					509(4)			$ 44,034
						5,524	$ 78.51	$ 155,003
David J. Goadby(6)	3-10-10	0	$ 137,120	$ 301,665				
					1,974(3)			$ 154,979
					509(4)			$ 44,034
						5,524	$ 78.51	$ 155,003

(1) Awards under the Company's Annual Incentive Plan described in more detail above.

(2) Awards under the Company's Incentive Award Plan.

(3) RSU awards.

(4) PSU awards shown in units. The Company granted three-year performance stock units in three approximately equal tranches to each NEO. The PSUs are targeted to settle at one share per unit. Each tranche has an annual performance period in which the annual award may earn from 0% to 150% of the target based upon the Company's stock performance compared to the companies comprising the Russell 2000 Index. For the 2010 performance period, PSUs earned 150% of the 2010 award target which will result in an additional 319 shares for Mr. Brisimitzakis and an additional 85 shares for Messrs. Underdown, Bryan, Bucan, Clark and Goadby. These additional shares are included in the stock awards in the "OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2010" table.

(5) These amounts reflect the grant date fair value in accordance with ASC Topic 718. "Grant Date Fair Value of Stock and Option Awards" amounts can be based on different assumptions for different individuals. Items such as retirement eligibility and differing country-specific tax laws are some of the factors which can influence these differing assumptions. Dividend equivalents were paid with respect to shares subject to RSUs in 2010 in March 2011.

(6) Amounts related to Estimated Future Payouts Under Non-Equity Incentive Plan Awards were converted to U.S. dollars based on an average $/£ exchange rate of 1.5483.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2010

	Option Awards				Stock Awards	
Name and Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)
Angelo C. Brisimitzakis(1)						
3/10/10	0	28,510	$ 78.51	3/10/17		
					10,190(2)	$ 909,661
					2,230(3)	$ 199,072
3/10/09	9,701	29,102	$ 58.99	3/10/16		
					12,651(2)	$ 1,129,355
3/10/08	15,467	15,467	$ 55.12	3/10/15		
					9,735(2)	$ 869,043
3/12/07	36,000	12,000	$ 33.44	3/12/14		
5/11/06	65,000	0	$ 26.52	5/11/13		
Rodney L. Underdown(1)						
3/10/10	0	5,524	$ 78.51	3/10/17		
					1,974(2)	$ 176,219
					594(3)	$ 53,026
3/10/09	2,113	6,340	$ 58.99	3/10/16		
					2,756(2)	$ 246,028
3/10/08	4,036	4,035	$ 55.12	3/10/15		
					2,540(2)	$ 226,746
3/12/07	7,500	2,500	$ 33.44	3/12/14		
1/23/06	14,000	0	$ 25.69	1/23/13		
Ronald Bryan(1)						
3/10/10	0	5,524	$ 78.51	3/10/17		
					1,974(2)	$ 176,219
					594(3)	$ 53,026
3/10/09	2,113	6,340	$ 58.99	3/10/16		
					2,756(2)	$ 246,028
3/10/08	4,036	4,035	$ 55.12	3/10/15		
					2,540(2)	$ 226,746
3/12/07	7,500	2,500	$ 33.44	3/12/14		
1/23/06	21,500	0	$ 25.69	1/23/13		
11/16/05	21,500	0	$ 23.47	11/16/12		
Gerald J. Bucan(1)						
3/10/10	0	5,524	$ 78.51	3/10/17		
					1,974(2)	$ 176,219
					594(3)	$ 53,026
3/10/09	2,113	6,340	$ 58.99	3/10/16		
					2,756(2)	$ 246,028
11/12/07	6,075	2,025	$ 36.00	11/12/14		

