

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**SCHEDULE 14A**

PROXY STATEMENT PURSUANT TO SECTION 14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. )



Filed by the Registrant



Filed by a Party other than the Registrant

**Check the appropriate box:**

<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	Confidential, for Use of the Commission Only (as permitted by Rule 14A-6(E)(2))
<input checked="" type="checkbox"/>	Definitive Proxy Statement
<input type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	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 all boxes that apply):**

<input checked="" type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee paid previously with preliminary materials.
<input type="checkbox"/>	Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

A black and white photograph of a miner in a hard hat and safety vest, viewed from behind, standing next to a large piece of mining equipment in a tunnel. The tunnel walls are lined with wooden planks.

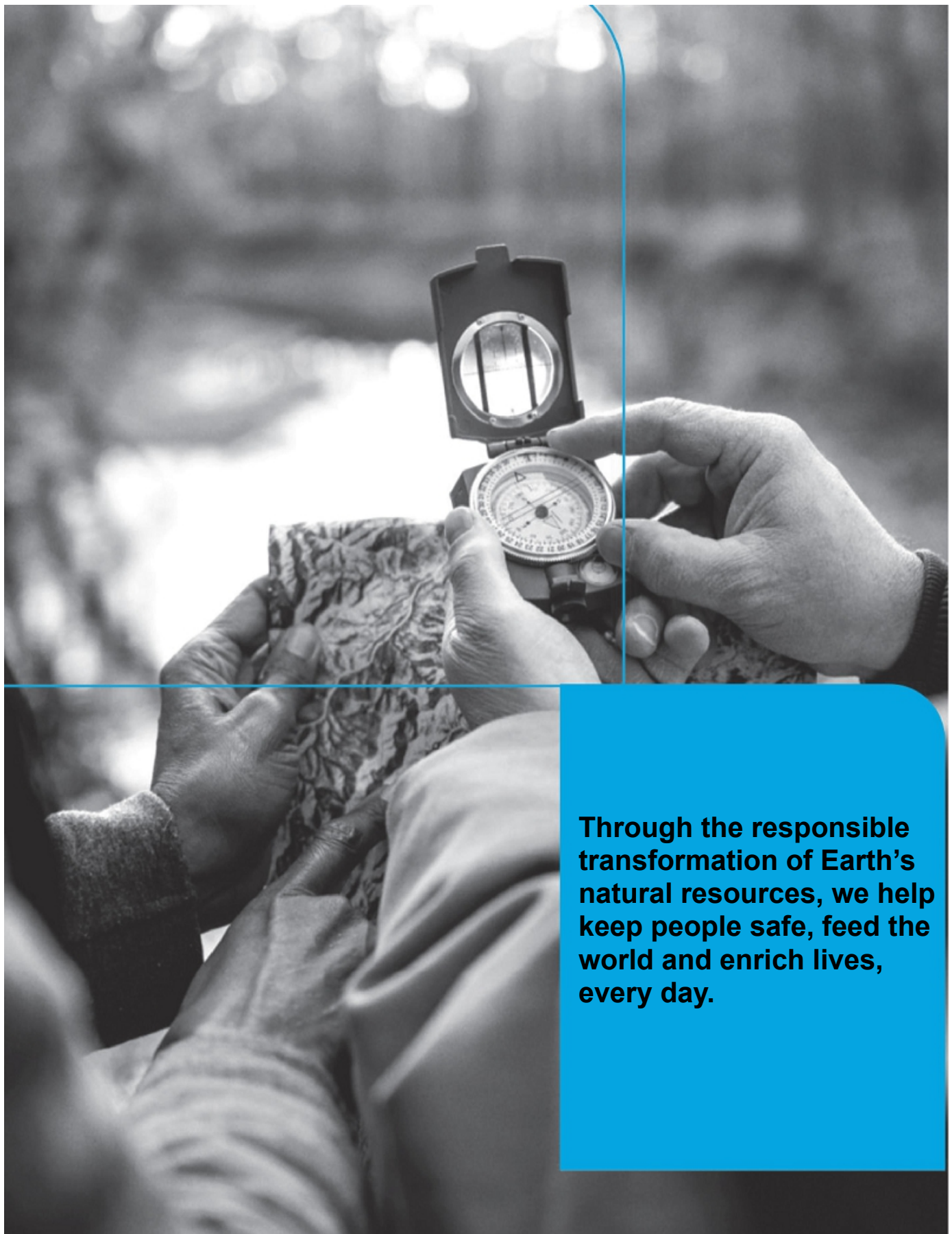
# 2024

# PROXY STATEMENT

Notice of Annual Meeting of Shareholders

Tuesday, March 5, 2024  
9:00 a.m., Central time

[www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024)



**Through the responsible transformation of Earth's natural resources, we help keep people safe, feed the world and enrich lives, every day.**

**March 5, 2024**  
**9:00 a.m., Central Time**

9900 West 109<sup>th</sup> Street,  
 Suite 100 Overland Park,  
 Kansas 66210  
 (913) 344-9200

# NOTICE

## of Annual Meeting of Stockholders

### TO OUR STOCKHOLDERS,

We cordially invite you to attend the 2024 annual meeting of stockholders of Compass Minerals International, Inc. We will be holding the annual meeting via live webcast.



#### WHEN

Tuesday, March 5, 2024  
 9:00 a.m., Central time



#### VIRTUAL MEETING

[www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024)



#### RECORD DATE

Only stockholders of record as of the close of business on January 29, 2024, may vote at the meeting or any postponements or adjournments of the meeting



By Order of the Board of Directors,



**Mary L. Frontczak**  
 Chief Legal and Administrative  
 Officer and Corporate Secretary

January 29, 2024

We hope you will attend our virtual meeting, where you will be able to vote and submit questions. Our virtual meeting format offers the same participation opportunities as were provided at our past in-person meetings, and also makes it easy for all stockholders with internet access—regardless of their location—to participate.

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

### ITEMS OF BUSINESS

1. Elect 8 director nominees, each for a one-year term
2. Approve, on an advisory basis, the compensation of our named executive officers
3. Approve an amendment to the Compass Minerals International, Inc. 2020 Incentive Award Plan
4. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2024
5. Consider any other business that may properly come before the meeting and any postponement or adjournment of the meeting

### YOUR VOTE IS VERY IMPORTANT.

**Please vote regardless of whether or not you plan to attend our annual meeting.**

If you would like more information, please see the Questions and Answers section of this Proxy Statement.

**REVIEW YOUR PROXY STATEMENT AND VOTE IN ONE OF FIVE WAYS:**

Please refer to the enclosed proxy materials or the information forwarded by your bank, broker or holder of record to see which voting methods are available to you.



**BY MOBILE DEVICE**  
Scan the QR code



**ONLINE DURING THE  
ANNUAL MEETING**  
Vote online during the  
Annual Meeting at  
[www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024)



**INTERNET**  
Visit, 24/7,  
[www.proxyvote.com](http://www.proxyvote.com)



**BY TELEPHONE**  
Dial toll-free, 24/7,  
1-800-690-6903



**BY MAIL**  
Complete, date and sign your  
proxy card and send by mail  
in the enclosed postage  
paid- envelope

By submitting your proxy, you authorize Mary L. Frontczak and Jared M. Campbell, both officers of Compass Minerals, to represent you and vote your shares at the meeting in accordance with your instructions. If you do not provide instructions, they will vote your shares consistent with the Board's recommendations. They also may vote your shares to adjourn the meeting and will be authorized to vote your shares at any postponements or adjournments of the meeting.



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## YOUR VOTE IS VERY IMPORTANT.

Whether or not you plan to attend the annual meeting, we encourage you to read this Proxy Statement and submit your proxy or voting instructions as soon as possible.

# PROXY STATEMENT SUMMARY

We provide below highlights of certain information in this Proxy Statement. As it is only a summary, please refer to the complete Proxy Statement and fiscal year 2023 Annual Report before you vote.

In June 2021, our Board of Directors changed our fiscal year end from December 31 to September 30. As a result, our 2021 fiscal year (“fiscal 2021”) was the nine-month period from January 1, 2021, to September 30, 2021. References in this Proxy Statement to “fiscal 2023” mean the fiscal year beginning October 1, 2022, and ending September 30, 2023.

## 2024 Annual Meeting of Stockholders



### WHEN

Tuesday, March 5, 2024  
9:00 a.m. Central Time



### VIRTUAL MEETING

[www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024)



### RECORD DATE

Only stockholders of record as of the close of business on January 29, 2024, may vote



### VOTING

Stockholders of record are entitled to one vote per share of common stock

## Voting Matters and our Board’s Recommendation

Items of Business	Board Vote Recommendation	Where to Find More Information
1 Elect 8 director nominees, each for a one-year term	✓ <b>FOR</b> each Director Nominee	17
2 Approve, on an advisory basis, the compensation of our named executive officers	✓ <b>FOR</b>	37
3 Approve an amendment to the Compass Minerals International, Inc. 2020 incentive Award Plan	✓ <b>FOR</b>	78
4 Ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2024	✓ <b>FOR</b>	88

In addition to these matters, stockholders may be asked to vote on such other business as may properly come before our 2024 annual meeting of stockholders (the “Annual Meeting”).

## Governance Overview // SEE PAGE 17

### Our stockholders expect our Board to:




















- oversee management performance,
- ensure the long-term interests of stockholders are being served,
- monitor risks and compliance with our policies, and
- perform the duties and responsibilities assigned to our Board under our Bylaws, Corporate Governance Guidelines and the laws of the State of Delaware, our state of incorporation.






To fulfill these responsibilities, our Board is committed to ensuring its members bring diverse attributes, backgrounds, viewpoints and perspectives. We believe each of our directors have skills and qualifications that add to the overall effectiveness of our Board. The following table and charts introduce our director nominees. Additional information about each director’s background and experience can be found in the “Nominees for Director” section of this Proxy Statement.









## Nominees to Our Board of Directors

Name and Principal Occupation	Age	Director since	Independent	Other Public Company Boards	Qualifications and Attributes	Committee Memberships			
						Audit	Comp	EHS&S	NCG
 <b>EDWARD C. DOWLING, JR.</b> President and CEO, Compass Minerals	68	2022		1	<ul style="list-style-type: none"> <li>• Business Leader</li> <li>• Industry/End User Knowledge</li> <li>• International Business</li> <li>• Operations/EH&amp;S</li> </ul>	<ul style="list-style-type: none"> <li>• Risk Management</li> <li>• Sales and Marketing</li> <li>• Strategy/M&amp;A</li> <li>• Sustainability/HCM</li> </ul>			
 <b>RICHARD P. DEALY</b> President and CEO, Pioneer Natural Resources	57	2022		0	<ul style="list-style-type: none"> <li>• Business Leader</li> <li>• Financial Expert</li> <li>• Industry/End User Knowledge</li> <li>• Operations/EH&amp;S</li> </ul>	<ul style="list-style-type: none"> <li>• Risk Management</li> <li>• Sales and Marketing</li> <li>• Strategy/M&amp;A</li> </ul>			
 <b>VANCE O. HOLTZMAN</b> Senior VP for Investments, Koch Minerals & Trading	50			0	<ul style="list-style-type: none"> <li>• Business Leader</li> <li>• Industry/End User Knowledge</li> <li>• International Business</li> </ul>	<ul style="list-style-type: none"> <li>• Risk Management</li> <li>• Strategy/M&amp;A</li> </ul>			
 <b>GARETH T. JOYCE</b> CEO, Proterra Inc	50	2021		1	<ul style="list-style-type: none"> <li>• Business Leader</li> <li>• Industry/End User Knowledge</li> <li>• International Business</li> <li>• Operations/EH&amp;S</li> </ul>	<ul style="list-style-type: none"> <li>• Risk Management</li> <li>• Sales and Marketing</li> <li>• Strategy/M&amp;A</li> <li>• Sustainability/HCM</li> </ul>			
 <b>MELISSA M. MILLER</b> Executive Vice President and Chief Human Resources Officer, Arconic Corporation	52	2022		0	<ul style="list-style-type: none"> <li>• Business Leader</li> <li>• International Business</li> <li>• Risk Management</li> </ul>	<ul style="list-style-type: none"> <li>• Strategy/M&amp;A</li> <li>• Sustainability/HCM</li> </ul>			
 <b>JOSEPH E. REECE</b>  Managing Member, SilverBox Capital, LLC	62	2019		1	<ul style="list-style-type: none"> <li>• Business Leader</li> <li>• Financial Expert</li> <li>• Industry/End User Knowledge</li> <li>• International Business</li> </ul>	<ul style="list-style-type: none"> <li>• Risk Management</li> <li>• Sales and Marketing</li> <li>• Strategy/M&amp;A</li> </ul>			

Name and Principal Occupation	Age	Director since	Independent	Other Public Company Boards	Qualifications and Attributes	Committee Memberships			
						Audit	Comp	EHS&S	NGC
 <b>SHANE T. WAGNON</b> Vice President, Koch Carbon, LLC	40	2022		0	<ul style="list-style-type: none"><li>• Business Leader</li><li>• Industry/End User Knowledge</li><li>• Operations/EH&amp;S</li></ul>	<ul style="list-style-type: none"><li>• Risk Management</li><li>• Sales and Marketing</li><li>• Strategy/M&amp;A</li></ul>			
 <b>LORI A. WALKER</b> Retired CFO and SVP, Valspar Corporation	66	2015		2	<ul style="list-style-type: none"><li>• Business Leader</li><li>• Financial Expert</li></ul>	<ul style="list-style-type: none"><li>• International Business</li><li>• Risk Management</li><li>• Strategy/M&amp;A</li></ul>			

 Committee Chair  Committee Member  Non-Executive Chairman of the Board  Audit Committee financial expert

Director Nominee Snapshot

GENDER DIVERSITY

25%

OUR DIRECTOR NOMINEES INCLUDE 2 FEMALE COMMITTEE CHAIRS

INDEPENDENCE (NYSE STANDARDS)

62.5%

INCLUDING OUR CHAIRMAN

AUDIT COMMITTEE EXPERTISE (SEC)

100%

ALL DIRECTOR NOMINEES WHO ARE AUDIT COMMITTEE MEMBERS ARE CONSIDERED FINANCIAL EXPERTS

AGE

55.5

AVERAGE AGE

TENURE



















































































































2.8

AVERAGE TENURE

BOARD REFRESHMENT

+6

SIX OF OUR NOMINEES HAVE JOINED THE BOARD IN THE LAST FOUR YEARS

Skills, Experience and Attributes		Edward C. Dowling, Jr.	Richard P. Dealy	Vance O. Holtzman	Gareth T. Joyce	Melissa M. Miller	Joseph E. Reece	Shane T. Wagnon	Lori A. Walker
 Business/Functional Leader									
 Financial Expert									
 Industry/End User Knowledge									
 International Business									
 Operations/Environmental, Health & Safety (EH&S)									
 Risk Management									
 Sales and Marketing									
 Strategy/M&A									
 Sustainability/Human Capital Management									
 Diversity									
Race/Ethnicity									
African American									
White/Caucasian									
Gender									
Male									
Female									

## Corporate Governance Highlights

Our Board of Directors places great value on strong governance controls and regularly evaluates and implements emerging best practices. Set forth below are key highlights of our corporate governance practices that are further discussed beginning on page 30 of this Proxy Statement.

- ✓ Our Board annually reviews its size, composition and ability to function effectively with appropriate expertise and diversity. As a result of this assessment and our Board's succession planning process, we recently added directors with experiences in finance, human resources and talent development and the mining industry.
- ✓ In order to ensure Board refreshment, our Board amended our Corporate Governance Guidelines in 2021 to adopt term limits for directors.
- ✓ Our Board amended our bylaws in 2020 to provide stockholders a proxy access right for director elections.
- ✓ Our Board is led by a Non-Executive Chairman of the Board, and all of the Board's committees are led by independent directors serving as chairs. Mr. Reece has been our Non-Executive Chairman of the Board since May 2021.
- ✓ During fiscal 2023, each current director attended at least 75% of all Board meetings and meetings of each Board committee on which he or she served.
- ✓ We value diversity, which is exhibited in the diversity of our directors' genders, ethnicities, ages, areas of professional expertise, skills and backgrounds.
- ✓ The independent directors held executive sessions after each Board and committee meeting during fiscal 2023.
- ✓ Our Board oversees our enterprise risk management process and succession plans for all executive officers.
- ✓ The EHS&S Committee of our Board works closely with management to provide oversight of environmental, health, safety and sustainability matters impacting us to promote a culture that prioritizes safety, environmental stewardship and sustainability.
- ✓ Our anti-hedging policy prohibits all directors, executive officers and employees from engaging in short sales of our securities; from buying, selling or investing in Company-based derivative securities; from entering into any hedging transactions with respect to our securities; or from engaging in comparable transactions.
- ✓ Evaluations for our Board as a whole, each Board committee and each individual director are conducted annually.
- ✓ All directors are in compliance with our Stock Ownership Guidelines, which require significant ownership of our common stock.

Compensation Overview // SEE PAGE 39

Advisory Approval of Executive Compensation

We are asking our stockholders to approve, on an advisory basis, the compensation of our named executive officers (“NEOs”), commonly referred to as a “say-on-pay” vote. Our Board and the Compensation Committee value the opinions expressed by our stockholders and will consider the results of this say-on-pay vote when evaluating our executive compensation program in the future.

The results of the annual stockholder say-on-pay vote help inform the Compensation Committee on the views of stockholders. The Compensation Committee considers the results of the say-on-pay vote and stockholder feedback when designing and making decisions regarding our executive compensation program. In 2023, we received 69.5% support from shareholders, and in response, we engaged with shareholders to solicit feedback.

WHO WE CONTACTED AND ENGAGED	WHAT WE HEARD	HOW WE RESPONDED
<ul style="list-style-type: none"><li>• We contacted 23 of our top 30 shareholders representing approximately 53% of our outstanding shares, noting that we did not reach out to Koch Industries (approximately 17% ownership stake in the Company) given their representation on the board of directors.</li><li>• Nine shareholders accepted our invitation for outreach (including six of our top ten holders) representing approximately 39% of our outstanding shares.</li></ul>	<ul style="list-style-type: none"><li>• Shareholders expressed appreciation for the shareholder outreach and asked us to continue to reach out to them on a regular basis.</li><li>• Certain shareholders expressed that they would like to see the Board and management own more shares in the Company.</li><li>• Some shareholders wanted more information around the MAIP payout for fiscal 2022 as well as certain one-off payments/off-cycle awards.</li></ul>	<ul style="list-style-type: none"><li>• The Chairman of the Compensation Committee committed to continuing to reach out to investors at least annually.</li><li>• In 2023, the compensation mix for directors was modified so that all compensation for non-employee directors is in the form of equity awards.</li><li>• Questions that investors had related to the fiscal 2022 MAIP payout and certain one-off payments/off-cycle awards were addressed by the Chairman of the Compensation Committee and Company personnel. The Company committed to working on additional disclosure in future proxy filings to address out of the ordinary items.</li></ul>

Fiscal 2023 Company Performance and Other Highlights

REVENUE \$1.205B	OPERATING EARNINGS \$79.1M	CASH PROVIDED BY OPERATING ACTIVITIES \$107.9M
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In fiscal 2023, we achieved the following financial results:

- Generated fiscal 2023 consolidated revenue of \$1.205 billion, which was 3% lower year over year
- Salt segment revenue was flat year over year at \$1 billion
- Plant Nutrition segment revenue of \$172.1 million was 23% below the comparable prior-period results

Throughout fiscal 2023, we remained focused on strong execution within the core Salt and Plant Nutrition businesses. We also took steps toward accelerating growth through the acquisition of Fortress North America (“Fortress”), which will help reduce winter weather dependency.

We are guided on this journey through our ongoing commitment to building a sustainable culture, meeting customer expectations and leveraging our advantaged assets to create long-term value for our shareholders.



## Culture

Our continued focus on improving organizational health helps to ensure that our workforce is engaged, supported and equipped to support the needs of our customers. We prioritize safe and healthy work practices, focusing on our Company's ultimate goal of zero harm, which includes zero injuries to employees and contractors as well as zero environmental incidents. We strive to always operate as responsible stewards of the environment.

At Compass Minerals, we believe that everyone has a voice and every voice matters. We hire, promote and retain people with different backgrounds and experiences, which strengthens our culture and brings a wider range of perspectives to help solve critical issues. And we invest in the development of our employees by offering training and development opportunities as well as access to professional programming. Our diversity, belonging, inclusion and equity ("DBIE") strategy focuses on raising awareness and educating employees, engaging employees in initiatives to create a sense of belonging, and finally, having a positive impact on our organization and in our communities by partnering with external groups working to improve DBIE.

Additionally, we engage as active participants in the communities where we live and work through collaboration, charitable support and employee volunteerism.

## Performance

We realized a number of positive strategic accomplishments in fiscal 2023, including the restoration of Salt profitability and the achievement of several key milestones by Fortress in its first commercial fire season. We achieved several strategic milestones during fiscal 2023 related to the Company's planned lithium project including the commencement of construction of the Company's commercial-scale demonstration direct lithium extraction unit at Ogden, Utah, and the completion of two binding, multiyear supply agreements.

## Value

We operate several unique, high-quality assets that are irreplaceable in their served markets and have tremendous intrinsic value. Compass Minerals continues to focus on strong execution within the core Salt and Plant Nutrition businesses and growing its emerging Fire Retardant business.

## Leadership Changes

Mr. Dowling was appointed as President and Chief Executive Officer on January 18, 2024, having previously served on the Environment, Health, Safety and Sustainability Committee and as Chair of the Compensation Committee of the Board of Directors. We entered into an employment agreement with Mr. Dowling, as described in more detail under "Compensation Discussion and Analysis-Executive Compensation Decisions for Fiscal 2024."

Mr. Crutchfield (who had been serving as President and Chief Executive Officer) departed the Company on January 17, 2024. In connection with his departure, Mr. Crutchfield was entitled to severance payments under his amended and restated employment agreement, and we entered into separation and consulting agreements with Mr. Crutchfield, which provides that Mr. Crutchfield will serve as a consultant to the Company through the end of the fiscal year, at a rate of \$22,500 per month (prorated for any partial months) to help ensure a smooth transition, and receive severance payments and benefits, as described in more detail under "Executive Compensation Tables-Agreements with Mr. Crutchfield, our former President and CEO."

Mr. Standen (who had been serving as Chief Commercial Officer) departed the Company on January 16, 2024. In connection with his departure, Mr. Standen was entitled to severance payments under our Executive Severance Plan, as described in more detail under "Executive Compensation Tables-Agreement with Mr. Standen, our former Chief Commercial Officer."

## Key Executive Compensation Highlights and Practices

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

	Pg.		Pg.
✓ Appropriately aligns pay and performance, with a significant portion of executive compensation being at-risk	42	✓ Compensation programs designed to mitigate undue risk-taking and receive an annual compensation risk assessment	56
✓ Performance based compensation constituted 60% of the total direct compensation of our former CEO and 51% of our other NEOs	42	✓ Independent consultant assists the Board of Directors’ Compensation Committee on executive compensation matters	55
✓ Long-term incentive program is weighted 60% performance-based awards	46	✓ Compensation benchmarked against relevant industry peer group	55
✓ Annual incentive program motivates and rewards for achievement of near-term priorities, consistent with our annual operating plan	46	✓ Rigorous stock ownership guidelines and retention requirements	32
✓ Annual incentive program payout is capped at 200% of target	46	✓ Prohibits repricing of underwater stock options	56
✓ Say-on-pay vote result and disclosures	43	✓ Robust clawback policy	56
✓ Double-trigger change in control provisions	56	✓ Anti-hedging and pledging policy	32

## About Compass Minerals

Compass Minerals is a leading global provider of essential minerals focused on safely delivering where and when it matters to help solve nature’s challenges for customers and communities. Our salt products help keep roadways safe during winter weather and are used in numerous other consumer, industrial, chemical and agricultural applications. Our plant nutrition products help improve the quality and yield of crops while supporting sustainable agriculture. Additionally, our next-generation, long-term fire retardant products provide a more innovative and environmentally friendly option in the fight against wildfires. We operate 12 production and packaging facilities with nearly 2,000 employees throughout the U.S., Canada and the U.K. Visit [compassminerals.com](https://compassminerals.com) for more information about the Company and our products.

## Corporate Responsibility

We approach our environmental, social and governance (ESG) work through a fundamental commitment to four key pillars: safety, growth, transparency and stewardship. Together, these pillars form our sustainability compass, guiding our decisions and business practices across all aspects of our Company.



We have a clear vision of our Core Purpose, “THROUGH THE RESPONSIBLE TRANSFORMATION OF EARTH’S NATURAL RESOURCES, WE HELP KEEP PEOPLE SAFE, FEED THE WORLD AND ENRICH LIVES, EVERY DAY.”

## THE 4 POINTS OF OUR SUSTAINABILITY COMPASS

- **Safety:** *Striving toward zero harm, our highest priority is ensuring the health and safety of our employees and communities in which we operate.*
- **Growth:** *We work to enable sustainable, profitable growth by maximizing the value and efficiency of our production assets, investing in our people, driving innovation and exceeding customer expectations.*
- **Transparency:** *Firmly committed to a culture of trust, transparency and accountability, we seek open and honest communication with our stakeholders, while showing respect for diversity in all its forms.*
- **Stewardship:** *We honor our responsibility to serve as good stewards of the natural resources we rely on to produce, manufacture and market essential mineral products, minimize the impact we have on our environment, and recognize the markets we serve may be impacted by a changing climate.*

## Fiscal 2025 ESG Goals and Targets

At Compass Minerals, we recognize the importance of managing our environmental, social and governance impacts and growing our Company in a sustainable manner. As we looked to the future, we engaged stakeholders and internal business partners in conversations as well as assessed the broader sustainability landscape to help inform our fiscal 2025 ESG goals and targets that will guide us in the years ahead.

These goals, and the targets that serve as milestones toward achieving them, span the key focus areas of Our Workforce, Our Environment, Our Products and Our Communities. They are driven by the four pillars of our sustainability compass and also informed by our most recent materiality assessment completed in fiscal 2021. We will report progress against our goals and targets in our future ESG reports to help ensure our stakeholders understand where we are each step of the way.

**Our Workforce:** Compass Minerals is committed to fostering a safe, ethical, diverse and inclusive workplace that empowers bottom-up innovation and equips employees with the tools and training they need to thrive and grow professionally.

**Our Environment:** Compass Minerals continually evaluates risks and opportunities related to our climate and broader environment. By going beyond compliance, we responsibly transform our natural resources while mitigating impacts and protecting our environment for future generations.

**Our Products:** Compass Minerals is committed to product safety, quality and transparency. We are also engaging with our vendors to ensure sustainability throughout our supply chain.

**Our Communities:** Compass Minerals is committed to building relationships that support and enhance our communities while operating in a manner that protects the health and safety of its members.

For more information on our approach toward and management of the ESG issues that matter most to our Company and our stakeholders, please see our Fiscal 2022 ESG Report on our Company website at [compassminerals.com](https://compassminerals.com).



## OUR CORE PURPOSE

At Compass Minerals, our work is essential. Through the responsible transformation of Earth's natural resources, every day we help:

- » keep people safe,
- » feed the world, and
- » enrich lives.

We embrace this responsibility with a passion for quality, consistency and reliability. What we do each day makes a real difference.



## OUR CORE VALUES

Our Core Values of Integrity, Respect, Collaboration, Value Creation and High Performance help empower us to fulfill our mission. They guide our decisions and actions. By practicing these behaviors every day, we can all contribute to the success of Compass Minerals. Not only do our Core Values serve as daily guidelines, they help us:

- » perform to our potential,
- » deliver on our customers' expectations,
- » sustainably manage our operations and
- » partner better with one another.

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



### INTEGRITY

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



### RESPECT

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



### COLLABORATION

We accomplish more through cooperation and teamwork.



### VALUE CREATION

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



### HIGH PERFORMANCE

We achieve excellence through initiative, accountability and superior results.



Our proxy materials include this Proxy Statement, our Fiscal Year 2023 Annual Report to Stockholders (the “Annual Report”), which consists of our Annual Report on Form 10-K for the fiscal year ended September 30, 2023, as well as the proxy card or a voting instruction form. The Annual Report and the information contained on our website do not constitute a part of the proxy solicitation materials and are not incorporated by reference into this Proxy Statement.

**YOUR VOTE IS VERY IMPORTANT.**

Whether or not you plan to attend the annual meeting, we encourage you to read this Proxy Statement and submit your proxy or voting instructions as soon as possible.

# GOVERNANCE

## PROPOSAL 1 ELECTION OF DIRECTORS

### Current Nominees

Our Board of Directors currently consists of nine directors.

- Jill V. Gardiner was appointed to our Board in May 2023. Ms. Gardiner has declined to stand for re-election at the Annual Meeting due to other commitments.
- Our Corporate Governance Guidelines include term limits of between 8-12 years for directors, with limited exceptions. As a result, Eric Ford resigned from our Board in August 2023. During his 12-year tenure on our Board, Mr. Ford served the Company and our stockholders faithfully, and the Board wishes to thank Mr. Ford for his service and contributions to Compass Minerals.
- KM&T, our largest shareholder, has designated Vance O. Holtzman to replace Jon Chisholm on our Board after the Annual Meeting.

Our Board of Directors recommends 8 nominees—all incumbent directors, except for Mr. Holtzman—for election to the Board for one-year terms ending at our next annual meeting of stockholders, or until a successor is duly elected and qualified or a director's earlier death, resignation or removal. On the following pages, we summarize the nominees' respective professional backgrounds and the skills that made them desirable additions to our Board.

Except for Mr. Holtzman, each nominee was previously elected at a Compass Minerals annual meeting of stockholders. Each nominee has consented to being named in this Proxy Statement and has agreed to serve, if elected. If a nominee is unable to stand for election, our Board may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected for any nominee, the proxy holders will vote your shares for the substitute nominee.

### Vote Required

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




**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF EACH OF THE 8 DIRECTOR NOMINEES.**









Fiscal 2024 Nominees for Director

Board Nominee Composition

INDEPENDENT  62.5%	DIVERSITY  25% GENDER  12.5% ETHNIC	AGE RANGE  40-68 YEARS
AVERAGE TENURE  2.8 YEARS	AVERAGE AGE  55.5 YEARS	JOINED IN LAST 4 YEARS  +6

EDWARD C. DOWLING, JR.		PRESIDENT AND CEO, COMPASS MINERALS INTERNATIONAL, INC.	
 <b>Age 68</b>  <b>Director since</b> <ul style="list-style-type: none"><li>2022</li></ul> <b>Committees</b> <ul style="list-style-type: none"><li>Environmental, Health, Safety and Sustainability</li></ul>	<b>PROFESSIONAL BACKGROUND</b> <ul style="list-style-type: none"><li>Became President and Chief Executive Officer of Compass Minerals in January, 2024.</li><li>Has over 30 years of mining experience, including as President and CEO of Alacer Gold Corp., a gold producer, from 2008 to 2012, and Chairman from 2013 to 2020. Previously, was President and CEO of Meridian Gold Inc., a gold and silver producer, from 2006 to 2007.</li><li>Served as Executive Director for Mining and Exploration at De Beers S.A., a diamond producer, from 2004 to 2006.</li><li>Served as Executive Vice President for Operations at Cleveland-Cliffs, Inc., an iron miner and steelmaker, from 1998 to 2004.</li><li>Previously served as chairman of the boards of Polyus Open Joint Stock Company and Copper Mountain Mining.</li></ul>	<b>QUALIFICATIONS</b> <b>Mr. Dowling has:</b> <ul style="list-style-type: none"><li>(i) extensive experience in the mining industry;</li><li>(ii) substantial leadership and operational experience in complex, international businesses, which includes leadership positions based in multiple countries;</li><li>(iii) extensive experience in advancing growth strategies, including mergers, divestitures and acquisitions;</li><li>(iv) a strong background in human resources and talent development as well as compensation practices; and</li><li>(v) recognized leadership in driving safety, environmental and sustainability improvements.</li></ul> <p>Mr. Dowling's leadership and strong strategic focus provide our Board with the insight necessary to strategically plan for the Company's long-term success. He also provides valuable insight into our operations, management and culture, providing an essential link between management and the Board on management's perspectives.</p>	
	<b>OTHER CURRENT PUBLIC COMPANY BOARDS</b> <ul style="list-style-type: none"><li>Teck Resources Ltd.</li></ul>	<b>PRIOR PUBLIC COMPANY BOARDS</b> <ul style="list-style-type: none"><li>Copper Mountain Mining Corp.</li></ul>	

MR. DOWLING'S QUALIFICATIONS AND ATTRIBUTES

 Business/Functional Leader	 International Business	 Risk Management	 Strategy/M&A
 Industry/End User Knowledge	 Operations/EH&S	 Sales and Marketing	 Sustainability/Human Capital Management

**RICHARD P. DEALY**

CEO, PIONEER NATURAL RESOURCES

**Age 57****Independent Director since**

- 2022

**Committees**

- Audit
- Compensation (Chair)

**PROFESSIONAL BACKGROUND**

- Chief Executive Officer of Pioneer Natural Resources, an oil and gas exploration and production company, since January 2024.
- Served as Pioneer Natural Resources' President and Chief Operating Officer from 2020 through 2023, Executive Vice President and Chief Financial Officer from 2004 through 2020, Vice President and Chief Accounting Officer from 1998 to 2004, and Vice President and Controller from 1997 to 1998.
- Joined Parker & Parsley, a predecessor of Pioneer Natural Resources, in 1992 and was promoted to Vice President and Controller in 1996.
- Mr. Dealy is a certified Public Accountant and was employed by KPMG LLP before joining Parker & Parsley.

**QUALIFICATIONS****Mr. Dealy has:**

- (i) extensive operating and managerial experience in complex businesses;
- (ii) proven financial expertise and knowledge of financial costs and systems;
- (iii) a strong background in strategy and mergers, acquisitions and divestitures; and
- (iv) experience in setting and communicating ESG strategy.

Mr. Dealy's operating and managerial acumen, financial experience, expertise in mergers and acquisitions and knowledge of ESG strategy make him a valuable member of our Board.

**MR. DEALY'S QUALIFICATIONS AND ATTRIBUTES**

Business/Functional Leader



Industry/End User Knowledge



Risk Management



Strategy/M&amp;A



Financial Expert



Operations/EH&amp;S



Sales and Marketing

**VANCE O. HOLTZMAN**

SR. VP OF INVESTMENTS, KOCH MINERALS &amp; TRADING

**Age 50****PROFESSIONAL BACKGROUND**

- Senior Vice President of Investments at Koch Minerals and Trading, a subsidiary of Koch Industries, Inc., since 2018.
- From 2012 to 2018, he was Chief Financial Officer of Koch Minerals. In this role, he was responsible for the leadership of the Finance, Information Technology, Accounting, Tax and Risk Management functions.
- Joined Koch in 2004 and has held several roles of increasing responsibility. Serves on the board of directors of KOMSA, Onyx Coal, PQ Chemicals and Hybar Steel.

**QUALIFICATIONS****Mr. Holtzman has:**

- (i) proven financial expertise;
- (ii) significant experience with companies in extractive industries; and
- (iii) a strong background in mergers, acquisitions, divestitures and investments.

Mr. Holtzman brings to our Board extensive leadership experience with an emphasis on extractive industries. He also has proven financial expertise and experience in mergers and acquisitions.

**MR. HOLTZMAN'S QUALIFICATIONS AND ATTRIBUTES**

Business/Functional Leader



International Business



Strategy/M&amp;A



Industry/End User Knowledge



Risk Management

**GARETH T. JOYCE**

CEO, PROTERRA INC

**Age 50****Independent Director since**

• 2021

**Committees**

- Environmental, Health, Safety and Sustainability (Chair)
- Nominating/Corporate Governance

**PROFESSIONAL BACKGROUND**

- Chief Executive Officer of Proterra Inc., an electric vehicle technology company.
- Served as President of Proterra during 2021 and as President, Proterra Powered and Energy, from 2020 to 2021.
- Served at Delta Airlines Inc., an international airline, as Chief Sustainability Officer in 2020; Senior Vice President, Airport Customer Service, and President, Delta Cargo, from 2017 to 2020; and President, Delta Cargo, from 2016 to 2017.
- From 2004 to 2016, held roles of increasing responsibility at Daimler AG, an international automobile manufacturer, including as President and Chief Executive Officer, Mercedes-Benz Canada, and Vice President, Customer Service, Mercedes-Benz USA.

**QUALIFICATIONS****Mr. Joyce has:**

- (i) substantial leadership and operational experience in complex, international businesses, which includes leadership positions based in multiple countries;
- (ii) industry-leading knowledge in the transportation sector, with a focus on electric vehicle battery technology and markets;
- (iii) proven expertise in sustainability; and
- (iv) experience in strategic planning, customer service, sales and general management.

Mr. Joyce's extensive experience in the transportation sector and focus on electric vehicle battery technology and markets make him a valuable member of our Board. He also provides our Board expertise in sustainability.

**OTHER CURRENT PUBLIC COMPANY BOARDS**

- Proterra Inc.

**MR. JOYCE'S QUALIFICATIONS AND ATTRIBUTES**

Business/Functional Leader



International Business



Risk Management



Strategy/M&amp;A



Industry/End User Knowledge



Operations/EH&amp;S



Sales and Marketing



Sustainability/Human Capital Management

**MELISSA M. MILLER**

EVP AND CHIEF HR OFFICER, ARCONIC CORPORATION

**Age 52****Independent Director since**

• 2022

**Committees**

- Compensation
- Nominating/Corporate Governance (Chair)

**PROFESSIONAL BACKGROUND**

- Executive Vice President and Chief Human Resources Officer of Arconic Corporation, which specializes in lightweight metals engineering and manufacturing, since it separated from Arconic, Inc. in 2020.
- Previously was Vice President of Human Resources for Arconic, Inc.'s Global Rolled Products businesses from 2017 to 2020 and of its Transportation and Construction Systems businesses from 2016 to 2017.
- Held multiple leadership roles with a broad spectrum of progressive HR responsibilities at Arconic's predecessor, Alcoa, from 2005 to 2016, including as Director, Global Human Resources, Building and Construction Systems from 2011 to 2016.
- Prior to joining Alcoa, Ms. Miller worked in several HR-related roles at Marconi (formally known as FORE systems) for more than seven years.

**QUALIFICATIONS****Ms. Miller has:**

- (i) comprehensive management experience in large, publicly traded international companies;
- (ii) a strong background in human resources and talent development as well as compensation practices;
- (iii) experience in the development and execution of a human resources strategy; and
- (iv) substantial diversity and inclusion leadership skills.

Ms. Miller's extensive management experience and distinctive knowledge of compensation and corporate benefits provide value to our Board.

**MS. MILLER'S QUALIFICATIONS AND ATTRIBUTES**

Business/Functional Leader



International Business



Strategy/M&amp;A



Risk Management



Sustainability/Human Capital Management



**JOSEPH E. REECE****MANAGING MEMBER, SILVERBOX CAPITAL, LLC****Age 62****Independent Director since**

- 2019

**Non-Executive Chairman of the Board****Committees**

- Audit
- Nominating/Corporate Governance

**PROFESSIONAL BACKGROUND**

- Managing Member of SilverBox Capital, LLC, an alternative investment manager that he co-founded, and its predecessors since 2015.
- Previously served as Executive Vice Chairman and Head of UBS Securities LLC's Investment Bank for the Americas from 2017 to 2018 and on the board of directors for UBS Securities LLC.
- Served as a consultant to BDT & Company from October 2019 to November 2021.
- Served in roles of increasing responsibility at Credit Suisse from 1997 to 2015, including as Global Head of Equity Capital Markets and Co-Head of Credit Risk.
- Practiced law for ten years, including at the law firm Skadden, Arps, Slate, Meagher & Flom LLP and at the Securities and Exchange Commission (the "SEC").

**QUALIFICATIONS****Mr. Reece has:**

- (i) demonstrated executive leadership with global investment banking firms;
- (ii) extensive capital markets experience;
- (iii) substantial mergers, acquisition and investment experience, including in the mining and natural resources sectors; and
- (iv) a strong understanding of corporate governance and securities laws.

Mr. Reece's extensive leadership experience in investment banking combined with his proven expertise in capital markets, strategy and mergers and acquisitions make him a valuable member of our Board and effective leader as Non-Executive Chairman of the Board.

**OTHER CURRENT PUBLIC COMPANY BOARDS**

- NCR Atleos, Inc.

**PRIOR PUBLIC COMPANY BOARDS**

- Atlas Technical Consultants, Inc.
- Boxwood Merger Corp.
- CST Brands, Inc.
- Del Frisco's Restaurant Group, Inc.
- LSB Industries, Inc.
- NCR Corporation
- Quotient Technology Inc.
- RumbleOn, Inc.
- SilverBox Engaged Merger Corp.

**MR. REECE'S QUALIFICATIONS AND ATTRIBUTES**

Business/Functional Leader



Industry/End User Knowledge



Risk Management



Strategy/M&amp;A



Financial Expert



International Business



Sales and Marketing

**SHANE T. WAGNON****VP TRADING AND TERMINALS, KOCH CARBON, LLC****Age 40****Director since**

• 2022

**PROFESSIONAL BACKGROUND**

- Vice President of Trading and Terminals for Koch Carbon, LLC, a subsidiary of Koch Industries, Inc., since 2019.
- Served as General Manager of Koch's Global Sulfur business from 2012 to 2019.
- Joined Koch in 2004 via its INVISTA subsidiary. Prior to his commercial leadership roles, Mr. Wagon served in various business development capacities including capital projects, M&A, corporate restructuring, private equity partnerships and tax-equity investments.