	Option Awards				Stock Awards	
Name and Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)
Keith E. Clark(1)						
3/10/10	0	5,524	$ 78.51	3/10/17		
					1,974(2)	$ 176,219
					594(3)	$ 53,026
3/10/09	2,113	6,340	$ 58.99	3/10/16		
					2,756(2)	$ 246,028
3/10/08	4,036	4,035	$ 55.12	3/10/15		
					2,540(2)	$ 226,746
3/12/07	7,500	2,500	$ 33.44	3/12/14		
1/23/06	14,000	0	$ 25.69	1/23/13		
David J. Goadby(1)						
3/10/10	0	5,524	$ 78.51	3/10/17		
					1,974(2)	$ 176,219
					594(3)	$ 53,026
3/10/09	2,113	6,340	$ 58.99	3/10/16		
					2,756(2)	$ 246,028
3/10/08	4,036	4,035	$ 55.12	3/10/15		
					2,540(2)	$ 226,746
3/12/07	6,750	2,250	$ 33.44	3/12/14		
1/23/06	14,000	0	$ 25.69	1/23/13		

(1) Awards were made pursuant to the Incentive Award Plan. Option awards vest 25% per year. RSUs vest three years from date of grant and are subject to a one year performance hurdle which was satisfied for all RSUs awarded in 2010, 2009, and 2008. PSUs vest three years from the date of grant and are subject to three separate one year performance hurdles. See Footnote 3 below for a description of PSUs.

(2) RSU awards.

(3) PSU awards shown in units. For 2010, the Company granted three-year performance stock units in three approximately equal tranches to each NEO. The units are targeted to settle at one share per unit. Each tranche has an annual performance period in which the annual award may earn from 0% to 150% of the target based upon the Company's stock performance compared to the companies comprising the Russell 2000 Index. For the 2010 performance period, the performance stock units earned 150% of the 2010 award target which will result in an additional 319 shares for Mr. Brisimitzakis and an additional 85 shares for Messrs. Underdown, Bryan, Bucan, Clark and Goadby. These additional shares would have resulted in an additional $28,477 for Mr. Brisimitzakis and an additional $7,588 for Messrs. Underdown, Bryan, Bucan, Clark and Goadby, in additional market value based on the Company share price of $89.27 at fiscal year end.

OPTION EXERCISES AND STOCK VESTED FOR 2010

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)
Angelo C. Brisimitzakis	35,000	$ 1,554,977	16,000	$ 1,303,200
Rodney L. Underdown	0	0	3,300	$ 268,785
Ronald Bryan	0	0	3,300	$ 268,785
Gerald J. Bucan	0	0	2,700	$ 214,839
Keith E. Clark	0	0	3,300	$ 268,785
David J. Goadby	0	0	3,000	$ 244,350

PENSION BENEFITS FOR 2010

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit Obligation ($)	Payments During Last Fiscal Year ($)
Angelo C. Brisimitzakis		0	0	0
Rodney L. Underdown		0	0	0
Ronald Bryan		0	0	0
Gerald J. Bucan		0	0	0
Keith E. Clark		0	0	0
David J. Goadby	Salt Union Limited Defined Benefit Pension Plan	34	$ 2,359,930	0

Mr. Goadby, a resident of the U.K., is the only named executive officer covered by a defined benefit pension plan. This table shows the number of years of service credited to Mr. Goadby and the present value of accumulated benefits payable to Mr. Goadby under the Salt Union Limited Defined Benefit Plan determined using actuarial assumptions consistent with those used in the Company's financial statements. (*See* Note 7 to the Company's Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010.) Mr. Goadby ceased active participation in the plan effective November 30, 2006 and, for that reason, his number of years of credited service in the plan is less than his years of service with the Company. Mr. Goadby began his employment with the Company on September 1, 1972 and has thirty-eight years of total employment service. The accumulated benefit obligation was converted to U.S. dollars using a year-end exchange rate of 1.5608 $/£.

The exchange rate decreased from 1.6168$/£ at December 31, 2009, to 1.5608$/£ at December 31, 2010, which decreased Mr. Goadby's accumulated benefit obligation in 2010 when compared to 2009. At December 31, 2009, his accumulated benefit obligation was £1,580,000 (or $2,554,544) and at December 31, 2010, his accumulated benefit obligation was £1,512,000 (or $2,359,930).

NON-QUALIFIED DEFERRED COMPENSATION FOR 2010

Name	Executive Contributions in Last FY ($)	Registrant Contributions in Last FY(1)(2) ($)	Aggregate Earnings (Losses) in Last FY ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE(3) ($)
Angelo C. Brisimitzakis	$ 128,001	$ 122,925	$ 67,959	0	$ 1,188,595
Rodney L. Underdown	$ 4,754	$ 23,428	$ 20,232	0	$ 192,650
Ronald Bryan	$ 13,721	$ 28,130	$ 35	0	$ 221,430
Gerald J. Bucan	$ 12,232	$ 25,470	$ 4,058	0	$ 76,058
Keith E. Clark	$ 19,918	$ 39,210	$ 123,921	0	$ 1,142,634
David J. Goadby	0	0	0	0	0

(1) Represents amounts credited to the employee's account during 2010 without regard to the year that the contribution was earned. Registrant contributions shown above differ from the registrant contributions accrued during 2010 as reflected in "All Other Compensation" in the "SUMMARY COMPENSATION" table.

(2) Amounts included in this column for 2010 and reported as 2010 compensation in the "SUMMARY COMPENSATION" table include for Dr. Brisimitzakis $94,973; for Mr. Underdown $20,480; for Mr. Bucan $20,372; for Mr. Bryan $22,818; and for Mr. Clark $29,479.

(3) Amounts in this column that were included in the "SUMMARY COMPENSATION" table are for Dr. Brisimitzakis $436,424; for Mr. Underdown $91,424; for Mr. Bucan $60,086; for Mr. Bryan $101,736; and for Mr. Clark $123,297.

The Company's U.S.-based executive officers are eligible to participate in the Company's Restoration Plan. The Restoration Plan allows key U.S. employees to defer a portion of their base salary and/or their non-equity incentive plan compensation into a retirement plan that provides Company-matching contributions, profit sharing contributions and investment options consistent with the Company's qualified Savings Plan, as elected by the employee. Under the Restoration Plan, executives may defer compensation in excess of the limits imposed by Internal Revenue Service regulations and their accounts are credited with this elective deferral amount plus an amount equal to the matching and profit sharing contributions that would have been made under the Company's Savings Plan but for Internal Revenue Service limits.

POTENTIAL PAYMENTS ON TERMINATION OR CHANGE IN CONTROL

The Company has entered into agreements providing for payments upon termination or a change in control with each of the current named executive officers. The following table shows the potential payments upon an assumed termination on December 31, 2010 under different circumstances:

Name	Event	Amount(1)
Angelo C. Brisimitzakis	General termination of employment as a result of disability(2)	$ 467,206(3)
	General termination of employment without cause or for good reason(4)	$ 14,186,669(5)
	Qualifying termination after change in control(6)	$ 15,547,587(7)
Rodney L. Underdown	Qualifying termination after change in control(8)	$ 3,873,573(7)
Ronald Bryan	Qualifying termination after change in control(8)	$ 4,338,654(7)
Gerald J. Bucan	Qualifying termination after change in control(8)	$ 2,623,124(7)
Keith E. Clark	Qualifying termination after change in control(8)	$ 3,807,724(7)
David J. Goadby	Termination at executive's election after change of control	$ 3,272,090(9)

(1) Totals do not include amounts earned or benefits accumulated due to continued service by the NEOs through December 31, 2010, including vested stock options and the Restoration Plan deferred compensation balances, all as detailed in the preceding tables.

(2) For purposes of Dr. Brisimitzakis' employment agreement, "Disability" occurs when Dr. Brisimitzakis is unable to perform the essential functions of his position, with or without reasonable accommodation, for more than 30 consecutive days after reaching maximum medical improvement.

(3) Based on 60% of then-current base salary for twelve months and entitlement to participate in then-applicable health care plan at the regular employee contribution rate for a period of 18 months following termination (or, if continued participation is not allowed, then the Company shall provide such benefits on the same after-tax basis).