**QUALIFICATIONS****Mr. Wagon has:**

- (i) leadership and management experience in complex businesses;
- (ii) expertise in energy and manufacturing, and experience negotiating sales to miners and producers of fertilizers and chemicals; and
- (iii) substantial experience in strategic planning and mergers and acquisitions.

Mr. Wagon's industry knowledge and leadership and management experience make him a valuable member of our Board.

**MR. WAGON'S QUALIFICATIONS AND ATTRIBUTES**

Business/Functional Leader



Operations/EH&amp;S



Sales and Marketing



Industry/End User Knowledge



Risk Management



Strategy/M&amp;A

**LORI A. WALKER****RETIRED CFO AND SVP, THE VALSPAR CORPORATION****Age 66****Independent Director since**

• 2015

**Committees**

- Audit (Chair)
- Nominating/Corporate Governance

**PROFESSIONAL BACKGROUND**

- Served as CFO and SVP of The Valspar Corporation, a global coatings manufacturer, from 2008 to 2013, where she led the Finance, IT and Communications teams.
- Served as Valspar's VP, Controller and Treasurer from 2004 to 2008, and as VP and Controller from 2001 to 2004.
- Prior to joining Valspar, worked at Honeywell, Inc., a global conglomerate of commercial and consumer products, for 20 years in roles with progressively increasing responsibility, including as Director of Global Financial Risk Management.
- Currently serves on the board of directors of Southwire Company, LLC, a private company.

**QUALIFICATIONS****Ms. Walker has:**

- (i) extensive experience as a financial executive with broad knowledge of financial controls and systems;
- (ii) strategic planning expertise;
- (iii) a strong background in mergers, acquisitions, divestitures and strategic alliances; and
- (iv) active service as audit committee chair of a public company and a private company.

Ms. Walker's extensive financial leadership experience in global, publicly traded companies, knowledge of financial controls and systems and risk management and understanding of IT infrastructure have made her a valuable member of our Board and Chair of the Audit Committee.

**OTHER CURRENT PUBLIC COMPANY BOARDS**

- Constellium N.V.
- Hayward Holdings, Inc.

**MS. WALKER'S QUALIFICATIONS AND ATTRIBUTES**

Business/Functional Leader



Financial Expert



Risk Management



International Business



Strategy/M&amp;A

## Board of Directors and Board Committees


### Role of the Board of Directors

Our Board is elected by our stockholders to oversee our management, to help ensure we meet our responsibilities to our stockholders, and to build long-term growth in stockholder value. Beyond its general oversight of management, our Board performs a number of critical roles in:

- our strategic planning process;
- our enterprise risk management processes;
- selecting the CEO; and
- executive officer succession planning.

Our Board has adopted Corporate Governance Guidelines, which are available on our website at [compassminerals.com](https://compassminerals.com).

### Board Leadership

JOSEPH E. REECE	
	<p><b>OUR BOARD IS LED BY A NON-EXECUTIVE CHAIRMAN OF THE BOARD, WHO MUST BE AN INDEPENDENT DIRECTOR.</b></p> <p>Mr. Reece has been serving as our Non-Executive Chairman of the Board since May 18, 2021, and has been a member of our Board since March 6, 2019.</p> <p>Under our Corporate Governance Guidelines, the Non-Executive Chairman of the Board’s duties and responsibilities include:</p> <ul style="list-style-type: none"><li>• Acting as an adviser to the CEO;</li><li>• Establishing Board meeting agendas and the appropriate schedule of Board meetings, in consultation with the CEO, and considering agenda items suggested by independent and non-employee directors;</li><li>• Directing that specific information be included in Board materials delivered in advance of Board meetings and working with Board committees to assess the quality, quantity and timeliness of the flow of information from management to the Board;</li><li>• Presiding at all Board and stockholder meetings;</li><li>• Developing and establishing the agenda for, and presiding at, executive sessions of the Board’s independent and non-employee directors;</li><li>• Acting as the principal liaison between the independent directors and the CEO;</li><li>• Working with the Nominating/Corporate Governance Committee (the “Governance Committee”) to recommend to the Board the membership of the Board committees and Board committee chairs;</li><li>• Leading the annual evaluation of the CEO (in conjunction with the Compensation Committee), the Board, the Board committees and individual directors;</li><li>• Calling meetings of the independent and non-employee directors;</li><li>• Being available to advise the committee chairs in fulfilling their designated roles and responsibilities; and</li><li>• Being the external spokesperson for the Board and available for communication with stockholders, upon reasonable request.</li></ul>
<p><b>Age 62</b></p> <p><b>Independent Non-Executive Chairman of the Board</b> since May 18, 2021</p>	

Our Board regularly considers whether our leadership structure is appropriate and has concluded that separating the Chairman and CEO roles is appropriate. In particular, this leadership structure clarifies the individual roles and responsibilities of the CEO and Chairman, streamlines decision making and enhances accountability. Mr. Reece has in-depth knowledge of the issues, challenges and opportunities facing Compass Minerals, expertise in capital markets and strategy, and proven leadership capabilities. As a result, our Board believes he has all of the qualities necessary to be an effective leader as Non-Executive Chairman of the Board. The Board believes the current structure appropriately allows full discussion of significant issues, supported by input from our management and independent directors.

Our Corporate Governance Guidelines include a succession plan for our Non-Executive Chairman of the Board. Specifically, in the event our Non-Executive Chairman of the Board is unable to serve in this capacity, the most tenured independent director would serve as the Non-Executive Chairman of the Board until the Board members select a new Non-Executive Chairman of the Board.

## Director Independence

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

INDEPENDENT  
**62.5%**

As a result of its independence evaluation, our Board determined that each of our current directors is an independent director, other than Mr. Dowling, our CEO, and Mr. Chisholm and Mr. Wagnon, who were designated for appointment by Koch Minerals & Trading LLC ("KM&T"), our largest stockholder.

## Board and Committee Meetings, Executive Sessions and Attendance

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

Our Board meets regularly throughout the year and held nine meetings in fiscal 2023. Under our Corporate Governance Guidelines, our Board is required to hold at least four executive sessions per year with independent and non-employee directors, without the CEO or other Company employees present. The Non-Executive Chairman of the Board is responsible for coordinating, developing the agenda for, and presiding at these executive sessions. Our independent directors held executive sessions, without the CEO or other Company employees present, after each regularly scheduled meeting in fiscal 2023.

During fiscal 2023, each then-current director attended at least 75% of all Board meetings and meetings of each Board committee on which he or she served during the period he or she was on the Board or Board committee. Under our Corporate Governance Guidelines, directors are expected to attend each annual meeting of stockholders; all of our current directors who were serving at the time attended our February 2023 annual meeting of stockholders.

The membership of each standing Board committee as of the date of this Proxy Statement and the number of fiscal 2023 meetings of the Board and each standing Board committee are shown in the following table.

Directors	Committee Memberships				
	Independent	Audit	Compensation	EHS&S	Nominating/ Corporate Governance
Edward C. Dowling, Jr.				●	
Jon A. Chisholm					
Richard P. Dealy		● ☒	★		
Jill V. Gardiner		● ☒		●	
Gareth T. Joyce	●			★	●
Melissa M. Miller	●		●		★
Joseph E. Reece ★		● ☒			●
Shane T. Wagnon					
Lori A. Walker		★ ☒			●
Fiscal 2023 Meetings	Board - 9	8	8	4	4

★ Committee Chair    ● Committee Member    ★ Non-Executive Chairman of the Board    ☒ Audit Committee financial expert

## Board Committees

Our Board has four standing committees:

- the Audit Committee;
- the Compensation Committee;
- the Governance Committee; and
- the EHS&S Committee.



Each Board committee operates under a written charter adopted by our Board, which is available on the Investor Relations section of our website at [www.compassminerals.com](http://www.compassminerals.com).

Each Board committee has the authority to retain advisors, at the Company's expense, to help the committee perform its functions. At each regularly scheduled Board and Board committee meeting, our independent directors held executive sessions, without the CEO or other Company employees present.



Following is a description of each standing Board committee.



## AUDIT COMMITTEE

MEETINGS IN FISCAL 2023: 8  
EACH WITH AN EXECUTIVE SESSION



### Members

- **Lori A. Walker (Chair)**
- Richard P. Dealy
- Jill V. Gardiner
- Joseph E. Reece

### ALL MEMBERS ARE INDEPENDENT

#### PRIMARY RESPONSIBILITIES

The Audit Committee assists our Board with:

- overseeing the integrity of our financial statements,
- monitoring the adequacy and effectiveness of our accounting and financial controls, and
- supervising the performance of our internal audit function and independent auditor.
- The Audit Committee also oversees our compliance with:
  - legal and regulatory requirements,
  - our enterprise risk management process,
  - cybersecurity protocols, and
  - our Code of Ethics and Business Conduct.

The Audit Committee's functions are further described under "Report of the Audit Committee" on page 90.

#### QUALIFICATIONS

- Our Board has determined that each member of the Audit Committee is independent under NYSE and SEC rules and is financially literate, knowledgeable, and qualified to review financial statements.
- Our Board also determined that each of Mr. Dealy, Ms. Gardiner, Mr. Reece and Ms. Walker is an "audit committee financial expert," as defined by SEC rules.



## COMPENSATION COMMITTEE

MEETINGS IN FISCAL 2023: 8  
EACH WITH AN EXECUTIVE SESSION



### Members

- **Richard P. Dealy (Chair)**
- Melissa M. Miller

### ALL MEMBERS ARE INDEPENDENT

#### PRIMARY RESPONSIBILITIES

The Compensation Committee:

- reviews and approves (or makes recommendations to the Board regarding):
  - the compensation for our executive officers (including our CEO),
  - our incentive compensation and equity-based compensation plans that are subject to Board approval and administers all of our equity-based compensation plans,
- and oversees:
  - the application of our compensation clawback policy,
  - our stock ownership guidelines,
  - risks related to our compensation policies and practices,
  - our talent management and human capital management strategies, including recruitment, development, promotion and retention, and
  - our policies and practices promoting diversity and inclusion.

The Compensation Committee's functions are further described under "Compensation Discussion and Analysis."

The Compensation Committee Report is on page 59.

#### QUALIFICATIONS

- Our Board has determined that each member of the Compensation Committee meets the heightened independence requirements for Compensation Committee members under NYSE and SEC rules.

**NOMINATING/CORPORATE GOVERNANCE COMMITTEE****MEETINGS IN FISCAL 2023: 4  
EACH WITH AN EXECUTIVE SESSION****Members**

- **Melissa M. Miller (Chair)**
- Gareth T. Joyce
- Joseph E. Reece
- Lori A. Walker

**ALL MEMBERS ARE INDEPENDENT****PRIMARY RESPONSIBILITIES**

The Nominating/Corporate Governance Committee is responsible for:

- considering, assessing and making recommendations concerning director nominees,
- reviewing the size, structure and composition of our Board and Board committees,
- conducting the annual review of the Non-Executive Chairman of the Board,
- overseeing our corporate governance, and
- reviewing and approving any related party transactions.

The Governance Committee's functions are further described under "—Director Selection Process and Qualifications" and "—Procedures for Nominations of Director Candidates by Stockholders."

**QUALIFICATIONS**

- Our Board has determined that each member of the Nominating/Corporate Governance Committee is independent under NYSE rules.

**ENVIRONMENTAL, HEALTH, SAFETY AND  
SUSTAINABILITY COMMITTEE****MEETINGS IN FISCAL 2023: 4  
EACH WITH AN EXECUTIVE SESSION****Members**

- **Gareth T. Joyce (Chair)**
- Edward C. Dowling, Jr.
- Jill V. Gardiner


**PRIMARY RESPONSIBILITIES**

The EHS&S Committee is responsible for:

- monitoring environmental, health, safety and sustainability matters, including our objectives, policies, procedures and performance,
- overseeing our risks and risk management,
- overseeing our compliance with applicable laws, and
- reviewing our sustainability efforts and reporting as well as our efforts to advance our progress on sustainability.

The EHS&S Committee's functions are further described under "—Corporate Governance—Corporate Responsibility."

Board Role in Risk Oversight

 MANAGEMENT'S ROLE IN RISK OVERSIGHT


Management is responsible for risk management activities, including the development of strategies and actions to anticipate, identify, assess, manage and appropriately mitigate identified risks.

- Our management has implemented an enterprise risk management process, which is designed to identify and assess risk and to develop strategies and policies regarding risk acceptance, reduction, mitigation or avoidance.
- An overview of the findings of this enterprise risk management process and our top-identified risks is presented periodically to our Board, providing our Board an opportunity to inquire and provide guidance on our risk management activities.
- Our strategic plans, which our Board regularly discusses with our management, also reflect the findings of our enterprise risk management process.

BOARD'S ROLE IN RISK OVERSIGHT

Our Board's role in our risk management process is one of oversight. The independent structure of our board enables objective oversight of the risk management process.


Board committees are provided with more specific information on our risks and risk mitigation activities relating to their respective area of responsibility.



AUDIT COMMITTEE

Oversees:


- our enterprise risk management process, and
- our major financial risk exposures, including cybersecurity risk.



COMPENSATION COMMITTEE

Oversees:


- risks related to our compensation policies and practices, and
- talent and human capital management related risks.



NOMINATING/CORPORATE GOVERNANCE COMMITTEE

Oversees:

- matters related to our corporate governance risks and Board independence.



ENVIRONMENTAL, HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE

Oversees:

- environmental, health, safety and sustainability risks, including climate-related risks, that are inherent in our business, and
- our compliance with EHS&S initiatives.

Compensation Policies and Practices Related to Risk Management

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

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

- ✓ Balanced mix of pay components, biased toward variable pay components and a market competitive cash component.
- ✓ Long-term equity-based compensation, generally, vesting over three years.
- ✓ Annual bonus payments to executive officers are capped at 200% of the target payment, subject to performance factors based on Company-wide and shared performance objectives.
- ✓ Performance stock units (“PSUs”) are subject to a market-based performance metric, which is applied equally to all executive officers to encourage a unified and responsible approach to achieving strategic goals. PSUs have overlapping three-year performance periods, which emphasizes long-term, sustained performance. Payout of PSUs is capped at 300% of target.
- ✓ A new compensation clawback policy compliant with revised SEC and NYSE rules. Our compensation clawback policy provides for repayment of certain bonus or other incentive-based or equity-based compensation erroneously awarded or paid under our incentive plans in the event of a financial restatement that reduces the financial results which were the basis of the incentive compensation.
- ✓ Stock Ownership Guidelines that help align executive officer and stockholder interests and reduce excessive short-term risk taking at the expense of long-term results. In addition, under these guidelines executive officers are required to attain and maintain significant stock ownership, which increases the effectiveness of our clawback policy.
- ✓ Prohibition on repricing stock options without stockholder approval.
- ✓ Anti-hedging and anti-pledging policy that applies to all directors, executive officers and employees.

Majority Voting in Uncontested Director Elections, Director Resignation Policy

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

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

Director Term Limits

Our Corporate Governance Guidelines provide for term limits for directors. All non-employee directors have a term limit of 8-12 years, with limited exceptions.

## Service on Other Boards of Directors

Service by our Board members on the boards of directors of other companies provides valuable governance and leadership experience that ultimately benefits Compass Minerals. However, this service may require a commitment of significant time and attention. As a result, under our Corporate Governance Guidelines, non-employee directors may sit on no more than five boards of directors of for-profit companies (including our Board), without the approval of our Board. Our CEO must obtain the approval of our Board before serving on a board of directors of any other for-profit company. Currently, none of our non-employee director nominees sit on more than five boards of directors of for-profit companies (including our Board), and our CEO sits on the board of directors of one other for-profit company.

In addition, no member of our Audit Committee may simultaneously serve on the audit committee of more than two other public companies, unless our Board determines that this simultaneous service would not impair the ability of such director to effectively serve on our Audit Committee and this determination is disclosed in our Proxy Statement. Currently, no member of our Audit Committee serves on the audit committee of more than two other public companies.

## Board Evaluation Process

Our Board recognizes that a thorough, constructive evaluation process enhances our Board's effectiveness and is an essential element of good corporate governance. Our Corporate Governance Guidelines require annual evaluations of the performance of the Board, Board committees and individual directors, including the Non-Executive Chairman of the Board and the CEO. As part of the annual evaluation process, directors can provide confidential feedback on the performance of other directors and the effectiveness of the Board and each Board committee, as well as compliance of each Board committee with its charter. The evaluations are reviewed each year and are modified as appropriate to ensure the evaluations focus on director contributions and performance in light of our business and strategies.

Our Board and each Board committee reviews its evaluation results and performance and implements changes based on these results. Our Board and our Governance Committee also review the evaluation results and performance of individual directors, including our Non-Executive Chairman of the Board. The Governance Committee uses these results when it considers potential nominees for election as a director. In addition, each director receives individual feedback based on the evaluation results.

## Succession Planning

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

## Corporate Governance

Compass Minerals' corporate governance materials are posted on our website, [investors.compassminerals.com/investors-relations/corporate-governance/policies](https://investors.compassminerals.com/investors-relations/corporate-governance/policies). Those policies, reports and relevant documents include:

- Code of Ethics and Business Conduct
- Corporate Governance Guidelines
- Environmental, Health, Safety and Sustainability Committee Charter
- Human Rights Policy
- Guidelines for Fair Disclosure to the Investment Community
- Audit Committee Charter
- Nominating/Corporate Governance Committee Charter
- Environmental, Health, Safety and Sustainability Commitment
- Supplier Code of Conduct
- Canadian French Code of Ethics and Business Conduct
- Compensation Committee Charter
- Stock Ownership Guidelines
- Latest and Prior ESG Reports
- Ethics Hotline [compassminerals.ethicspoint.com](https://compassminerals.ethicspoint.com)

## Code of Ethics and Business Conduct

We have adopted a Code of Ethics and Business Conduct (our "Code of Ethics") for our directors, officers and employees, which is grounded in our Core Values. Our Code of Ethics is reviewed each year for appropriate updates. Directors, officers and salaried employees are asked to annually certify their understanding of and compliance with our Code of Ethics.

Only our Board or a designated Board committee may grant waivers of our Code of Ethics for our directors and executive officers. We intend to disclose any changes in, or waivers from, our Code of Ethics by posting such information on [www.compassminerals.com](http://www.compassminerals.com) or by filing a Current Report on Form 8-K, in each case if such disclosure is required by SEC or NYSE rules. No waivers of our Code of Ethics were granted to directors or officers in fiscal 2023.

Our Code of Ethics is made available to our employees in English and Canadian French and is available on our website.

## Director Selection Process and Qualifications

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

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

While the selection of qualified directors is a complex, subjective process that requires consideration of many intangible factors, our Board believes that diversity is an important attribute of a well-functioning board. Accordingly, our Governance Committee considers diversity when identifying and nominating potential directors. Our Corporate Governance Guidelines provide that our Governance Committee and our Board should strive for a mix of directors that represents a diversity of attributes, background, experience (including experience with businesses and other organizations of a comparable complexity), perspectives and skills, including with respect to differences in customs, culture, international background, thought, generational views, race, gender and specialized professional experience. Our Board also considers diversity when selecting directors for Board leadership positions.

Our Corporate Governance Guidelines set forth the following minimum qualifications for a director:

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

If a vacancy arises or our Board decides to expand its membership, the Governance Committee, with the involvement of the Non-Executive Chairman of the Board and the CEO, will seek recommendations of potential candidates from incumbent directors, our stockholders, management, third-party search firms and other sources. The Governance Committee will then evaluate each potential candidate on the basis of the qualifications, skills and attributes described above.

Our Board also actively monitors the tenure and expected service of each Board member, considering our Corporate Governance Guidelines, including the director term limit.

At the Governance Committee's direction, we retained an independent third-party search firm to assist us in the process of identifying new Board members with needed experience and skills coupled with the highest standards of personal and professional integrity. Over the course of the year, the search committee appointed by our Board interviewed several candidates submitted by the third-party search firm. Upon the recommendations of the search firm and the Governance Committee, our Board appointed Ms. Gardiner a director in May 2023. Ms. Gardiner has declined to stand for election at the Annual Meeting due to other commitments. As a result, our nominated slate of directors does not reach the 30% threshold of

gender diversity we aim for. The Governance Committee is committed to promoting, and will look for opportunities to increase, gender diversity on our Board.

On November 13, 2022, Mr. Chisholm and Mr. Wagon were appointed to our Board pursuant to the terms of the Stock Purchase Agreement between the Company and KM&T (the “KM&T Stock Purchase Agreement”). For more information about the KM&T investment, see the discussion under “Review and Approval of Transactions with Related Persons” beginning on page 33. Mr. Wagon has been nominated to stand for election at the Annual Meeting. KM&T has designated Mr. Holtzman to replace Mr. Chisholm on our Board after the Annual Meeting.

Anti-Hedging and Pledging Policy

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

Stock Ownership Guidelines

Our Compensation Committee has adopted a policy requiring each director and member of our senior management to obtain and maintain ownership in our common stock (or its equivalent) at specified levels. For purposes of the Stock Ownership Guidelines, restricted stock units (“RSUs”), earned performance stock units and deferred stock units count toward the ownership achievement. The ownership requirements are summarized in the following table.

Position	Stock Ownership Requirement					Compliance Period
Non-employee directors	✓	✓	✓	✓	✓	5x annual cash retainer 5 years from joining the Board
CEO	✓	✓	✓	✓	✓	5x base pay 5 years from appointment
Other executive officers	✓	✓				2x base pay 5 years from appointment

As of December 2023, all directors and executive officers have met their requirements under the Stock Ownership Guidelines, or were still within their five-year window to achieve compliance.


Stockholder Nominations of Director Candidates

The Governance Committee will consider director candidates submitted by our stockholders using the same criteria described above under “Director Selection Process and Criteria.”

Stockholders who wish to nominate candidates for election at our 2025 annual meeting of stockholders must deliver a stockholder’s notice within the applicable time frame specified below under “Additional Filings and Information—Stockholder Proposals and Nominations for 2025 Annual Meeting.”

In December 2020, our Board amended and restated our Bylaws to provide a proxy access right for stockholders. Under the proxy access right, a stockholder, or a group of up to 20 stockholders, owning at least three percent of the Company’s outstanding common stock continuously for at least three years may nominate and include in our annual meeting proxy materials director nominees constituting up to the greater of (a) two director nominees or (b) twenty percent of the Board, subject to certain limitations and provided that the stockholders and nominees satisfy the requirements specified in our Bylaws. In particular, any candidate nominated pursuant to the proxy access provisions must be independent pursuant to our Corporate Governance Guidelines and otherwise qualify as independent under NYSE rules, be a “non-employee director” as defined in SEC Rule 16b-3, be an “outside director” as defined in Section 162(m) of the Internal Revenue Code, and not be subject to disqualifying events under Rule 506 of Regulation D.

Stockholders who wish to nominate candidates for election as a director under our proxy access Bylaws should deliver the information required by our Bylaws to:



**Compass Minerals International, Inc.**  
**Attention: Secretary**  
**9900 West 109th Street, Suite 100**  
**Overland Park, Kansas 66210**

## Review and Approval of Transactions with Related Persons

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

Under the Board’s policy and procedures, the Governance Committee will review the material facts of all proposed related-party transactions. In determining whether to approve or ratify a related-party transaction, the Governance Committee will take into account, among other factors it deems appropriate, whether the related-party transaction is on terms no less favorable to Compass Minerals 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.

On September 14, 2022, the Company entered into the KM&T Stock Purchase Agreement, pursuant to which the Company agreed to issue and sell in a private placement to KM&T or its affiliate 6,830,700 shares of the Company’s common stock for an aggregate purchase price of \$252 million (the “Private Placement”). On October 18, 2022, the Company consummated the Private Placement and as a result, KM&T and its indirect parent Koch Industries Inc. became a greater than 5% holder of our common stock. Pursuant to the Stock Purchase Agreement, among other things, KM&T has a right to appoint two designees to the Board, has certain obligations to the Company concerning the voting of its Company shares, is subject to customary standstill restrictions, and has certain preemptive rights, customary information rights and customary registration rights. In November, 2022, KM&T appointed Jon A. Chisholm and Shane T. Wagnon as its designees to the Board. Mr. Wagnon has been nominated to stand for election at the Annual Meeting. KM&T has designated Mr. Holtzman to replace Mr. Chisholm on our Board after the Annual Meeting.

In fiscal 2023, there were no other transactions involving Compass Minerals and related persons that required disclosure in this Proxy Statement.

## Communications with our Board of Directors

Stockholders or others who wish to communicate with our Board or any individual director should direct their comments to:



**Compass Minerals International, Inc.**  
**Attention: Secretary**  
**9900 West 109th Street, Suite 100**  
**Overland Park, Kansas 66210**



**AskTheBoard@compassminerals.com**

The Company’s Secretary will forward any communications (excluding routine advertisements, business solicitations and communications that the Secretary deems to be a security risk or harassment) to each member of our Board or, if applicable, to the individual directors named in the correspondence. If the correspondence is directed exclusively to the independent directors or to one or more non-management directors, the communication will be delivered to the Non-Executive Chairman of the Board or the non-management directors.

## Compensation Committee Interlocks and Insider Participation

No person who served as a member of the Compensation Committee during fiscal 2023 was a then-current or former officer or employee of the Company or engaged in certain transactions with us required to be disclosed as “related person transactions” under SEC regulations. There were no compensation committee “interlocks” during fiscal 2023, which generally means that none of our executive officers served as a director or member of the compensation committee of another entity, one of whose executive officers served as a member of our Board or as a member of the Compensation Committee.



## Fiscal 2023 Non-Employee Director Compensation

### Philosophy and Objectives

Our non-employee director compensation program is designed to attract and retain well-qualified directors with appropriate skill sets to meet our evolving needs. Our Board considers and determines non-employee director compensation each year, taking into account recommendations from the Compensation Committee and its independent compensation consultant. The Compensation Committee formulates its recommendation to our Board based on its review and analysis of the compensation consultant's report on director compensation practices for a specific group of peer companies, which our Board also reviews when making its determinations regarding director compensation. A discussion of our peer group can be found under "Compensation Discussion and Analysis—Executive Compensation Framework and Governance—Executive Compensation Program Summary—Peer Groups and Benchmarking."

### Fiscal 2023 Compensation

Non-employee directors had the opportunity to receive the following compensation in fiscal 2023:

- Cash compensation, paid in quarterly installments, consisting of a:
  - (i) \$85,000 annual retainer,
  - annual Board committee chair and member retainer, and
  - (ii) supplemental \$65,000 annual retainer for our Non-Executive Chairman of the Board.
- Equity compensation, paid once per year, with an annual value of \$120,000 for all directors, as well as a supplemental Non-Executive Chairman of the Board equity award with an annual value of \$105,000.
- Other compensation, as described under "—Other Compensation."

On March 29, 2023, the Board determined that it is advisable and in the best interests of the Company and its stockholders to receive all non-employee director compensation in the form of equity.

The amount of non-employee director compensation for fiscal 2023 changed from fiscal 2022 compensation with an increase to committee chair and member retainers to the amounts reflected in the Cash Compensation table below.

Non-employee director compensation is prorated based on the relevant dates of service and is paid pursuant to our Non-Employee Director Compensation Policy. Mr. Crutchfield, our former president and CEO and Board member, did not receive any additional compensation for serving as a director. Pursuant to the terms of the KM&T Stock Purchase Agreement, Mr. Chisholm and Mr. Wagnon also did not receive any compensation for serving as directors. They do receive reimbursement for reasonable travel and other reasonable and documented out-of-pocket expenses related to the performance of their duties.

### Cash Compensation

In addition to the annual Board retainer and supplemental retainer for our Non-Executive Chairman of the Board, non-employee directors receive retainers for serving as Board committee chairs or members. The following table summarizes the annual retainers paid for fiscal 2023 service on Board committees.

Board Committee Service	Fiscal 2023 Retainers	
	Chair (\$)	Member (\$)
Audit	27,500	10,000
Compensation	22,500	10,000
Environmental, Health, Safety and Sustainability	17,500	7,500
Nominating/Corporate Governance	17,500	7,500

## Equity Compensation

Non-employee directors receive an equity award with an annual value of \$120,000, either in shares of our common stock, RSUs or, at the director's election, in deferred stock units ("DSUs"). In addition, the Non-Executive Chairman of the Board receives an equity award with an annual value of \$105,000. The equity award for Ms. Gardiner, who was appointed to the Board during fiscal 2023 was prorated for the portion of the fiscal year between her appointment and the next Annual Meeting. Equity awards are generally granted once per year upon election at each annual meeting of stockholders, and vest on the earlier of the Company's next annual meeting (as long as the annual meeting is at least 50 weeks after the grant date) or the one-year anniversary of the grant date. Dividend equivalents are paid on the DSUs and RSUs when dividends are declared.

## Other Compensation and Deferral of Compensation

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

The following table summarizes the total compensation paid to or earned by non-employee directors during fiscal 2023.

**FISCAL 2023 NON-EMPLOYEE DIRECTOR COMPENSATION TABLE**

Name	Fees Earned or Paid in Cash <sup>(1)</sup> (\$)	Stock Awards <sup>(2)</sup> (\$)	Total (\$)
<a href="#">Richard P. Dealy</a>	25,625	198,859	224,484
<a href="#">Edward C. Dowling, Jr.<sup>(3)</sup></a>	13,125	219,493	232,618
<a href="#">Eric Ford<sup>(4)</sup></a>	25,625	189,720	215,345
<a href="#">Jill V. Gardiner<sup>(5)</sup></a>	-	136,619	136,619
<a href="#">Gareth T. Joyce</a>	23,750	196,311	220,061
<a href="#">Melissa M. Miller</a>	23,750	197,902	221,652
<a href="#">Joseph E. Reece</a>	-	400,085	400,085
<a href="#">Lori A. Walker</a>	28,125	210,082	238,207
<a href="#">Paul S. Williams<sup>(6)</sup></a>	37,472	-	37,472
<a href="#">Amy J. Yoder<sup>(6)</sup></a>	39,042	-	39,042

(1) The amounts included in this column represent the annual retainer and service fees paid in cash to each non-employee director.

(2) Represents equity compensation paid in the form of shares of our common stock, RSUs and DSUs, including annual equity awards and annual retainer and service fees, payable in equity. The amounts represent the grant date fair value recognized in accordance with FASB ASC Topic 718. The number of shares of common stock, RSUs and DSUs granted was based on the market value of our common stock on each grant date. The amounts include DSUs and RSUs that will vest at the 2024 Annual Meeting (2,989 RSUs for Mr. Dealy, 2,989 DSUs for Mr. Dowling, 2,989 RSUs for Mr. Joyce, 2,989 RSUs for Ms. Miller, 5,603 DSUs for Mr. Reece and 2,989 RSUs for Ms. Walker). For Mr. Ford, the amount includes 1,515 RSUs that were converted to shares of common stock and 1,474 RSUs that were forfeited in August 2023 upon Mr. Ford's resignation from the Board. For Ms. Gardiner, the amount includes 2,947 DSUs that will vest on May 3, 2024. In addition, the amounts also include annual retainer and service fees granted in the form of common stock and DSUs (2,479 shares of common stock for Mr. Dealy, 3,035 shares of common stock for Mr. Dowling, 2,100 shares of common stock for Mr. Ford, 1,406 DSUs for Ms. Gardiner, 2,404 shares of common stock for Mr. Joyce, 2,455 shares of common stock for Ms. Miller, 5,196 DSUs for Mr. Reece and 2,832 shares of common stock for Ms. Walker).

(3) Although Mr. Dowling is currently our Chief Executive Officer, he was not an employee of the Company during fiscal 2023.

(4) Prorated based on Board service ending on August 18, 2023.

(5) Prorated based on joining our Board on May 3, 2023.

(6) Prorated based on Board service ending on February 15, 2023.

## 2024 Compensation

Following a review by the Compensation Committee of the independent compensation consultant's report on director compensation practices of our peer companies, our Compensation Committee and Board decided to make no changes to the non-employee director compensation program for 2024. All compensation for non-employee directors will continue to be made in equity.

## Corporate Responsibility

We have a clear vision of our Core Purpose: "THROUGH THE RESPONSIBLE TRANSFORMATION OF EARTH'S NATURAL RESOURCES, WE HELP KEEP PEOPLE SAFE, FEED THE WORLD AND ENRICH LIVES, EVERY DAY." We are committed to our stockholders, customers, employees and communities and to ensuring safety throughout our operations, building a sustainable company, being responsible stewards of the resources we manage, and minimizing or mitigating our environmental impact where possible.



We approach our environmental, social and governance work through a fundamental commitment to four key pillars: safety, growth, transparency and stewardship. Together, these pillars form our sustainability compass, guiding our decisions and business practices across all aspects of our Company. As we build our Company, serve our customers, innovate and bring new products to market, we always keep this compass in mind. Our Board as a whole reviews our ESG reporting, targets and goals, as well as our progress toward achieving them, at least once each year. On a regular basis, the EHS&S Committee focuses on environmental, health, safety and sustainability matters; the Compensation Committee focuses on social and diversity matters; and the Governance Committee focuses on corporate governance matters. Our Board also considers risks and opportunities regarding ESG and sustainability matters.

To demonstrate and reinforce our commitment to these topics, we have designed a compensation program that motivates our executive officers to operate our business in a profitable and sustainable manner. Approximately one-third of the target annual incentive compensation for executives under the MAIP (our annual cash bonus program) is based on total recordable injury rate (which measures our safety performance) and shared performance goals for matters including organizational health and advancing diversity, belonging, inclusion and equity ("DBIE"). We believe these incentives will help us maintain a strong safety culture and create a workplace where our employees can bring their authentic selves to work, feel safe, know they are valued and heard, thrive and grow professionally, and take pride in their work and in our Company.

Our Fiscal 2022 ESG report structure and disclosure align with leading sustainability reporting frameworks, including the Global Reporting Initiative ("GRI") Standards and the Sustainability Accounting Standards Board ("SASB"). We have also looked to the Task Force on Climate-related Financial Disclosures ("TCFD") and U.N. Sustainable Development Goals ("SDGs") to help inform our ESG reporting.



Additional information about our ESG areas of focus, including our fiscal 2025 ESG Goals and Targets, is located in our Fiscal 2022 ESG Report at [compassminerals.com](https://compassminerals.com).

# COMPENSATION

## PROPOSAL 2

### ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

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

Our executive compensation program is designed to promote stockholder interests by aligning our compensation with the realization of our business objectives and stockholder value. Our Board believes our executive compensation program uses appropriate structures and sound pay practices that are effective in achieving our core objectives. We encourage stockholders to read the “Compensation Discussion and Analysis” section of this Proxy Statement, which describes our executive compensation program in detail and the decisions made by the Compensation Committee for fiscal 2023.

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

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

#### Vote Required

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



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

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## Compensation Discussion and Analysis

This section describes the material components and objectives of our executive compensation program for our NEOs and explains how and why our Compensation Committee arrived at specific compensation practices and decisions for fiscal 2023 NEO compensation. The NEOs whose compensation will be discussed in this section are the following individuals.

### Fiscal 2023 Named Executive Officers



**LORIN  
CRENSHAW**

Chief Financial Officer



**MARY L.  
FRONTCAK**

Chief Legal and Administrative Officer and  
Corporate Secretary



**GEORGE J.  
SCHULLER, JR.**

Chief Operations Officer

### Former Executive Officers



**KEVIN S. CRUTCHFIELD**

Former President and Chief Executive Officer (served  
until January 17, 2024)



**JAMES D. STANDEN**

Former Chief Commercial Officer (served until January  
16, 2024)

Executive Summary

We view **compensation practices** as an avenue to communicate and reinforce our goals and standards of conduct, as well as a means to reward NEOs for their achievements.

Our **compensation philosophy** is grounded in promoting stockholder interests by aligning compensation with the realization of our business objectives and increased long-term stockholder value.

**We are committed** to providing a competitive total compensation package that drives employee engagement and performance which, in turn, helps drive our business strategy and success.

Fiscal 2023 Company Performance and Other Highlights

REVENUE

**\$1.205B**

OPERATING EARNINGS

**\$79.1M**

CASH PROVIDED BY OPERATING ACTIVITIES

**\$107.9M**

In fiscal 2023, we achieved the following financial results.

- Generated fiscal 2023 consolidated revenue of \$1.205 billion, which was 3% lower year-over-year.
- Salt segment revenue was flat year-over-year at \$1 billion.
- Plant Nutrition segment revenue of \$172.1 million was 23% below the comparable prior-period results.

Throughout fiscal 2023, we remained focused on strong execution within the core Salt and Plant Nutrition businesses. We also took steps toward accelerating growth through the acquisition of Fortress North America ("Fortress"), which will help reduce winter weather dependency.

We are guided on this journey through our ongoing commitment to building a sustainable culture, meeting customer expectations and leveraging our advantaged assets to create long-term value for our shareholders.

Culture

Our continued focus on improving organizational health helps to ensure that our workforce is engaged, supported and equipped to support the needs of our customers. We prioritize safe and healthy work practices, focusing on our Company's ultimate goal of zero harm, which includes zero injuries to employees and contractors as well as zero environmental incidents. We strive to always operate as responsible stewards of the environment.

At Compass Minerals, we believe that everyone has a voice and every voice matters. We hire, promote and retain people with different backgrounds and experiences, which strengthens our culture and brings a wider range of perspectives to help solve critical issues. And we invest in the development of our employees by offering training and development opportunities as well as access to professional programming. Our diversity, belonging, inclusion and equity ("DBIE") strategy focuses on raising awareness and educating employees, engaging employees in initiatives to create a sense of belonging, and finally, having a positive impact on our organization and in our communities by partnering with external groups working to improve DBIE.

Additionally, we engage as active participants in the communities where we live and work through collaboration, charitable support and employee volunteerism.

Performance

We realized a number of positive strategic accomplishments in fiscal 2023, including the restoration of Salt profitability and the achievement of several key milestones by Fortress in its first commercial fire season. We achieved several strategic milestones during fiscal 2023 related to the Company's planned lithium project including the commencement of construction of the Company's commercial-scale demonstration direct lithium extraction unit at Ogden, Utah, and the completion of two binding, multiyear supply agreements.

Value

We operate several unique, high-quality assets that are irreplaceable in their served markets and have tremendous intrinsic value. Compass Minerals continues to focus on strong execution within the core Salt and Plant Nutrition businesses and growing its emerging Fire Retardant business.

Leadership Changes

Mr. Dowling was appointed as President and Chief Executive Officer on January 18, 2024, having previously served on the Environment, Health, Safety and Sustainability Committee and as Chair of the Compensation Committee of the Board of Directors. We entered into an employment agreement with Mr. Dowling, as described in more detail under “Executive Compensation Decisions for Fiscal 2024.”

Mr. Crutchfield (who had been serving as President and Chief Executive Officer) departed the Company on January 17, 2024. In connection with his departure, Mr. Crutchfield was entitled to severance payments under his amended and restated employment agreement, and we entered into separation and consulting agreements with Mr. Crutchfield, which provides that Mr. Crutchfield will serve as a consultant to the Company through the end of the fiscal year, at a rate of \$22,500 per month (prorated for any partial months) to help ensure a smooth transition, and receive severance payments and benefits, as described in more detail under “Executive Compensation Tables-Agreements with Mr. Crutchfield, our former President and CEO.”

Mr. Standen (who had been serving as Chief Commercial Officer) departed the Company on January 16, 2024. In connection with his departure, Mr. Standen was entitled to severance payments under our Executive Severance Plan, as described in more detail under “Executive Compensation Tables-Agreement with Mr. Standen, our former Chief Commercial Officer.”

Setting Executive Compensation

The performance of our executive officers is essential to achieving our goal of increasing stockholder value. To align executive officer interests with those of stockholders, and to motivate and reward individual initiative and effort, a significant portion of our NEOs’ compensation is at-risk and performance-based. The performance metrics that underlie our incentive compensation programs are aligned with the Company’s financial goals and business strategy, and have a clear connection to each NEO’s individual performance and the performance of our senior leadership team as a whole. Our executive compensation program is intended to offer an opportunity for gain in the event of successful performance against established criteria, balanced with the prospect of reduced compensation if performance goals are not attained.

As we do every year, we ensured our compensation philosophy and compensation policies are aligned with the Company’s objectives. We made the following changes, and took the following actions, with respect to our fiscal 2023 executive compensation program.

Compensation Element	Changes to fiscal 2023 Executive Compensation Program
<b>1</b> <b>Base Salaries</b> <b>(effective December 1, 2022)</b>	A 3.5% increase to the base salaries for Mr. Crenshaw, Ms. Frontczak and Mr. Standen. A 4.5% increase to the base salary for Mr. Schuller, Jr.
<b>2</b> <b>Management Annual Incentive Program (MAIP)</b>	No changes were made to the fiscal 2023 MAIP target for NEOs. In addition, we replaced the Total Case Incident Rate performance metric with Total Recordable Injury Rate, as well as incorporated the Winter Impact Benchmark Adjustment, as further described below.
<b>3</b> <b>Long-Term Incentive Compensation</b>	No changes were made to the fiscal 2023 target grant percentages of annual equity awards, other than for Mr. Crutchfield whose target grant percentage increased from 325% to 350% in accordance with the Crutchfield Amended Employment Agreement. Fiscal 2023 awards were granted on October 15, 2022. In addition, we removed the RSU performance hurdle.