(4) For purposes of Dr. Brisimitzakis' employment agreement, "Cause" means, in Company's good faith belief, any of the following: (i) the conviction of Executive of or plea of guilty or no contest by Executive to, a felony or misdemeanor involving moral turpitude; (ii) the indictment of Executive for a felony or misdemeanor under the federal securities laws; (iii) the willful misconduct or gross negligence by Executive resulting in material harm to Company or any Company subsidiary; (iv) fraud, embezzlement, theft, or dishonesty by Executive against Company or any Company subsidiary, or willful violation by Executive of a policy or procedure of Company, resulting in any case in material harm to Company; (v) material breach of any Confidentiality Agreement or obligation and/or material breach of any Restrictive Covenant Agreement or similar agreement by and between Executive and Company; or (vi) material or intentional falsification of any Company record. Under this agreement, Executive shall have "Good Reason" to terminate this agreement and his employment in the event of: (i) a material adverse change in Executive's duties, in Executive's reporting structure (except if Company appoints a non-executive Chairman, in which case Executive shall not have Good Reason unless such appointment occurs after a Change in Control, as defined in Executive's separate Change in Control Severance Agreement), or in Executive's responsibilities (as set forth herein or as the same may be altered from time to time thereafter); (ii) any reduction in Executive's Base Salary (as set forth in the agreement or as the same may be altered from time to time), except as provided in the agreement; (iii) Company's relocation of Executive more than fifty miles from Executive's primary office location (initially Overland Park, Kansas) and more than fifty miles from Executive's principal residence; or (iv) Company's sale to an entity that is not publicly traded or that results in the Company no longer being a publicly traded entity.

(5) If the Company terminates Dr. Brisimitzakis' employment without Cause, or if Dr. Brisimitzakis terminates employment with Good Reason, then Executive shall receive a lump sum payment payable within 30 days following termination of employment equal to accrued compensation plus the lesser of (a) an amount equal to two times the Executive's highest annual Base Salary during the twelve month period immediately before such termination or (b) the Base Salary that would be paid to Executive if he continued employment to age 65. Executive is also entitled to reimbursement, up to a maximum of eighteen months, for premium payments for any elected COBRA coverage Executive elects, if any, and immediate vesting of all stock options and/or

restricted stock units granted through the date of termination, regardless of the provisions of any other agreement.

(6)

In Dr. Brisimitzakis' Change in Control Severance Agreement, "Qualifying Termination" means a termination of Executive's employment during the Termination Period (i) by Company other than for Cause or (ii) by Executive for Good Reason. "Termination Period" means a period of two years after a Change in Control. Both "Cause" and "Good Reason" are defined in Dr. Brisimitzakis' employment agreement. (*See* note (4) above.) Although defined more specifically in the Change in Control Severance Agreement, "Change of Control" generally means the occurrence of (i) a transaction whereby any person acquires more than 50% of the total combined voting power of the Company, (ii) a significant change in at least two-thirds of the composition of the Board over a consecutive two year period, or (iii) the consummation of (A) a merger, consolidation, reorganization or business combination, (B) sale or other disposition of substantially all of the Company's assets, or (C) the acquisition of assets or stock of another entity that results in a change in control as defined, in each case with certain exceptions.

(7)

Based on two times the sum of (A) Executive's highest annual rate of base salary during the twelve month period immediately before the Date of Termination plus (B) the higher of (x) Executive's average AIP award over the three prior complete fiscal years or (y) Executive's annual target AIP award for the fiscal year in which the Date of Termination occurs and the value of continued participation in medical, dental, accident, disability, and life insurance benefit plans for eighteen months, and assumes immediate vesting of options and RSUs pursuant to the applicable award agreements.