## Fiscal 2023 Key Compensation Elements

The key elements of our executive compensation program did not change in fiscal 2023. These elements are described in detail under “— Executive Compensation Decisions for Fiscal 2023” and are summarized below.

Compensation Element	Purpose
<b>1 Base Salaries</b>	Base salary is earned in return for the day-to-day job performed as well as the NEO’s scope of responsibilities. We believe our base salaries are competitive and appropriate to attract and retain top talent.
<b>2 Management Annual Incentive Program (MAIP)</b>	The MAIP, our annual cash bonus program, offers variable performance-based compensation that rewards our NEOs for individual and overall Company performance results achieved in the most recently completed fiscal year. Most of the targets used for determining payments for NEOs under the MAIP are also used in determining bonuses for large parts of the broader organization, thereby aligning executives and other employees on common goals that are established annually.
<b>3 Long-Term Incentive Compensation</b>	These awards generally take the form of RSUs and PSUs to align management with long-term stockholder interests as well as provide an appropriate balance between performance based pay and time-vesting awards that support retention. We believe this mix of equity incentives motivates and rewards our NEOs for sustaining long-term financial and operational performance that increases stockholder value.

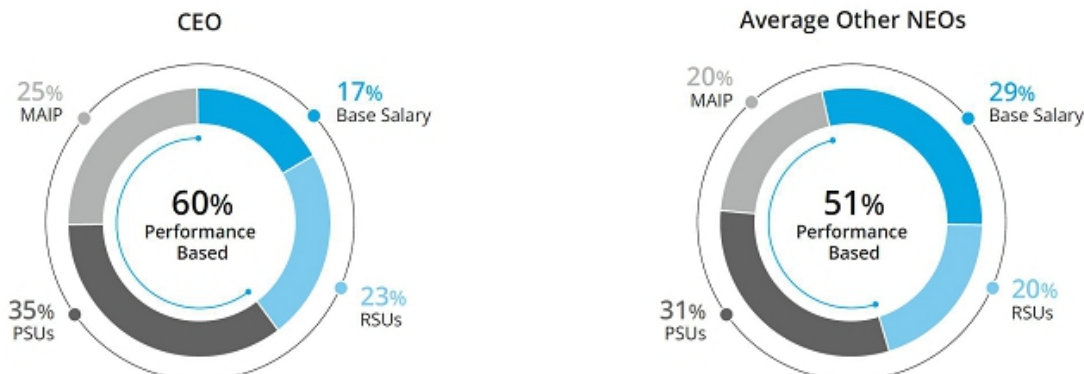
Total direct compensation, which includes base salary, MAIP bonus payments and equity awards for our NEOs, is targeted to align with median levels for our selected market group, to provide a competitive compensation opportunity and to attract and retain executive talent. Our market group is comprised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

## Linking Compensation to Performance

Our Compensation Committee designs our executive compensation program to appropriately align pay and performance, with a significant portion of executive compensation being at risk and performance-based. In addition, our Compensation Committee believes that executive officer compensation should consist more heavily of variable elements, with a larger weighting of equity, than the compensation of other employees because executive officer performance is more likely to have a strong and direct impact on strategic and financial results that can affect stockholder value. Our pay mix and design reflect these beliefs.

The following charts illustrate the fiscal 2023 total direct compensation mix for Mr. Crutchfield and for our other NEOs (on average). These charts reflect:

- (i) base salary as of September 30, 2023,
- (ii) fiscal 2023 MAIP bonus at target, and
- (iii) target grant value of fiscal 2023 equity awards (our long-term incentive compensation).



2023 “Say-On-Pay” Vote, Stockholder Engagement Process and Input from Stockholders

The results of the annual stockholder say-on-pay vote help inform the Compensation Committee on the views of stockholders. The Compensation Committee considers the results of the say-on-pay vote and stockholder feedback when designing and making decisions regarding our executive compensation program. In 2023, we received 69.5 percent support from shareholders, and in response, we engaged with shareholders to solicit feedback.

WHO WE CONTACTED AND ENGAGED	WHAT WE HEARD	HOW WE RESPONDED
<ul style="list-style-type: none"><li>• We contacted 23 of our top 30 shareholders representing approximately 53% of our outstanding shares, noting that we did not reach out to Koch Industries (approximately 17% ownership stake in the Company) given their representation on the Board of Directors.</li><li>• Nine shareholders accepted our invitation for outreach (including six of our top ten holders) representing approximately 39% of our outstanding shares.</li></ul>	<ul style="list-style-type: none"><li>• Shareholders expressed appreciation for the shareholder outreach and asked us to continue to reach out to them on a regular basis.</li><li>• Certain shareholders expressed that they would like to see the Board and management own more shares in the Company.</li><li>• Some shareholders wanted more information around the MAIP payout for fiscal 2022 as well as certain one-off payments/off-cycle awards.</li></ul>	<ul style="list-style-type: none"><li>• The Chairman of the Compensation Committee committed to continuing to reach out to investors at least annually.</li><li>• In 2023, the compensation mix for directors was modified so that all compensation for non-employee directors is in the form of equity awards.</li><li>• Questions that investors had related to the fiscal 2022 MAIP payout and certain one-off payments/off-cycle awards were addressed by the Chairman of the Compensation Committee and Company personnel. The Company committed to working on additional disclosure in future proxy filings to address out of the ordinary items.</li></ul>

Stockholder Engagement Process

The Company routinely engages through regular outreach to stockholders on a variety of topics, including ESG matters, through in person and virtual non-deal roadshows along with conference participation. We maintain meaningful dialogue with a broad range of stockholders, including large institutional investors, small to mid-sized institutions, pension funds and individual investors.

## Executive Compensation Framework and Governance

We view **compensation practices** as an avenue to communicate and reinforce our goals and standards of conduct, as well as a means to reward NEOs for their achievements.

Our **compensation philosophy** is grounded in promoting stockholder interests by aligning compensation with the realization of our business objectives and increased long-term stockholder value.

We are committed to providing a competitive total compensation package that drives employee engagement and performance which, in turn, helps drive our business strategy and success.

### This commitment leads to compensation programs that are designed to:

- ✓ Provide employees with an attractive, market competitive pay opportunity that delivers an appropriate balance of incentive-based pay and fixed compensation.
- ✓ Foster a pay-for-performance culture that motivates employees to achieve exceptional levels of performance.
- ✓ Drive an environment of accountability, teamwork and cross-functional collaboration.
- ✓ Utilize a framework that is simple to understand, provides flexibility to grow, attracts the talent Compass Minerals needs to be successful, and is linked to measurable benchmarks relevant to our business.
- ✓ Be consistent with our long-term business strategy.
  - Focus on the efficient use of resources.
  - Motivate participants to overcome challenges.
  - Strive for continuous improvement that can be adapted for the changing markets and environments in which we operate.























### To achieve these compensation objectives, our executive officer compensation program is based on the principles described below.

- ✓ **Be competitive and encourage continued service.** Our executive officer compensation program's design and levels are set considering the practices of similar companies with which we compete for talent. All of our equity awards are subject to vesting schedules, which provide an incentive for continued employment. Further, our executive officers' target total direct compensation opportunity is generally aligned with the median of total executive officer compensation programs of our peer group. Actual total compensation earned by each NEO will be above or below the median of our peer group, depending on our performance, the individual experience and performance of each executive officer and other Compensation Committee considerations.
- ✓ **Foster a pay-for-performance culture.** Base pay, MAIP awards and long-term incentive compensation awards are based on an individual's job (role and level), experience and performance compared against specified financial, operational and strategic business goals (as appropriate to the individual's position). Also considered are Company performance, the desired pay relationships among executive officers and market practices.
- ✓ **Drive results through accountability, teamwork and collaboration.** Our executive officer compensation program emphasizes variable, incentive award opportunities, which are payable if specified goals are achieved or our stock delivers strong total return to stockholders. We provide NEOs annual cash and long-term equity incentive opportunities for which payout results depend on our performance that are designed to represent the majority of each NEO's total compensation.
- ✓ **Align interests with stockholders.** NEOs are required to maintain a minimum level of stock ownership within five years of appointment to encourage them to align their financial interest with those of our stockholders. See "**Proposal 1—Election of Directors—Corporate Governance—Stock Ownership Guidelines**" for more information about our stock ownership guidelines.
- ✓ **Improve safety.** Our MAIP includes total recordable injury rate (which measures our safety performance) as a performance metric applicable to all executive officers.
- ✓ **Utilize a framework that is simple to understand and linked to cost effectiveness.** Our MAIP and long-term incentive compensation programs are based on our financial performance and are not guaranteed. MAIP and PSU awards are earned as specified goals are achieved, subject to thresholds, and contain a maximum limit for each employee.

## Executive Compensation Practices

The Compensation Committee regularly discusses practices and corporate governance developments relating to executive officer compensation. The table below highlights our key executive compensation practices, including the practices we have implemented because they support our desire to appropriately impact performance results and align with long-term stockholder interests, and practices we have not implemented because we do not believe they would serve our stockholders' long-term interests. Further discussion on certain of these practices can be found in "—Other Compensation Policies and Practices."

### Executive Compensation Practices

What We Do	What We Don't Do
 We engage independent consultants to assist the Compensation Committee	 Our Compensation Committee does not allow its compensation consulting firms to provide any other services to Compass Minerals
 We have no undue risk embedded in the compensation programs	 We do not maintain compensation programs that we believe create risks reasonably likely to have a material adverse effect on Compass Minerals
 We employ clear corporate governance policies	 We expressly prohibit the repricing of stock options, cash buyouts for underwater stock options, hedging, pledging and the use of margin accounts related to our stock
 We have robust stock ownership guidelines and retention requirements	 We do not pay dividends on outstanding, unvested PSUs
 Our compensation programs have appropriate levels of pay at risk	 We do not guarantee bonus payments except for new hire bonus awards
 We have clear and transparent direct compensation elements	 We do not have active defined benefit retirement plans or individual supplemental executive retirement plans covering our NEOs
 We utilize an appropriate peer group	 We do not rely solely on peer group data when making pay decisions
 We offer limited perquisites specific to the NEOs	 We do not provide significant additional benefits to executive officers that differ from those provided to all other employees
 Generally, there are no employment agreements	 We do not have employment agreements with executive officers, other than with our CEO
 We have double-trigger change in control agreements	 We do not provide excise tax gross-ups
 We consider and value input from our stockholders	 We do not implement policies or practices that are counter to good governance

## Executive Compensation Program Summary

### Direct Compensation Elements

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

	Compensation Element	Form	Vesting and Performance Period	How Amount is Determined	Purpose and Key Features
FIXED	<b>1</b> <b>Base Salary</b>	<ul style="list-style-type: none"> <li>Cash</li> </ul>	<ul style="list-style-type: none"> <li>Ongoing</li> </ul>	<ul style="list-style-type: none"> <li>Competitive market data</li> <li>Scope of responsibilities</li> <li>Experience and knowledge</li> <li>Internal equity</li> <li>Individual performance</li> </ul>	<ul style="list-style-type: none"> <li>Provides a fixed competitive level of cash compensation for services rendered</li> <li>Recognizes job responsibilities</li> <li>Merit and market-related adjustments are not guaranteed each year</li> </ul>
	<b>2</b> <b>Management Annual Incentive Program (MAIP)</b>	<ul style="list-style-type: none"> <li>Cash</li> </ul>	<ul style="list-style-type: none"> <li>1-year performance period</li> </ul>	<ul style="list-style-type: none"> <li>Award opportunities set as a percent of base pay based on competitive data</li> <li>Award payouts based on Company financial performance and shared performance goals for the performance period</li> </ul>	<ul style="list-style-type: none"> <li>Creates alignment across large parts of the organization with the use of common performance measures</li> <li>Motivates and rewards for achievement of near-term priorities, consistent with our annual operating plan</li> <li>Awards are paid to the extent that goals are achieved</li> <li>The maximum payout is capped at 200% of target</li> </ul>
PERFORMANCE BASED VARIABLE	<b>3</b> <b>Long-Term Incentives</b>	<ul style="list-style-type: none"> <li>Equity                             <ul style="list-style-type: none"> <li>40% RSUs</li> <li>60% rTSR PSUs</li> </ul> </li> </ul>		<ul style="list-style-type: none"> <li>Award opportunities set as a percent of base salary based on competitive data</li> </ul>	<ul style="list-style-type: none"> <li>Motivates and rewards for achievement of long-term goals and superior stockholder returns, which aligns with stockholder interests</li> <li>Promotes retention</li> <li>Allows executive officers to accumulate a meaningful amount of our common stock over time</li> <li>Vesting and earning over time encourages a focus on earnings sustainability</li> </ul>
		<ul style="list-style-type: none"> <li>RSUs</li> </ul>	<ul style="list-style-type: none"> <li>Vests one-third per year after grant</li> </ul>	<ul style="list-style-type: none"> <li>Value at vesting is based on stock price</li> </ul>	
		<ul style="list-style-type: none"> <li>rTSR PSUs</li> </ul>	<ul style="list-style-type: none"> <li>100% vested 3 years after grant based on results for 3-year performance period</li> </ul>	<ul style="list-style-type: none"> <li>Value at vesting is based on stock price. 0-300% of target number earned based on the Company's TSR relative to other companies during the 3-year performance period</li> </ul>	

We also have the following executive compensation elements:

Compensation Element	Purpose and Key Features
<b>4</b> <b>Perquisites and Benefits</b>	<ul style="list-style-type: none"> <li>In order to attract and retain high-performing executives, we provide additional compensation elements consistent with our compensation philosophy and current market practice.</li> <li>We offer all employees, including the NEOs, a competitive package of traditional benefits that provides health, dental, vision, life insurance, and short-term and long-term disability coverage. These programs aim to provide a measure of security and encourage the health and well-being of employees.</li> <li>We provide NEOs supplemental disability income in the event of total disability and access to an annual executive physical. In addition, we provide identity theft monitoring services.</li> </ul>
<b>5</b> <b>Savings Plan</b>	<ul style="list-style-type: none"> <li>Each of our NEOs, along with other U.S.-based employees, participates in the Compass Minerals International, Inc. Savings Plan (the "Savings Plan"), with the Company contributing to two components of the Savings Plan, as described below. If an NEO has reached the IRS annual limit on contributions under the Savings Plan, we make the Company contributions to the Compass Minerals International, Inc. Restoration Plan (the "Restoration Plan") instead of the Savings Plan.</li> <li><b>401(k) plan Company matching contribution.</b> NEOs may contribute up to 75% of their base pay into a 401(k) account, subject to IRS annual limits on contributions. We provided a matching contribution of up to 6% of qualified cash compensation (comprised of base salary and MAIP bonus payments paid during the year) for participants contributing a portion of their qualified cash compensation to their 401(k) account.</li> <li><b>Company profit-sharing contribution.</b> We may make a discretionary profit-sharing contribution to each NEO's 401(k) account as a percentage of qualified cash compensation based on Company performance, as determined by the Compensation Committee.</li> </ul>
<b>6</b> <b>Restoration Plan</b>	<ul style="list-style-type: none"> <li>NEOs and other key U.S.-based employees may defer receipt of up to 50% of their base salary and 100% of their annual cash bonus under the Restoration Plan, which allows participants to save for retirement in a tax-effective way at a minimal cost to us. The Restoration Plan is described in more detail following the Non-Qualified Deferred Compensation for Fiscal 2023 table.</li> </ul>

## Peer Groups and Benchmarking

The Compensation Committee, with assistance from FW Cook, its independent compensation consultant, annually reviews specific criteria and recommendations regarding companies to add to or remove from our peer group. FW Cook, at the direction of our Compensation Committee, utilized objective business and financial criteria to select for our fiscal 2023 peer group publicly-traded companies in comparable industries with comparable pay models, revenues and Company market capitalization values.

Based on FW Cook's analysis and recommendations, the Compensation Committee approved in May 2022 the following list of companies for our fiscal 2023 peer group. In addition, in May 2023, the Compensation Committee, with the assistance of FW Cook, determined to make no further modifications to our fiscal 2024 peer group. At the time of review, all peer group companies were publicly-traded, stand-alone companies of appropriate size and within relevant industries that the Compensation Committee believed compete with us in labor markets and follow similar pay models, and had U.S.-based executives and executive compensation programs, which appear to conform to typical U.S. practices. In addition, our market capitalization and revenue approximated the median of the peer group at the time of review. All are U.S.-based and traded on the NYSE or Nasdaq.

## Fiscal 2023 and Fiscal 2024 Peer Group Companies

• Albemarle Corporation	• Innospec Inc.	• Tronox Limited
• Alpha Metallurgical Resources, Inc.	• Koppers Holdings	• U.S. Silica Holdings, Inc.
• Arch Resources	• Livent	• Warrior Met Coal, Inc.
• Balchem Corporation	• Minerals Technologies Inc.	
• Coeur Mining, Inc.	• Peabody Energy Corporation	
• Eagle Materials Inc.	• Sensient Technologies Corporation	
• Hecla Mining Company	• Summit Materials Inc.	

With the assistance of its independent compensation consultant, the Compensation Committee reviews a summary of compensation practices of our peer group and annually compares our three principal elements of direct compensation (base pay, annual MAIP incentive opportunity and long-term incentive compensation) with similar programs at our peer group companies to ensure our NEO total compensation is within a reasonably competitive range of our peers. The Compensation Committee also considers other factors, including individual performance, responsibilities and experience. In setting fiscal 2023 compensation, the Compensation Committee also considered our market group, which is comprised of a blend of our peer group and market data from reputable survey sources. Our peer group data, along with market group data, is used to ensure we have an accurate size and scope of data for setting competitive pay positions for our NEOs.

## Executive Compensation Decisions for Fiscal 2023

Our Compensation Committee determines all compensation for executive officers. Each fiscal year, our Compensation Committee conducts a review and evaluation to determine if any changes in compensation are appropriate for any of our executive officers. This evaluation is based on peer group and market analysis prepared by its independent compensation consultant, individual performance and our overall financial performance.

The CEO does not participate in the Compensation Committee's deliberations or decisions with regard to his compensation. At our Compensation Committee's request, our former CEO reviewed with our Compensation Committee the performance of our other executive officers, but no other executive officer or employee reviews the performance of our executive officers. The Compensation Committee gives considerable weight to the CEO's evaluations of our other executive officers because of his direct knowledge of these individuals' performance and contributions.

### Base Salary

Base salary provides a fixed level of cash compensation for services rendered, competitive with base salaries within our market group. When setting NEO base pay, the Compensation Committee considered:

- (i) the relationship between our base salary levels, the base salaries of comparable positions at peer group companies and the blended market level of the base salaries of our market group, with a view towards recruiting and retaining talent, and
- (ii) the experience, knowledge, responsibilities, skills, potential and performance of the individual NEO.

For fiscal 2023, executive base salaries are generally targeted to align with the median of our peer group. Actual base pay may be above or below the median depending on the Compensation Committee's considerations.

As a result of its review, the Compensation Committee determined in November 2022 to make changes to base salaries, effective December 1, 2022, for our NEOs. The following table summarizes each NEO's annual base pay for fiscal 2023.

Name and Title	Annual Base Pay Effective		Percent Change
	October 1, 2022 (\$)	September 30, 2023 (\$)	
<b>Kevin S. Crutchfield</b> Former President and Chief Executive Officer	1,124,000	1,124,000	0%
<b>Lorin Crenshaw</b> Chief Financial Officer	537,500	556,313	3.5%
<b>Mary L. Frontczak</b> Chief Legal and Administrative Officer and Corporate Secretary	504,000	521,640	3.5%
<b>George J. Schuller, Jr.</b> Chief Operations Officer	666,750	696,754	4.5%
<b>James D. Standen</b> Former Chief Commercial Officer	500,000	517,500	3.5%

## Fiscal 2023 Management Annual Incentive Program

### MAIP Overview

Annual cash bonuses are paid to our NEOs under the MAIP, which links a substantial portion of each NEO's annual cash compensation to our financial performance, safety performance and shared performance objectives for our senior leadership team. The MAIP program also aligns the senior leadership team with large parts of the broader organization given that many of the performance objectives used are shared throughout the organization. These bonuses are designed to reward, when earned, short-term performance evidenced by the achievement of our annual operating plan's goals, safety performance and other objectives. Bonuses paid under the MAIP are variable and are determined by the Compensation Committee based on targets and performance factors set by the Compensation Committee at the beginning of the fiscal year. MAIP bonus payments were made under our 2020 Incentive Award Plan and paid in December 2023.

### Fiscal 2023 MAIP Bonus Formula

In fiscal 2023, MAIP bonuses to our NEOs were calculated using the following formula.



### MAIP Target Bonus Percentage

Each NEO's target MAIP bonus is based on a percentage of the NEO's base salary. Actual MAIP bonuses may range from 0% to 200% of bonus targets, depending on the MAIP performance factor and actual results achieved against the MAIP performance factor. The target MAIP bonus percentages are set by the Compensation Committee and intended to be market competitive and consistent with the median short-term cash bonus percentages of our market group. The NEO's fiscal 2023 target MAIP percentages and target bonuses are set forth below. For fiscal 2023, the Compensation Committee, in consultation with FW Cook, reviewed our NEO's total compensation to ensure appropriate alignment with our peer group, to reflect the market for executive talent and to recognize individual performance, scope of responsibilities and contribution to the Company. Based on this review, the Compensation Committee determined in November 2022 to make no changes to the target percentages for the NEOs.

NEO	Base Salary (\$)	Target MAIP (%)	Target MAIP Bonus (\$)
K. Crutchfield	1,124,000	150%	1,686,000
L. Crenshaw	556,313	70%	389,419
M. Frontczak	521,640	70%	365,148
G. Schuller, Jr.	696,754	75%	522,565
J. Standen	517,500	70%	362,250

### MAIP Performance Factors and Target Achievement Levels

The table below sets forth the MAIP performance factors and their respective weightings.

Performance Factor	Weighting
Adjusted EBITDA	45%
Adjusted Operating Cash Flow	20%
Total Recordable Injury Rate ("TRIR")	15%
Shared Performance Objectives	20%



The MAIP performance factors and the target achievement levels were approved by the Compensation Committee in December 2022, and were chosen based on considerations that included fiscal 2022 results and the Board-approved fiscal 2023 annual operating plan. Anticipating a challenging business environment, the Committee continued to set rigorous performance goals for fiscal 2023:

- Fiscal 2023 target achievement levels for Adjusted EBITDA were set in excess of our fiscal 2022 actual results, though below our fiscal 2022 target achievement levels, due to the decrease in salt sales-to-commitment outcomes, increase in operational costs related to plant nutrition segment and lithium development, and high inflation rates.
- Fiscal 2023 target achievement levels for Adjusted Operating Cash Flow were set below our fiscal 2022 target achievement levels and actual results due to higher interest rates, cash taxes, and an increase in Salt inventory related to the prior weak winter.
- Fiscal 2023 was the first fiscal year that TRIR was incorporated into our MAIP program with the target achievement levels reflecting a 10% reduction from the average of the previous three fiscal years' performance.
- Fiscal 2023 target achievement levels for Shared Performance Objectives are set each year to further the strategic focus of the company and are generally aggressive targets under the three pillars of ESG, Performance and Strategy.

### Rationale for the Performance Factors

The Compensation Committee chose the fiscal 2023 MAIP performance factors to align the MAIP with Company goals and objectives and chose the relative weights based on the desire to emphasize financial results, while maintaining a focus on non-financial objectives, including the safety of our employees.

The Compensation Committee chose Adjusted EBITDA and Adjusted Operating Cash Flow as performance objectives because they are key performance measures in the Board-approved annual operating plan and monitored closely by the Compensation Committee when evaluating short-term performance.

- **Adjusted EBITDA:** This measures our operating performance, and removes elements of resource allocation, financing methods, and cost of capital and income tax positions that are managed at a corporate level apart from our core business operations. EBITDA stands for earnings before interest, taxes, depreciation and amortization, and Adjusted EBITDA is EBITDA adjusted for unusual, non-recurring items, items that are not indicative of normal operations or certain non-cash items, including stock-based compensation (consistent with the Adjusted EBITDA target set in December 2022 and the Board-approved fiscal 2023 annual operating plan).
  - The Adjusted EBITDA target achievement amount was set by the Compensation Committee at the amount set forth in the Board-approved fiscal 2023 annual operating plan.
- **Adjusted Operating Cash Flow:** This measure aligns with our strategic priorities of generating cash and managing working capital requirements as reported in the Company's Consolidated Statement of Cash Flows. Adjusted Operating Cash Flow is adjusted for unusual or non-recurring items or items that are not indicative of normal operations.
  - The Adjusted Operating Cash Flow target achievement amount was set by the Compensation Committee at the amount set forth in the Board-approved fiscal 2023 annual operating plan.

Total Recordable Injury Rate ("TRIR") was chosen by the Compensation Committee as a performance objective consistent with our focus on human capital and commitment to create safe working conditions and a safety-focused culture that drives progress toward an injury and incident-free workplace. TRIR is a measure of safety performance based upon MSHA guidelines, which indicates the number of reportable safety incidents for 100 employees per year. For fiscal 2023, the target TRIR achievement amount, for compensation purposes, was set by the Compensation Committee at the amount equal to a 10% reduction from the Company's average TRIR for the prior three fiscal years.

The shared performance objectives promote an organizational-wide strategic focus on common goals as well as shared accountability, teamwork and collaboration among our senior leadership team (which includes all of our NEOs). The objectives were developed based on a combination of current year and longer-term business goals and designed to drive value creation. For fiscal 2023, the shared performance objectives were focused on the following categories that received equal weighting:

- ESG (including advancing diversity, belonging, inclusion and equity),
- Performance
- Strategy

## Fiscal 2023 Adjustments

On December 17, 2022, the Compensation Committee approved the Winter Impact Benchmark Adjustment (“WIBA”) following a review of the impact that weather had on the MAIP Adjusted EBITDA and Adjusted Operating Cash Flow performance factors. Historically, these were not adjusted for the impact of weather.

A review of MAIP achievement results in recent years indicated that the historical approach to measuring these performance factors had penalized or rewarded management for weather, a major factor that was beyond their control. Given the degree to which these performance factors depend on weather, the Compensation Committee determined that the WIBA approach will more closely reflect management’s ability to operate the business and control the controllables.

At the beginning of the fiscal year, the MAIP Adjusted EBITDA and Adjusted Operating Cash Flow targets were established using the Board approved annual operating plan (“AOP”), based upon historical regional market factors including the 10-year average sales-to-commitment ratios as well as projected contractual sales volumes within the respective markets. Upon completion of the third quarter, the targets were formulaically recalibrated using the WIBA. The MAIP Adjusted EBITDA target was adjusted by the calculated variance attributable to winter impact departures from the fiscal year AOP, and the Adjusted Operating Cash Flow target by the same calculated variance, net of tax. The purpose of this alignment was to measure management’s contribution to the performance of the business without the headwinds or tailwinds that are created by winter weather.

With respect to fiscal 2023, the Compensation Committee approved a WIBA adjustment decrease of \$11.6 million to each of our Adjusted EBITDA and Adjusted Operating Cash Flow MAIP performance metric targets.

No adjustments were made to the calculations of TRIR or the shared performance objectives.

## Performance Factor Achievement

The actual achievement of the financial performance factors is computed from our fiscal 2023 financial results as certified by the Chief Financial Officer using a linear calculation and the following payout scale.

Percent of Performance Achieved	Adjusted EBITDA (\$ millions) <sup>(1)</sup>	Resulting Performance Factor Achievement Payout
Less than 75%	—	0%
<b>Threshold: 75%</b>	164.0	50%
<b>Target: 100%</b>	218.7	100%
<b>Maximum: 120% or greater</b>	262.4	200%

(1) Targets are WIBA adjusted.

Percent of Performance Achieved	Adjusted Operating Cash Flow (\$ millions) <sup>(1)</sup>	Resulting Performance Factor Achievement Payout
Less than 75%	—	0%
<b>Threshold: 75%</b>	72.3	50%
<b>Target: 100%</b>	96.4	100%
<b>Maximum: 120% or greater</b>	115.7	200%

(1) Targets are WIBA adjusted.

The actual achievement of the TRIR performance factor is computed from our fiscal 2023 safety results as certified by the Senior Vice President, EHS&S, using a linear calculation and the following payout scale.

Percent of Performance Achieved	TRIR	Resulting Performance Factor Achievement Payout
Less than 75%	—	0%
<b>Threshold: 75%</b>	2.29	50%
<b>Target: 100%</b>	1.72	100%
<b>Maximum: 120% or greater</b>	1.43	200%

The actual achievement of the shared performance objective performance factors is based on a scorecard approach, where the Compensation Committee assigns points to each category of performance objectives based on fiscal 2023 senior leadership team performance using a linear calculation and the following payout scale.

Percent of Performance Achieved	Shared Performance Objectives	Resulting Performance Factor Achievement Payout
Less than 75%	—	0%
<b>Threshold:</b> 75%	22.5 points	50%
<b>Target:</b> 100%	30 points	100%
<b>Maximum:</b> 120% or greater	36 points	200%

Our fiscal 2023 results are shown in the following table.

Performance Factors	Weighting	Actual Performance Achieved	Actual Performance Achieved (as a percent of target)	Resulting Performance Factor Achievement
Adjusted EBITDA	45%	\$198.2 million	90.63%	81.30%
Adjusted Operating Cash Flow	20%	\$103.5 million	107.37%	136.80%
TRIR	15%	1.17	147.01%	200.00%
Shared Performance Objectives	20%	30 points	100.00%	100.00%

### MAIP Bonuses Paid

All MAIP bonuses are approved by the Compensation Committee following its review and approval of the performance factor achievement levels. The following table shows the fiscal 2023 MAIP bonuses paid to NEOs.

NEO	MAIP Bonus Paid (\$)	Target MAIP Bonus (\$)	Percentage of Target MAIP Bonus
K. Crutchfield	1,921,113	1,686,000	113.95%
L. Crenshaw	418,723	389,419	107.53%
M. Frontczak	416,068	365,148	113.95%
G. Schuller, Jr.	595,437	522,565	113.95%
J. Standen	387,766	362,250	107.04%

### Long-Term Incentive Compensation

#### Overview

Our executive compensation program includes long-term incentive compensation to reward performance through the use of equity-based awards, which emphasize long-term stockholder value creation and aim to align stockholder interests and Company objectives as well as balance performance based pay and retention.

The annual equity awards granted by the Compensation Committee to NEOs, in October 2022, were a combination of RSUs and PSUs, with a target grant value mix of 40% RSUs and 60% PSUs. The PSUs have performance criteria based on relative total shareholder return ("rTSR") and the number of shares that may be awarded to NEOs on vesting will depend on our actual results measured against the performance criteria.

#### Fiscal 2023 Restricted Stock Unit Annual Grants

NEOs were granted RSUs on October 15, 2022. These RSUs vest in three equal annual installments, beginning on the first anniversary of the grant date and ending on October 15, 2025 (three years after the grant date).

Each RSU represents the right to receive one share of Compass Minerals common stock. NEOs have no voting rights with respect to RSUs. The RSUs have dividend equivalents, which entitle the NEOs to the same dividend value per share as holders of our common stock.

## Fiscal 2023 Performance Stock Unit Annual Grants

NEOs were granted rTSR PSUs on October 15, 2022. These PSUs have a three-year performance period and will vest on October 15, 2025 (three years after the grant date), to the extent the performance criteria are met (i.e., to the extent the PSUs are earned). Each PSU represents the right to receive one share of our common stock. Based on the performance at the end of the three-year performance period, NEOs may earn less or more than the target number of PSU awards granted. NEOs have no voting rights with respect to PSUs.

The fiscal 2023 rTSR PSU grants are measured by ranking our three-year total shareholder return relative to our peer group during the three-year performance period. At the end of the performance period, the number of shares of common stock that will be earned with respect to each rTSR PSU will be calculated by using a straight-line interpolation between threshold and target, between target and stretch, and between stretch and maximum, as follows.

Benchmark Ranking	Percentage of rTSR PSU Earned
Less than 25th Percentile	0%
<b>Threshold:</b> 25th Percentile	50%
<b>Target:</b> 50th Percentile	100%
<b>Stretch:</b> 75th Percentile	200%
<b>Maximum:</b> Equal to or greater than 95th Percentile	300%

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

## Status of Annual Performance Stock Unit Grants

The following table shows the annual PSUs earned in fiscal 2022 and fiscal 2023, as well as PSUs that will vest in fiscal 2024, following the completion of the three-year performance periods.

Performance Period	Vesting Date	Performance Measure	PSUs Earned
April 1, 2019 – March 31, 2022	April 1, 2022	rTSR	69.57%
January 1, 2019 – December 31, 2021	April 1, 2022	ROIC	0%
January 1, 2020 – December 31, 2022	January 13, 2023	rTSR	0%
January 1, 2021 – December 31, 2023	January 13, 2024	EBITDA Growth	TBD

## Fiscal 2023 Annual Target Grant Values

The following table summarizes the target grant value of annual equity awards and the number of equity awards granted in October 2022 to our NEOs. In August 2022, the Compensation Committee, in consultation with FW Cook, reviewed our NEOs total compensation to ensure appropriate alignment with our market group, to reflect the market for executive talent and to recognize individual performance and contribution to the Company. Based on this review, the Compensation Committee, in October 2022, determined to make no changes to the award target grant percentage (which is a percentage of base salary) for NEOs as compared to fiscal 2022, other than for Mr. Crutchfield as reflected in the amended and restated employment agreement with Mr. Crutchfield on August 5, 2022.

NEO	Target Grant Value <sup>(1)</sup> (\$)	Target Grant Percentage	RSUs Granted <sup>(2)</sup> (#)	rTSR PSUs Granted <sup>(3)</sup> (#)
<b>K. Crutchfield</b>	3,934,000	350%	41,696	62,544
<b>L. Crenshaw</b>	1,021,250	190%	10,825	16,237
<b>M. Frontczak</b>	907,200	180%	9,616	14,423

NEO	Target Grant Value <sup>(1)</sup> (\$)	Target Grant Percentage	RSUs Granted <sup>(2)</sup> (#)	rTSR PSUs Granted <sup>(3)</sup> (#)
G. Schuller, Jr.	1,266,825	190%	13,427	20,141
J. Standen	900,000	180%	9,539	14,309

(1) The Compensation Committee determined the target grant value in October 2022 for all NEOs.

(2) The number of RSUs granted is equal to 40% of the target grant value, divided by the closing stock price on the October 15, 2022 grant date for all NEOs.

(3) The number of PSUs granted is equal to 60% of the target grant value, divided by the closing stock price on the October 15, 2022 grant date for all NEOs.

## Executive Compensation Decisions for Fiscal 2024

Prior to the date of this Proxy Statement, the Compensation Committee made a number of decisions that will affect executive officer compensation in fiscal 2024. This section provides a brief overview of those decisions and reflects our work to continue to keep our executive pay competitive with our market group and consistent with our pay-for-performance philosophy.

### Fiscal 2024 Compensation Decisions

The Compensation Committee, in consultation with FW Cook, reviewed our NEOs' total compensation to ensure it:

- was appropriately aligned with our peer group,
- reflected the market for executive talent, and
- recognized individual performance and contribution to the Company.

Based on this review and the Company's fiscal 2023 performance, the Compensation Committee made the following decisions with respect to the compensation of our NEOs for fiscal 2024.

Compensation Element	Changes to fiscal 2024 Executive Compensation Program
<b>1</b> <b>Base Salaries</b> (effective December 1, 2023)	Base salary increases are as follows: 2% for Mr. Crenshaw, 4% for Ms. Frontczak, 3% for Mr. Schuller, Jr. and 1% for Mr. Standen.
<b>2</b> <b>Management Annual Incentive Program (MAIP)</b>	No changes were made to the fiscal 2024 MAIP target percentages for NEOs. The Compensation Committee replaced the Adjusted Operating Cash Flow performance factor with Adjusted Free Cash Flow.
<b>3</b> <b>Long-Term Incentive Compensation</b>	Fiscal 2024 target grant percentages were increased for Mr. Crenshaw, Ms. Frontczak, Mr. Schuller, Jr. and Mr. Standen. Fiscal 2024 awards were granted on October 15, 2023. Changes were made to the equity mix and performance metrics for the fiscal 2024 annual equity awards, as described in greater detail in the following section.

### Fiscal 2024 Long-Term Incentive Compensation

In support of the Company's extensive work with the long-term strategy, the Compensation Committee undertook an evaluation of our compensation programs and considered how to motivate and retain executives who are charged with the successful execution of enterprise-wide initiatives designed to drive value across all facets of the Company. The Compensation Committee, with assistance from FW Cook, reviewed the pay practices of our peer group and considered the importance of long-term retention of NEOs and the competition for executive talent. The Compensation Committee's focus was to incentivize and reward extraordinary performance and recognize the importance of the Company's strategic objectives that align with long-term sustainable stockholder value. Based on these discussions, the Compensation Committee determined, in October 2023, to change to our long-term incentive compensation program.

The annual equity awards granted by the Compensation Committee to NEOs on October 15, 2023 included a shift in weighting of RSUs from 40% to 50% and PSUs from 60% to 50% and replaced the relative TSR metric with Free Cash Flow, Cash Unit Cost growth control (salt business) and reduction (plant nutrition business), Capex (lithium business), TRIR and ESG, and increased target grant percentages for NEOs, other than Mr. Crutchfield. The following describes the rationale for these changes:

- The changes to the performance metrics ensure that executives are directly tied to key drivers of sustainable growth while improving line of sight and achievability of goals.
- Emphasizes our focus on operational excellence, incentivizing the executives to drive efficiencies, control costs, and allocate capital judiciously, contributing to the overall financial health of the Company.
- The inclusion of an ESG metric reflects our dedication to long-term sustainability and responsible governance.
- To create an equal balance of time-based and performance-based awards that is aligned with peer practice, ensuring that our compensation structure remains competitive in attracting and retaining top-tier executive talent.

We believe these changes are a strategic move toward maintaining a compensation structure that rewards the performance of key value drivers while securing the stability necessary for long-term success and the creation of stockholder value.

**Separation Agreement for Mr. Crutchfield.** Mr. Crutchfield departed the Company on January 17, 2024, and was entitled to severance payments under his amended and restated employment agreement. We entered into a separation and consulting agreement with Mr. Crutchfield that provided for separation payments and other benefits, as described in more detail under “Executive Compensation Tables-Agreements with Mr. Crutchfield, our former President and CEO.”

**Separation Agreement for Mr. Standen.** Mr. Standen departed the Company on January 16, 2024, and was entitled to severance payments under our Executive Severance Plan, as described in more detail under “Executive Compensation Tables-Agreement with Mr. Standen, our former Chief Commercial Officer.”

**Employment Agreement for Mr. Dowling.** In connection with Mr. Dowling joining us as President and Chief Executive Officer on January 18, 2024, we entered into an employment agreement with Mr. Dowling that provided for:

- Base Salary: \$1,000,000 per year.
- MAIP cash bonus opportunity: Target at 130% of base salary.
- Long-term incentive compensation: For fiscal 2024, annual target grant value at 350% of base salary.
- Sign-on inducement cash bonus: \$350,000, payable no later than the second regular payroll following January 18, 2024.
- Benefits: Relocation and participation in other executive compensation and benefit programs.

## Other Compensation Policies and Practices

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

### Independent Compensation Consultants

The Compensation Committee retained the services of FW Cook, an executive compensation consulting firm, in September 2019 for professional advice regarding director and executive compensation. FW Cook remains the Compensation Committee’s primary compensation consultant.

No member of the Compensation Committee or NEO has any significant affiliation with FW Cook. The Compensation Committee has assessed the independence of FW Cook pursuant to NYSE and SEC rules and concluded no conflict of interest exists that would prevent FW Cook from independently advising the Compensation Committee.

In setting fiscal 2023 executive compensation, the Compensation Committee used FW Cook’s services to obtain comparative executive compensation information benchmarked to our peer companies, our market group and published survey data. FW Cook looks for data from companies in labor markets in which we compete and that follow similar pay models. The Compensation Committee periodically sought input from FW Cook on director compensation and a range of external market factors, including evolving compensation trends, the status of the current labor market, appropriate comparison companies and market survey data.

The Compensation Committee has determined management may also use the services of the independent compensation consultant with the prior approval of the Compensation Committee; however, in fiscal 2023, management did not engage FW Cook independently from the Compensation Committee for assistance.

## **No Undue Risk in Compensation Programs**

We aim to reduce the probability and relative impact of compensation-related risk by continuously assessing the risks inherent in our compensation systems and the appropriate risk mitigating strategies. Our management regularly reviews and updates the Compensation Committee on the compensation-related risks identified and the status of mitigation strategies. We mitigate undue risk by emphasizing long-term equity incentives and utilizing caps on potential payments, reasonable retention strategies, performance targets, and appropriate Board and management processes to identify and manage risk. See the discussion under “Proposal 1—Election of Directors—Board of Directors and Board Committees—Compensation Policies and Practices Related to Risk Management” for more information about our practices related to compensation risk management.