(8)

For purposes of the Change in Control Severance Agreement, "Qualifying Termination" means a termination of Executive's employment during the Termination Period (i) by Company other than for Cause or (ii) by Executive for Good Reason. "Termination Period" means a period of two years after a Change in Control. "Cause" means Executive's (i) conviction of, or plea of guilty or nolo contendere to, a felony or misdemeanor involving moral turpitude, (ii) indictment for a felony or misdemeanor under the federal securities laws, (iii) willful misconduct or gross negligence resulting in material harm to the Company, (iv) willful breach of Executive's duties or responsibilities herein or of the separate Restrictive Covenant Agreement as defined, (v) fraud, embezzlement, theft, or dishonesty against the Company or any Subsidiary, or (vi) willful violation of a policy or procedure of the Company resulting in any case in material harm to the Company. "Good Reason" means, without Executive's express written consent, the occurrence of any of the following events within two years after a Change in Control: a material adverse change in Executive's duties or responsibilities as of the Change in Control (or as the same may be increased from time to time thereafter); provided, however, that Good Reason shall not be deemed to occur upon a change in Executive's reporting structure, upon a change in Executive's duties or responsibilities that is a result of the Company no longer being a publicly traded entity and does not involve any other event set forth in this paragraph, or upon a change in Executive's duties or responsibilities that is part of an across-the-board change in duties or responsibilities of employees at Executive's level; any reduction in Executive's annual base salary or annual target or maximum annual incentive award opportunity in effect as of the Change in Control (or as the same may be increased from time to time thereafter); provided, however, that Good Reason shall not include such a reduction of less than 10% that is part of an across-the-board reduction applicable to employees at Executive's level; Company's (A) relocation of Executive more than fifty miles from Executive's primary office location and more than fifty miles from Executive's principal residence as of the Change in Control or (B) requirement that Executive travel on Company business to an extent substantially greater than Executive's travel obligations immediately before such Change in Control; a reduction of more than 10% in the aggregate benefits provided to Executive under the Company's employee benefit plans, including but not limited to any "top hat" plans designated for key employees in which Executive is participating as of the Change in Control; any purported termination of Executive's employment without notice; or the failure of the Company to obtain a required assumption agreement from any successor.

(9)

Based on Mr. Goadby's base salary and medical insurance benefit calculated over a twelve month period and assumes immediate vesting of options and RSUs pursuant to the applicable award agreements.

2010 DIRECTOR COMPENSATION

The table below summarizes the total compensation earned or paid by the Company to directors who were not executive officers during 2010.

	Fees Earned Or Paid In Cash ($)(1)	Stock Awards ($) (2)	Total ($)
Bradley J. Bell	$ 51,202	$ 67,000	$ 118,202
David J. D'Antoni	0	$ 124,500	$ 124,500
Richard S. Grant(3)	$ 70,000	$ 67,000	$ 137,000
Perry W. Premdas	0	$ 132,000	$ 132,000
Allan R. Rothwell	0	$ 124,500	$ 124,500
Timothy R. Snider	0	$ 123,298	$ 123,298
Paul S. Williams	$ 50,000	$ 67,000	$ 117,000

(1) Includes deferred amounts.

(2) These amounts except for Mr. Grant were deferred pursuant to the Incentive Award Plan and related Independent Director Stock Award Agreements. Mr. Grant received shares of common stock for his equity compensation. The amounts disclosed represent the grant date fair value recognized in accordance with ASC Topic 718. The grant date fair value is equivalent to the equity portion of each director's annual compensation (for 2010, $67,000), plus any additional elective deferrals of each director's non-equity compensation. The number of stock units granted was based on the ending market value of the Company's common stock at each quarterly grant date. All stock units were vested at the grant date.

(3) Mr. Grant holds 3,000 unexercised options to purchase the Company's common stock as of the end of the fiscal year. There were no other unexercised options or unvested stock awards outstanding to directors as of the end of the fiscal year.

In 2010, each non-employee director received (1) an annual cash retainer of $50,000 per year, plus additional amounts for serving as a committee chair or Lead Independent Director, which amounts may be received either in cash or deferred into the Directors' Deferred Compensation Plan at the election of the director; and (2) an equity award of $67,000 per year, which amount may be deferred into the Directors' Deferred Compensation Plan or taken in shares of Company common stock. The Company paid non-employee directors the following additional compensation in 2010 for serving as committee chairs and Lead Independent Director: The Audit Committee Chair received $15,000 per year, the chairs of the Compensation Committee, Nominating/Corporate Governance, and Environmental, Health and Safety Committees each received $7,500 per year, and the Lead Independent Director received $20,000 per year.