## **Clear Corporate Governance Policies, including a Clawback Policy**

We have adopted policies that expressly prohibit repricing of underwater stock options, do not allow excise tax gross-ups, provide for a clawback and place explicit restrictions on hedging of equity awards. We have adopted a compensation clawback policy as required by Rule 10D-1 under the Securities Exchange Act of 1934, as amended, and the corresponding listing standards of the New York Stock Exchange, which provides for the mandatory recovery from current and former officers of incentive-based compensation that was erroneously awarded during the three years preceding the date that the company is required to prepare an accounting restatement, including to correct an error that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period. The amount required to be recovered is the excess of the amount of incentive-based compensation received over the amount that otherwise would have been received had it been determined based on the restated financial measure.

## **Appropriate Levels of At-Risk Pay**

Our Compensation Committee believes compensation for our executive officers should be more heavily weighted toward variable elements of compensation than is the case for other employees. The rationale is that executive officer performance is more likely to have a strong and direct impact in leading the attainment of strategic and financial goals likely to affect stockholder value. We tie pay to performance by ensuring that a significant portion of compensation is performance-based and at-risk. We set clear financial goals for Company performance and differentiate based on individual performance against pre-set objectives. We have imposed a minimum multi-year vesting period for all executive equity awards, except awards granted as an enticement for new hires. We have designed our pay mix to reflect this relationship. The charts under “—Executive Summary—Linking Compensation to Performance” illustrate the mix of total direct compensation at target for fiscal 2023 for our former CEO and, on average, for our other NEOs.

## **Stock Ownership Guidelines and Retention Requirement**

Our Compensation Committee has adopted a policy requiring each non-employee director and member of senior management to obtain and maintain ownership in our common stock (or its equivalent) at specified levels. We believe this policy aligns management and stockholder interests, requiring our CEO and executive officers to own a meaningful amount of Company stock within five years of appointment. For more information, see “Proposal 1—Election of Directors—Corporate Governance—Stock Ownership Guidelines.”

## **Employment Agreements, Change in Control Agreements and Executive Severance Plan**

We do not offer our executive officers employment agreements, except for the CEO. We have a double trigger change in control severance agreement (“CIC agreement”) in place with each NEO and have adopted an Executive Severance Plan. Each NEO has also entered into a restrictive covenant agreement.

**Employment Agreements, Change in Control Agreements and Executive Severance Plan Details**

<b>Employment Agreement and Separation and Consulting Agreement with Former CEO</b>	<p>We entered into the Crutchfield Amended Employment Agreement, effective August 5, 2022. This agreement addresses, among other things:</p> <ul style="list-style-type: none"> <li>• base compensation,</li> <li>• cash bonus award target,</li> <li>• long-term incentives, and</li> <li>• certain post-termination payments (as described under “Termination of Employment and Change-in-Control Benefits”).</li> </ul> <p>On January 17, 2024, Mr. Crutchfield ceased to serve as President and CEO of the Company. In connection with his separation from the Company, Mr. Crutchfield entered into a separation and consulting agreement with the Company, which provides that Mr. Crutchfield will serve as a consultant to the Company through September 30, 2024 to help ensure a smooth transition, at a rate of \$22,500 per month (pro-rated for any partial months), and receive the severance payments and benefits that he is entitled to pursuant to the Crutchfield Amended and Restated Employment Agreement, subject to his execution of a release of claims. See section titled “Termination of Employment and Change in Control Benefits” on page 66 of this Proxy Statement for a description of Mr. Crutchfield’s post-termination payments.</p>
<b>Employment Agreement with New CEO</b>	<p>On January 16, 2024, we entered into an employment agreement with Mr. Dowling, our new CEO, effective January 18, 2024. Mr. Dowling’s employment agreement addresses, among other things:</p> <ul style="list-style-type: none"> <li>• base compensation (\$1,000,000),</li> <li>• cash bonus award target (at least 130% of his base salary),</li> <li>• long-term incentives (for 2024, a total dollar-denominated value equal to 350% of his base salary, consisting of 60% performance stock units and 40% restricted stock units), and</li> <li>• post-termination payments pursuant to the Company’s Executive Severance Plan.</li> </ul>
<b>Change in Control Agreements</b>	<p>The Compensation Committee believes agreements assuring income replacement after a termination of employment in connection with a change of control are important to retain executive officers and to ensure they remain focused on stockholder interests when negotiating potentially transformative transactions. We have double trigger change in control provisions in place for each NEO, which means there is no payout unless the NEO’s employment is terminated following a change in control as further described in the CIC agreements. The Compensation Committee considers the existence of these post-termination compensation arrangements in assessing whether overall compensation of our NEOs is competitive relative to our market group. The CIC agreements do not provide for excise tax gross-up payments upon a change in control. More information can be found under “Termination of Employment and Change in Control Benefits.”</p>
<b>Executive Severance Plan</b>	<p>The Executive Severance Plan is designed to provide uniform treatment and encourage executive retention by providing financial protection in the event of unexpected job loss. Each of the NEOs participates in this plan, other than Mr. Crutchfield. In situations where an NEO’s CIC agreement provides severance, no severance or other benefits will be payable under the Executive Severance Plan. In connection with Mr. Standen’s separation from the Company, Mr. Standen is entitled to receive severance payments pursuant to the Executive Severance Plan, subject to his execution of a release and waiver of claims. More information can be found under “Executive Compensation Tables-Agreement with Mr. Standen, our former Chief Commercial Officer.”</p>
<b>Restrictive Covenant Arrangements</b>	<p>Each NEO has entered into a restrictive covenant agreement with us limiting solicitation of employees and customers for a period of two years (with respect to our CEO) and one year (with respect to our other NEOs) after the NEO’s termination of employment. Each NEO is also a party to a confidentiality and invention assignment agreement.</p>

**Tax Considerations**

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



## Forward-Looking Statements

The Compensation Discussion and Analysis contains statements regarding future Company performance measures, targets and other goals. These goals are disclosed in the limited context of our executive compensation program and should not be understood to be statements of management's expectations or estimates of results or other guidance. We specifically caution investors not to apply these statements to other contexts.

## Compensation Committee Report

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

### The Compensation Committee

Richard P. Dealy, Chair  
Melissa M. Miller

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

## Executive Compensation Tables

### Fiscal 2023 Summary Compensation Table

The following table sets forth for each year shown the compensation paid to or earned by each NEO. The table includes compensation for fiscal 2023, fiscal 2022, the nine-month fiscal year ended September 30, 2021 (which is designated as "FY 2021") and the compensation for 2020. For a complete understanding of the table, please read the narrative description that follows the table.

Name and Principal Position	Year	Salary (A) (\$)	Bonus (B) (\$)	Stock Awards (C) (\$)	Non-Equity Incentive Plan Compensation (MAIP) (D) (\$)	All Other Compensation (E) (\$)	Total (\$)
<b>Kevin S. Crutchfield</b> Former President and Chief Executive Officer	2023	1,124,000	—	5,997,970	1,921,113	130,655	9,173,738
	2022	1,115,000	—	7,881,343	1,464,525	152,156	10,613,024
	FY 2021	802,500	—	3,477,562	1,426,929	90,569	5,797,560
	2020	1,066,667	—	3,412,476	1,070,388	185,329	5,734,860
<b>Lorin Crenshaw<sup>(1)</sup></b> Chief Financial Officer	2023	553,177	75,000	1,557,141	418,723	80,727	2,684,768
	2022	447,917	637,000	2,576,841	367,427	226,186	4,255,371
<b>Mary L. Frontczak</b> Chief Legal and Administrative Officer and Corporate Secretary	2023	518,700	—	1,383,191	416,068	58,037	2,375,996
	2022	500,000	—	876,348	344,527	63,923	1,784,798
	FY 2021	355,000	—	810,086	358,466	69,875	1,593,427
	2020	441,667	—	540,024	252,091	76,753	1,310,534
<b>George J. Schuller, Jr.</b> Chief Operations Officer	2023	691,753	—	1,931,509	595,437	82,525	3,301,224
	2022	661,458	—	1,263,702	488,336	90,025	2,503,521
	FY 2021	476,250	—	1,206,542	508,093	72,286	2,263,171
	2020	633,333	110,000	1,187,496	381,138	34,879	2,346,846
<b>James D. Standen</b> Former Chief Commercial Officer	2023	514,583	—	1,372,221	387,766	44,736	2,319,306
	2022	500,000	—	951,042	341,793	41,206	1,834,041
	FY 2021	375,000	—	900,061	373,402	32,998	1,681,461
	2020	495,000	—	846,005	280,102	26,325	1,647,432

- (1) Mr. Crenshaw joined us as Chief Financial Officer in December 2021. As a result, we have only provided information for fiscal 2022 and fiscal 2023.
- (A) **Salary.** The amounts in the Salary column represent the base salary earned for the listed fiscal year. See the discussion on page 48 for more information about base salaries paid to our NEOs.
- (B) **Bonus.** The amounts in the Bonus column represent a cash sign-on bonus paid to Mr. Crenshaw as part of his hiring package when he joined us in December 2021, with \$75,000 paid in December 2022 and \$637,000 paid in two installments in December 2021 and January 2022, and a cash sign-on bonus paid to Mr. Schuller, Jr. of \$110,000 as part of his hiring package when he joined us in September 2019, which was paid in January 2020.
- (C) **Stock Awards.** The amounts in the Stock Awards column are the aggregate grant date fair value of RSUs and PSUs granted to the NEOs in the listed year, determined in accordance with FASB ASC Topic 718. The grant date fair value of RSUs granted in fiscal 2023 is calculated based on using the closing price of our common stock on the grant date. The rTSR PSUs granted in fiscal 2023 are subject to a market condition and their grant date fair value is calculated based on a Monte Carlo valuation of each award on the grant date. Estimates of dividend equivalents are included in the calculation of the grant date fair value of RSUs and PSUs. For more information, see Note 16 of the Notes to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2023.
- The above table reflects the grant date fair value of RSUs granted in fiscal 2023 and the grant date fair value of rTSR PSUs granted in fiscal 2023 assuming that the target level of performance will be achieved. The grant date fair values of rTSR PSUs granted in fiscal 2023, assuming that the maximum level of performance will be achieved, are: \$13,273,088 for Mr. Crutchfield, \$3,445,816 for Mr. Crenshaw, \$3,060,849 for Ms. Frontczak, \$4,274,323 for Mr. Schuller, Jr. and \$3,036,656 for Mr. Standen.
  - See pages 53-54 for more information about RSUs and PSUs granted in fiscal 2023, including the vesting schedules, PSU performance metric, PSU performance period and PSU grant sizing methodology.
  - The grant date fair value generally does not correspond to the actual value that is realized from RSUs or PSUs. The actual values received upon vesting by NEOs in fiscal 2023 are included in the Option Exercises and Stock Vesting During Fiscal 2023 table. Additional information on all outstanding RSUs and PSUs is reflected in the Outstanding Equity Awards at Fiscal 2023 Year-End table.
- (D) **Non-Equity Incentive Plan Compensation.** The amounts in the Non-Equity Incentive Plan Compensation column reflect the amounts earned under the MAIP. See the discussion beginning on page 49 for more information about these payments, including the performance factors, the performance results and how payment amounts were determined.
- (E) **All Other Compensation.** The amounts reported in the All Other Compensation column represent the aggregate dollar amount for perquisites and other personal benefits provided to our NEOs. For fiscal 2023, "All Other Compensation" included the following:

Name	401(k) Plan Company Matching Contribution <sup>(1)</sup> (\$)	Insurance Premiums <sup>(2)</sup> (\$)	Other <sup>(3)</sup> (\$)
K. Crutchfield	29,425	101,230	—
L. Crenshaw	12,916	14,084	53,727
M. Frontczak	29,425	28,456	156
G. Schuller, Jr.	29,425	49,682	3,418
J. Standen	22,175	22,444	117

- (1) Amounts include an estimate of the 401(k) plan Company matching contribution expected to be paid by us into the NEO's Restoration Plan account. This contribution is earned by the NEO with respect to fiscal 2023, but is not paid until fiscal 2024.
- (2) Represents amounts paid by us for Company-sponsored long-term disability insurance, life insurance and business travel insurance premiums, which includes accidental death and dismemberment coverage.
- (3) Represents amounts paid for (i) relocation expenses for Mr. Crenshaw which includes a tax gross-up reimbursement payment of \$48,728 (ii) identity-theft monitoring services for Ms. Frontczak and Mr. Standen (iii) executive physical for Mr. Crenshaw and (iv) tax-preparation services for Mr. Schuller, Jr. which includes a tax gross-up reimbursement payment of \$1,003.

## Fiscal 2023 Grants of Plan-Based Awards

The following table provides information about MAIP awards and equity awards granted to each NEO during fiscal 2023. For a complete understanding of the table, please read the narrative description that follows the table.

Name	Grant Date	Approval Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (MAIP) (A)			Estimated Future Payouts Under Equity Incentive Plan Awards (B)			Grant Date Fair Value of Stock Awards (C) (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)	
<b>K. Crutchfield</b>			126,450	1,686,000	3,372,000				
RSUs	10/15/22	10/11/22					41,696		1,573,607
PSUs	10/15/22	10/11/22				31,272	62,544	187,632	4,424,363
<b>L. Crenshaw</b>			29,206	389,419	778,838				
RSUs	10/15/22	10/11/22					10,825		408,536
PSUs	10/15/22	10/11/22				8,119	16,237	48,711	1,148,605
<b>M. Frontczak</b>			27,386	365,148	730,296				
RSUs	10/15/22	10/11/22					9,616		362,908
PSUs	10/15/22	10/11/22				7,212	14,423	43,269	1,020,283
<b>G. Schuller, Jr.</b>			39,192	522,565	1,045,131				
RSUs	10/15/22	10/11/22					13,427		506,735
PSUs	10/15/22	10/11/22				10,071	20,141	60,423	1,424,774
<b>J. Standen</b>			27,169	362,250	724,500				
RSUs	10/15/22	10/11/22					9,539		360,002
PSUs	10/15/22	10/11/22				7,155	14,309	42,927	1,012,219

(A) **Estimated Possible Payouts under Non-Equity Incentive Plan Awards (MAIP).** The amounts in the columns under the Estimated Possible Payouts under Non-Equity Incentive Plan Awards (MAIP) heading reflect the threshold, target and maximum bonus payment opportunities under the MAIP. The actual MAIP bonus payments are included in the Fiscal 2023 Summary Compensation Table in the Non-Equity Incentive Plan Compensation column. See the discussion beginning on page 49 for more information about these payments, including the performance factors, the performance results and how payment amounts were determined.

(B) **Estimated Future Payouts under Equity Incentive Plan Awards.** The amounts in the columns under the Estimated Future Payouts under Equity Incentive Plan Awards reflect the threshold, target and maximum number of shares of our common stock that may be issued with respect to PSUs granted in fiscal 2023. RSUs do not have a threshold or maximum and, as a result, are presented only at target. See pages 53-54 for more information about RSUs and PSUs granted in fiscal 2023, including the vesting schedules, PSU performance metric, PSU performance period and PSU grant sizing methodology.

(C) **Grant Date Fair Value of Stock Awards.** The amounts in the Grant Date Fair Value of Stock Awards column represent the grant date fair value of awards determined in accordance with FASB ASC Topic 718, excluding the impact of estimated forfeiture. For more information, see the Fiscal 2023 Summary Compensation Table.

## Outstanding Equity Awards at Fiscal 2023 Year-End

The following table summarizes the outstanding equity awards held by each NEO as of September 30, 2023. For a complete understanding of the table, please read the narrative description that follows the table.

Name	Grant Date	Option Awards			Option Expiration Date	Stock Awards	
		Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)		Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested (A) (\$)
K. Crutchfield	10/15/2022					41,696 <sup>(1)</sup>	1,165,403
						62,544 <sup>(2)</sup>	1,748,105
	8/5/2022					66,173 <sup>(3)</sup>	1,849,535
	12/1/2021					10,489 <sup>(4)</sup>	293,168
	10/15/2021					9,337 <sup>(5)</sup>	260,969
						10,520 <sup>(4)</sup>	294,034
	1/13/2021					7,344 <sup>(6)</sup>	205,265
						33,046 <sup>(7)</sup>	923,636
	5/7/2019	252,245		53.75	5/7/2026		
L. Crenshaw	10/15/2022					10,825 <sup>(1)</sup>	302,559
						16,237 <sup>(2)</sup>	453,824
	12/1/2021					5,601 <sup>(8)</sup>	156,548
						20,673 <sup>(9)</sup>	577,810
						2,570 <sup>(10)</sup>	71,832
						8,071 <sup>(11)</sup>	225,584
M. Frontczak	10/15/2022					9,616 <sup>(1)</sup>	268,767
						14,423 <sup>(2)</sup>	403,123
	12/1/2021					2,607 <sup>(4)</sup>	72,866
	10/15/2021					2,320 <sup>(5)</sup>	64,844
						2,614 <sup>(4)</sup>	73,061
	1/13/2021					1,711 <sup>(6)</sup>	47,822
						7,698 <sup>(7)</sup>	215,159

Name	Grant Date	Option Awards				Stock Awards	
		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 (A) (\$)
G. Schuller, Jr.	10/15/2022					13,427 <sup>(1)</sup>	375,285
						20,141 <sup>(2)</sup>	562,941
	12/1/2021					3,640 <sup>(4)</sup>	101,738
	10/15/2021					3,240 <sup>(5)</sup>	90,558
						3,650 <sup>(4)</sup>	102,018
	1/13/2021					2,548 <sup>(6)</sup>	71,217
						11,465 <sup>(7)</sup>	320,447
J. Standen	10/15/2022					9,539 <sup>(1)</sup>	266,615
						14,309 <sup>(2)</sup>	399,937
	12/1/2021					2,715 <sup>(4)</sup>	75,884
	10/15/2021					2,417 <sup>(5)</sup>	67,555
						2,723 <sup>(4)</sup>	76,108
	1/13/2021					1,901 <sup>(6)</sup>	53,133
						8,553 <sup>(7)</sup>	239,056
	4/2/2018	19,451		59.50	4/2/25		
	4/3/2017	2,220		68.00	4/3/2024		

(1) Reflects RSUs that vest 33.33% on October 15, 2023, 2024 and 2025.

(2) Reflects PSUs that vest on October 15, 2025, subject to the achievement of performance conditions based on rTSR over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 300% of the target award level.

(3) Reflects PSUs that vest on May 31, 2025, subject to the achievement of performance conditions based on aTSR from August 5, 2022 to May 31, 2025. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 300% of the target award level.

(4) Reflects PSUs that vest on October 15, 2024, subject to the achievement of performance conditions based on rTSR over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 300% of the target award level.

(5) Reflects RSUs that vest 50% on October 15, 2023 and 2024. A performance hurdle tied to our fiscal 2022 financial performance has been satisfied.

(6) Reflects RSUs that vest on January 13, 2024. A performance hurdle tied to our fiscal 2021 financial performance has been satisfied.

(7) Reflects PSUs that vest on January 13, 2024, subject to the achievement of performance conditions based on Adjusted EBITDA growth over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 300% of the target award level.

(8) Reflects RSUs that vest 50% on December 1, 2023 and 2024. A performance hurdle tied to our fiscal 2022 financial performance has been satisfied.

(9) Reflects PSUs that vest on December 1, 2024, subject to the achievement of performance conditions based on rTSR over a three-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 300% of the target award level.

(10) Reflects RSUs that vest on December 1, 2023.

(11) Reflects PSUs that vest on December 1, 2023, subject to the achievement of performance conditions based on rTSR over a two-year performance period. The amount reported represents the target number of PSUs that may be earned. The actual number of shares that may be earned may range between 0% and 300% of the target award level.

(A) **Market Value of Shares or Units that Have Not Vested.** Amounts in the Market Value of Shares or Units that Have Not Vested column are calculated by multiplying the number of shares or units, as applicable, by \$27.95, the closing price of our common stock on September 30, 2023.