Non-employee directors may elect to defer all or a portion of the fees payable for their service. Any amounts deferred by a director are converted into units equivalent to the value of the Company's common stock. As dividends are declared on the Company's common stock, these units are entitled to accrete dividends in the form of additional units based on the average of the high and low stock price on the dividend payment date. Accumulated deferred units are distributed in the form of Company common stock at the time the director ceases to be a member of the Board or any earlier date elected by the director. Each non-employee member of the Board of Directors is required to obtain ownership in Company stock (or its equivalent) equal to five times the annual cash retainer, which amount is to be achieved within five years of joining the Board of Directors, and maintain at least five times the annual cash retainer in stock ownership (or its equivalent) while on the Board of Directors. All

non-employee directors currently own Compass Minerals shares or vested deferred stock units. For 2007 and earlier years, deferred amounts were made pursuant to the Compass Minerals International, Inc. Directors' Deferred Compensation Plan, adopted effective October 1, 2004. Since 2008, deferred amounts are made pursuant to the Incentive Award Plan and related Independent Director Stock Award Agreements.

On November 3, 2010, the Board of Directors approved compensation for non-employee members of the Board of Directors, effective January 1, 2011 as follows: (1) the cash retainer remains the same as for 2010 at $50,000 per year, (2) the equity award is increased from $67,000 to $75,000 per year, (3) the additional compensation paid for serving as Lead Independent Director remains the same as for 2010 at $20,000, (4) the compensation for serving as chair of the Audit Committee remains the same at $15,000 per year, the compensation for serving as chairs of the Nominating/Corporate Governance and the Environmental, Health and Safety Committees remains the same at $7,500 per year, and the compensation for serving as chair of the Compensation Committee increased for 2011 from $7,500 to $10,000 per year, and (5) each non-employee director will also receive from the Company an annual committee service fee of $7,500 for serving on the Audit Committee, and $5,000 for serving on each of the Compensation, Nominating/Corporate Governance and Environmental, Health & Safety Committees.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee consists of Bradley J. Bell (chair), Perry W. Premdas, Timothy R. Snider, and Paul S. Williams. None of these individuals is or has ever been an officer or employee of Compass Minerals. During 2010, no executive officer of Compass Minerals served as a director of any corporation for which any of these individuals served as an executive officer, and there were no other Compensation Committee interlocks with the companies with which these individuals or Compass Minerals' other directors are affiliated.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires directors and certain officers of Compass Minerals and persons who own more than 10% of Compass Minerals' common stock to file with the SEC initial reports of beneficial ownership (Form 3) and reports of subsequent changes in their beneficial ownership (Form 4 or Form 5) of Compass Minerals' common stock. Such directors, officers and greater-than-ten-percent stockholders are required to furnish Compass Minerals with copies of the Section 16(a) reports they file. The SEC has established specific due dates for these reports, and Compass Minerals is required to disclose in this Proxy Statement any late filings or failures to file.

Based solely upon a review of the copies of the Section 16(a) reports (and any amendments thereto) furnished to Compass Minerals and written representations from certain reporting persons that no additional reports were required, Compass Minerals believes (i) that its directors and greater-than-ten-percent stockholders complied with all these filing requirements for the fiscal year ended December 31, 2010, and (ii) each of the Company's reporting officers complied with filing requirements for the fiscal year ended December 31, 2010.

REVIEW AND APPROVAL OF TRANSACTIONS WITH RELATED PERSONS

The Board of Directors has adopted a written policy and procedures for review, approval and monitoring of transactions involving the Company and "related persons" (directors, director nominees and executive officers or their immediate family members, or stockholders owning 5% or greater of the Company's outstanding stock). The policy covers any related-person transaction that meets or is near the minimum threshold for disclosure in the Proxy Statement under the relevant SEC rules (generally,

transactions involving amounts exceeding $120,000 in which a related person has a direct or indirect material interest).

The Company's Nominating/Corporate Governance Committee (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 the Company 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. No director shall participate in any discussion, approval or ratification of any related-party transaction for which he or she is a related party, except that the director shall provide all material information concerning the related-party transaction to the Governance Committee. If a related-party transaction will be ongoing, the Governance Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the related party. Thereafter, the Governance Committee, on at least an annual basis, shall review and assess ongoing relationships with the related party to determine whether they are in compliance with the Governance Committee's guidelines and that the related-party transaction remains appropriate.

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 best judgment.

ADDITIONAL INFORMATION

To reduce the expense of delivering duplicate proxy materials to stockholders who may have more than one account holding Compass Minerals 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 of Proxy Materials, 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. This procedure reduces duplicate mailings and saves printing costs and postage fees. 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 12 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 Notice of Internet Availability of Proxy Materials, annual report, or proxy statement mailed to you, please submit a request to our Corporate Secretary at Compass Minerals International, Inc., 9900 West 109th Street, Suite 100, Overland Park, KS 66210 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 this year's 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.

ADDITIONAL FILINGS AND INFORMATION

The Company's Forms 10-K, 10-Q, 8-K and all amendments to those reports are available without charge through the Company's website as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. They may be accessed at http://www.compassminerals.com. Additional copies of the Company's annual report to stockholders are available upon a written request to the Company at Compass Minerals International, Inc., 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210, Attention: Secretary.

Proxy Solicitation

Compass Minerals will bear the entire cost of this proxy solicitation. In addition to soliciting proxies by this mailing, we expect that our directors, officers and regularly engaged employees may solicit proxies personally or by mail, telephone, facsimile or other electronic means, for which solicitation they will not receive any additional compensation. Compass Minerals 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 2011 Annual Meeting

Any stockholder who intends to present a proposal at the Annual Meeting in 2011 must deliver the proposal to Compass Minerals International, Inc., 9900 West 109th Street, Suite 100, Overland Park, Kansas 66210, Attention: Secretary

- if the proposal is submitted for inclusion in our proxy materials for that meeting pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, not later than December 2, 2011;

- if the proposal is submitted pursuant to Compass Minerals' by-laws (in which case we are not required to include the proposal in our proxy materials), not later than the close of business on February 11, 2012 nor earlier than the close of business on January 12, 2012. However, if the 2012 Annual Meeting is more than thirty (30) days before or after the anniversary of the 2011 Annual Meeting, then to be timely the stockholder notice must be delivered to the Company not earlier than the close of business on the one hundred twentieth (120th) day prior to such Annual Meeting and not later than the close of business on the later of the ninetieth (90th) day prior to such Annual Meeting or, if later, the tenth (10th) day following the day on which public announcement of the date of such meeting is first made by the Company.

By order of the Board of Directors,

Rodney Underdown
Vice President, Chief Financial Officer,
Secretary and Treasurer

QuickLinks

COMPASS MINERALS INTERNATIONAL, INC. 9900 West 109th Street, Suite 100 Overland Park, Kansas 66210
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS To Be Held May 11, 2011
Your vote is very important. Please vote regardless of whether or not you plan to attend the meeting.
Important notice regarding the availability of proxy materials for the Annual Meeting to be held on May 11, 2011. The Company's Proxy Statement and Annual Report to security holders for the fiscal year ended December 31, 2010 are available at http://www.proxyvote.com (with your investor identification number) and http://www.compassminerals.com.
COMPASS MINERALS INTERNATIONAL, INC. 9900 West 109th Street, Suite 100 Overland Park, Kansas 66210
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YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE PROMPTLY VOTE ONLINE OR BY TELEPHONE OR SUBMIT YOUR PROXY.
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PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION
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PROPOSAL 4 ADVISORY VOTE ON THE FREQUENCY OF FUTURE STOCKHOLDER VOTES ON EXECUTIVE COMPENSATION
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