## Option Exercises and Stock Vested During Fiscal 2023

The following table summarizes the value realized (before payment of any withholding taxes and broker commissions) by each NEO upon stock option exercises during fiscal 2023 and RSUs and PSUs that vested during fiscal 2023. For a complete understanding of the table, please read the narrative description that follows the table.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (#)	Number of Shares Acquired on Vesting <sup>(1)</sup> (#)	Value Realized on Vesting (A) (\$)
<a href="#">K. Crutchfield</a>	—	—	35,183	1,637,471
<a href="#">L. Crenshaw</a>	—	—	5,371	235,357
<a href="#">M. Frontczak</a>	—	—	8,415	377,616
<a href="#">G. Schuller, Jr.</a>	—	—	12,231	569,261
<a href="#">J. Standen</a>	—	—	8,852	411,868

(1) For Mr. Crutchfield, amounts represent 23,171 RSUs that were granted on January 13, 2020 and vested on January 13, 2023, 7,343 RSUs that were granted on January 13, 2021 and vested on January 13, 2023, and 4,669 RSUs that were granted on October 15, 2021 and vested on November 14, 2022. For Mr. Crenshaw, amounts represent RSUs that were granted on December 1, 2021 and vested on December 1, 2022. For Ms. Frontczak, amounts represent 1,878 RSUs that were granted on November 6, 2019 and vested on November 6, 2022, 3,667 RSUs that were granted on January 13, 2020 and vested on January 13, 2023, 1,710 RSUs that were granted on January 13, 2021 and vested on January 13, 2023 and 1,160 RSUs that were granted on October 15, 2021 and vested on November 14, 2022. For Mr. Schuller, Jr., amounts represent 8,063 RSUs that were granted on January 13, 2020 and vested on January 13, 2023, 2,548 RSUs that were granted on January 13, 2021 and vested on January 13, 2023, and 1,620 RSUs that were granted on October 15, 2021 and vested on November 14, 2022. For Mr. Standen, amounts represent 5,744 RSUs that were granted on January 13, 2020 and vested on January 13, 2023, 1,900 RSUs that were granted on January 13, 2021 and vested on January 13, 2023, and 1,208 RSUs that were granted on October 15, 2021 and vested on November 14, 2022.

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



## Non-Qualified Deferred Compensation for Fiscal 2023

The following table summarizes each NEO's compensation under the Restoration Plan for fiscal 2023. For a complete understanding of the table, please read the narrative description that follows the table.

Name	Executive Contributions in Fiscal 2023 (A) (\$)	Registrant Contributions for Fiscal 2023 (B) (\$)	Aggregate Earnings (Losses) in Fiscal 2023 (C) (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at End of Fiscal 2023 (D) (\$)
K. Crutchfield	—	9,825	869	—	27,363
L. Crenshaw	—	1,558	(42)	—	2,158
M. Frontczak	—	9,825	2,013	—	182,248
G. Schuller, Jr.	—	9,825	755	—	25,427
J. Standen	—	2,575	25,378	—	125,843

- (A) **Executive Contributions in Fiscal 2023.** The amounts in the Executive Contributions in Fiscal 2023 column are the amounts that the NEO elected to defer under the Restoration Plan. Each of our NEOs has the option to participate in the Restoration Plan, which is a non-qualified deferred compensation plan. The Restoration Plan allows eligible U.S.-based employees to voluntarily defer up to 50% of their base salary and 100% of their annual cash bonus. Participants may elect to receive deferred amounts on termination of employment. Distributions may be scheduled as a lump sum payment or as annual installments over a period of up to 10 years. Any amounts credited to the Restoration Plan on behalf of a participant are adjusted for investment gains and losses in the same manner as our Savings Plan (except that our common stock is not offered as an investment option under the Restoration Plan). The Restoration Plan assets are held in a "rabbi trust," and, as a result, are subject to the claims of our general creditors.
- (B) **Registrant Contributions for Fiscal 2023.** The amounts in the Registrant Contributions for Fiscal 2023 column represent estimates of the 401(k) plan Company matching contribution for the portion made by us and earned by the NEO with respect to fiscal 2022 (which were paid in fiscal 2023) and fiscal 2023 (which will be paid in fiscal 2024). These amounts are included in the Fiscal 2023 Summary Compensation Table. If a participant has reached the IRS maximum contribution limit for the Savings Plan, we make Company contributions to the Restoration Plan, instead of the Savings Plan. See "Compensation Discussion and Analysis—Executive Compensation Framework and Governance—Executive Compensation Program Summary—Savings Plan" for more information.
- (C) **Aggregate Earnings (Losses) in Fiscal 2023.** The amounts in the Aggregate Earnings (Losses) in Fiscal 2023 column represent deemed investment earnings or losses from voluntary contributions and Company contributions to the Restoration Plan. We do not guarantee any returns on contributions to the Restoration Plan. The amounts do not represent "above market" earnings (as defined by the SEC) and therefore are not included in the Fiscal 2023 Summary Compensation Table.
- (D) **Aggregate Balance at End of Fiscal 2023.** The amounts in the Aggregate Balance at End of Fiscal 2023 column include the following amounts that were previously reported in Summary Compensation Tables as compensation for prior years: \$25,600 for Mr. Crutchfield, \$642 for Mr. Crenshaw, \$70,841 for Ms. Frontczak, \$24,025 for Mr. Schuller and \$56,840 for Mr. Standen. The amounts in the Aggregate Balance at End of Fiscal 2023 column do not include the estimated 401(k) plan Company matching contributions which are expected to be paid in fiscal 2024 and are included in the Registrant Contributions for Fiscal 2023 column.

## Termination of Employment and Change in Control Benefits

To enable us to offer competitive total compensation packages to our NEOs, as well as to ensure the ongoing retention of these individuals and to ensure they remain focused on stockholder interests, we offer certain post-employment payments and benefits to our NEOs upon the occurrence of several specified events. These payments and benefits are chiefly provided under (i) CIC agreements we have entered into with each of our NEOs, (ii) an amended and restated employment agreement, as well as a separation and consulting agreement, with Mr. Crutchfield, our former CEO, (iii) the Executive Severance Plan, which benefits each of our NEOs (other than Mr. Crutchfield), and (iv) our 2015 Incentive Award Plan, 2020 Incentive Award Plan and related award agreements.

Change in Control Agreements

We have entered into “double-trigger” CIC agreements with each of our NEOs. Under “double-trigger” change in control agreements, there is no severance payment unless there is a change in control (as defined in the CIC agreement) and employment is terminated under specified circumstances.

Pursuant to each CIC agreement, an NEO is only entitled to the severance payments and benefits described below if:

- Within two years of a change in control, an NEO’s employment is terminated by the Company without cause or by an NEO for good reason (as defined in the CIC agreement)
- Or in the event:
  - (i) an NEO’s employment is terminated by the Company without cause or by an NEO for good reason prior to a change in control,
  - (ii) the NEO demonstrates the termination was at the request of a third party who had taken steps to effect a change in control, and
  - (iii) a change in control occurs within 60 days of the NEO’s termination.

In connection with entering into a CIC agreement, each NEO must enter into a Restrictive Covenant Agreement limiting solicitation of employees and customers as well as competition for a period of two years (with respect to Mr. Crutchfield) and one year (with respect to our other NEOs) after the NEO’s termination of employment. The following table summarizes the severance payments and benefits provided in connection with a qualifying termination of NEOs under our CIC agreements. To receive these payments and benefits, the NEO must execute a release of claims. The CIC agreements include a “best net” excise tax provision that provides that, in the event of a change in control of the Company, if the NEO’s compensation otherwise would be subject to the excise tax imposed under Section 280G of the Internal Revenue Code, the payments will be reduced so that they are not affected by Section 280G, but only if this reduction would put the NEO in a better after-tax position than without such reduction. The CIC agreements do not provide for excise tax gross-up payments upon a change in control and individual tax payments are the obligation of each NEO.

Severance Payments and Benefits

Lump Sum Cash Payment	For our CEO:	For NEOs other than our CEO:
	<ul style="list-style-type: none"><li>• An amount equal to the CEO’s Bonus Amount<sup>(1)</sup> prorated based on the termination date</li><li>• An amount equal to two and a half times the sum of the CEO’s:<ul style="list-style-type: none"><li>(i) highest annual base salary rate during the 12-month period immediately preceding termination, plus</li><li>(ii) an amount equal to the CEO’s Bonus Amount<sup>(1)</sup></li></ul></li><li>• An amount equal to the aggregate premium costs for 24 months of coverage under our health, vision and dental plans</li></ul>	<ul style="list-style-type: none"><li>• An amount equal to the NEO’s Bonus Amount<sup>(1)</sup> prorated based on the termination date</li><li>• An amount equal to two times the sum of the NEO’s:<ul style="list-style-type: none"><li>(i) highest annual base salary rate during the 12-month period immediately preceding termination, plus</li><li>(ii) an amount equal to the NEO’s Bonus Amount<sup>(1)</sup></li></ul></li><li>• An amount equal to the aggregate premium costs for 24 months of coverage under our health, vision and dental plans</li></ul>
Bonus Payments and Equity Awards	See “—Bonus Payments and Equity Awards”	

(1) The Bonus Amount is an amount equal to the higher of (i) the average MAIP bonuses during the three years prior to the termination (annualized in the event the NEO was not employed by us for the entire year) and (ii) MAIP bonus (at the target level) for the year in which the termination occurs. To help insulate from unintended consequences of the fiscal year change, the Compensation Committee has confirmed that references in the CIC agreements to “year” and “plan year” mean “fiscal year” and that prorated MAIP bonus payments associated with the fiscal year change will not impact severance payments. Each NEO signed an acknowledgement that any compensation changes associated with the fiscal year change do not constitute “good reason” or a breach of the applicable CIC agreement.

Agreements with Mr. Crutchfield, our former President and CEO

We have entered into an amended and restated employment agreement (the Crutchfield Amended Employment Agreement) and CIC agreement with Mr. Crutchfield, which provide for severance payments and benefits in connection with termination of his employment by us without cause, due to non-renewal by us of the Crutchfield Amended Employment Agreement, by Mr. Crutchfield for good reason, due to a qualified retirement or due to death or disability (each as defined in the Crutchfield Amended Employment Agreement), as summarized in the following table. To receive these payments and benefits under these agreements, Mr. Crutchfield must execute a release of claims and, in the case of the Crutchfield Amended Employment Agreement, be in compliance in all material respects with his Restrictive Covenant Agreement and Confidentiality and Invention Assignment Agreement. The Crutchfield Amended Employment Agreement also includes a Section 280G “best net” excise tax provision that is similar to the one included in the CIC agreements, described under “—Change in Control Agreements.”

Mr. Crutchfield departed the Company on January 17, 2024. In connection with his departure, Mr. Crutchfield entered into a separation and consulting agreement with the Company, which provides that Mr. Crutchfield will serve as a consultant to the Company through the end of the fiscal year, at a rate of \$22,500 per month (pro-rated for any partial months) to help ensure a smooth transition, and receive the severance payments and benefits that he is entitled to pursuant to the Crutchfield Amended Employment Agreement. Under the terms of the separation agreement with Mr. Crutchfield, Mr. Crutchfield received the payments and benefits contemplated by the Crutchfield Amended Employment Agreement, which included a payment of \$6,252,657, less applicable withholdings and deductions. This payment is calculated as the sum of (a) \$2,248,000, representing twenty-four (24) months of base salary, plus (b) \$3,372,000, representing two (2) times his fiscal 2024 MAIP bonus at the target level, plus (c) \$502,115, representing the pro rata portion of his fiscal 2024 MAIP bonus at the target level, plus (d) \$22,465, representing 18 months of the costs of health and welfare benefits, plus (e) \$108,077, representing unused vacation. As contemplated by the Crutchfield Amended Employment Agreement, Mr. Crutchfield will also be entitled to (a) unvested restricted stock units (in the amount of 104,597 restricted stock units) immediately vesting upon separation, (b) unexercised stock options (in the amount of 252,245 stock options) will remain eligible to be exercised for 90 days following separation, (c) pro rata portion of unvested performance stock units (in the amount of 57,508 performance stock units following pro ration) granted on August 5, 2022 that will continue to be eligible to vest subject to original terms and conditions, and (d) payment of counsel fees, not to exceed \$7,500, incurred with connection with the negotiation and documentation of the separation and consulting agreement. In connection with his separation and consulting agreement, Mr. Crutchfield agreed to a release and waiver of claims, a non-disparagement covenant and a cooperation covenant.

Termination Scenario	Payment and Benefits
<b>Without Cause, Company Does Not Renew Employment Agreement or by Mr. Crutchfield with Good Reason or due to a Qualified Retirement<sup>(1)</sup></b>	<ul style="list-style-type: none"> <li>A lump sum payable no later than the 60th day following the termination date equal to the sum of: <ul style="list-style-type: none"> <li>(i) 24 months of his then-current base salary and</li> <li>(ii) two times his target MAIP bonus</li> </ul> </li> <li>An amount equal to Mr. Crutchfield's MAIP bonus payment at the target level, prorated based on the termination date and payable no later than the 60th day following the termination date, plus an amount equal to any unpaid MAIP bonus relating to a MAIP performance period ending on or prior to the termination date, payable at the same time as MAIP bonuses for such performance period are paid to other executives</li> <li>Accelerated vesting of all stock options and RSUs, regardless of any other agreement</li> <li>Unvested PSUs granted on August 5, 2022 are retained subject to original terms, except that the number of PSUs eligible to vest will be prorated based on the time worked during the vesting period plus one year; the number of PSUs earned will be determined based on the Company's actual performance</li> <li>Upon a Qualified Retirement only, unvested PSUs other than unvested PSUs granted on August 5, 2022 are retained subject to original terms, except that the number of PSUs eligible to vest will be prorated based on the time worked during the vesting period (unless a more favorable treatment is provided under the applicable award agreement or equity rules applicable to such PSUs); the number of PSUs earned will be determined based on the Company's actual performance</li> <li>Reimbursement for up to 18 months of premium payments for COBRA coverage</li> </ul>
<b>Death or Disability</b>	<ul style="list-style-type: none"> <li>An amount equal to Mr. Crutchfield's MAIP bonus payment at the target level, prorated based on the termination date and payable no later than the 60th day following the termination date, plus an amount equal to any unpaid MAIP bonus relating to a MAIP performance period ending on or prior to the termination date, payable at the same time as MAIP bonuses are paid for such performance period are paid to other executives</li> <li>Continued health care benefits for Mr. Crutchfield and covered dependents for 18 months (in the case of death) or the length of the period he is receiving disability benefits under our applicable benefit policies (in the case of disability)</li> </ul>
<b>Change in Control</b>	Mr. Crutchfield's CIC agreement will apply, see "—Change in Control Agreements"

(1) A qualified retirement is a retirement that occurs no earlier than May 31, 2025 and with no less than six months advance prior notice. During the six month advance notice period, Mr. Crutchfield must continue to perform his duties and assist in the transition of his responsibilities to a new chief executive officer.

## Executive Severance Plan

The Compensation Committee has adopted the Compass Minerals International, Inc. Executive Severance Plan. Each NEO (other than Mr. Crutchfield) participated in the Executive Severance Plan in fiscal 2023.

Under the updated Executive Severance Plan, any participant who:

- (i) is involuntarily terminated without Cause (as defined in the Executive Severance Plan), or
- (ii) voluntarily terminates his or her employment with Good Reason (as defined in the Executive Severance Plan) will receive the payments and benefits described below.

To receive these payments and benefits, the NEO must execute a release of claims. The Executive Severance Plan includes a Section 280G “best net” excise tax provision that is similar to the one included in the CIC agreements, described under “—Change in Control Agreements.” The Executive Severance Plan does not provide for any tax gross-up payments.

### Executive Severance Plan Payments and Benefits

<b>Lump Sum Cash Payment</b>	<ul style="list-style-type: none"> <li>An amount equal to: <ul style="list-style-type: none"> <li>(i) one times the participant’s annual base salary,<sup>(1)</sup> plus</li> <li>(ii) an amount equal to the higher of the participant’s <ul style="list-style-type: none"> <li>(a) average MAIP bonus<sup>(1)</sup> for the three full years prior to the year of termination (or fewer if the participant was employed for fewer than three years) and</li> <li>(b) MAIP bonus (at the target level) for the year in which the termination occurs, plus</li> </ul> </li> <li>(iii) the aggregate premium costs for 18 months of coverage under our health, vision, and dental plans</li> </ul> </li> </ul>
<b>Benefits</b>	<ul style="list-style-type: none"> <li>Outplacement counseling services</li> </ul>
<b>Bonus Payments and Equity Awards</b>	<ul style="list-style-type: none"> <li>At the election of the Compensation Committee, either: <ul style="list-style-type: none"> <li>(i) any RSUs will be accelerated, or</li> <li>(ii) the NEO will receive an equivalent cash payment in lieu of accelerated vesting of RSUs</li> </ul> </li> <li>PSUs and options are not impacted by the Executive Severance Plan and will be governed by the applicable award agreements; see “—Bonus Payments and Equity Awards”</li> </ul>

(1) To help insulate from unintended consequences of the fiscal year change that occurred in 2021, the Compensation Committee has confirmed that references in the Executive Severance Plan to “year” and “plan year” mean “fiscal year” and that prorated MAIP bonus payments associated with the fiscal year change will not impact severance payments.

The Executive Severance Plan is intended to represent the exclusive severance benefits payable by us to a participant. As a result, any participant who is entitled to receive benefits payable in connection with a change of control pursuant to a CIC agreement may not also receive payments or benefits under the Executive Severance Plan. In other words, a participant may not collect severance benefits under the Executive Severance Plan if he or she receives benefits under a CIC agreement with us.

Although we expect to maintain the Executive Severance Plan indefinitely, we may amend, modify or terminate the Executive Severance Plan at any time. Therefore, severance benefits under the Executive Severance Plan are not guaranteed and may be eliminated in the future.

### Agreement with Mr. Standen, our former Chief Commercial Officer

Mr. Standen departed the Company on January 16, 2024. In connection with his departure, Mr. Standen was entitled to severance payments under our Executive Severance Plan, which is described in more detail under “Executive Severance Plan.” Upon signing and not revoking his separation agreement, Mr. Standen will receive payments and benefits contemplated by our Executive Severance Plan, which include a payment of \$1,546,586, less applicable withholdings and deductions. This payment is calculated as the sum of (a) \$522,675, representing twelve (12) months of base salary, plus (b) \$409,143, representing his average annual cash bonus over the last three fiscal years, plus (c) \$572,243, representing a cash payment equal to the value of RSUs he held as of January 16, 2024, plus (d) \$42,525, representing eighteen (18) months of the costs of health and welfare benefits. As contemplated by the Executive Severance Plan, Mr. Standen is also entitled to outplacement services. Upon signing and not revoking his separation agreement, Mr. Standen will agree to a release and waiver of claims, a non-disparagement covenant and a cooperation covenant.

### Bonus Payments and Equity Awards

#### Bonus Payments

Any NEO who terminates employment, voluntarily or involuntarily, prior to the MAIP payment date will not receive a MAIP bonus payment.

#### Equity Awards

The treatment of equity awards upon termination of employment depends on the reason for the termination. The following table summarizes treatment of equity awards under various termination scenarios for all NEOs. In addition, the treatment of equity awards held by NEOs if they are terminated in certain circumstances is described under “Agreements with Mr. Crutchfield, our former President and CEO” and “Executive Severance Plan”.

Termination Scenario	Treatment Upon Termination of Employment
Change in Control	<p><b>Options, RSUs and PSUs:</b></p> <ul style="list-style-type: none"> <li>Vesting accelerated if awards are not assumed or an equivalent right is not substituted by the successor entity immediately after a change in control.</li> <li>Vesting also accelerated if, within 24 months of a change in control, an NEO is terminated without cause or terminates for good reason. Vested options must be exercised within one year of the termination date.</li> <li>The number of PSUs earned will be determined based on our actual performance through the date of the change in control, termination date or most recent practicable measurement date.</li> </ul>
Retirement	<p><b>Options, RSUs and PSUs granted prior to May 2020:</b></p> <ul style="list-style-type: none"> <li>No acceleration of vesting. Unvested awards are retained subject to original terms, except that the number of options, RSUs and PSUs eligible to vest will be prorated based on the time worked during the vesting period. Vested options must be exercised within three years of the retirement date. The number of PSUs earned will be determined based on our actual performance. Retirement is defined as voluntary retirement on or after attaining age 62, with a combined age and years of service equal to or greater than 67.</li> </ul> <p><b>Options and RSUs granted after May 2020:</b></p> <ul style="list-style-type: none"> <li>Vesting is accelerated. Vested options must be exercised within one year of the retirement date. RSUs will be released to the NEO within 60 days of the retirement date. Retirement is defined as voluntary retirement on or after attaining age 60, with a combined age and years of service equal to or greater than 65.</li> </ul> <p><b>PSUs granted after May 2020:</b></p> <ul style="list-style-type: none"> <li>No acceleration of vesting. Unvested PSUs are retained subject to original terms. The number of PSUs earned will be determined based on the Company's actual performance. Retirement is defined as voluntary retirement on or after attaining age 60, with a combined age and years of service equal to or greater than 65.</li> </ul>
Disability	<p><b>Options, RSUs and PSUs granted prior to May 2020:</b></p> <ul style="list-style-type: none"> <li>No acceleration of vesting. Unvested awards are retained subject to original terms. Vested options must be exercised within three years of the date of disability. The number of PSUs earned will be determined based on our actual performance.</li> </ul> <p><b>Options, RSUs and PSUs granted after May 2020:</b></p> <ul style="list-style-type: none"> <li>Vesting is accelerated. Vested options must be exercised within one year of the termination date. RSUs and PSUs will be released to the NEO within 60 days of the disability date. PSUs are paid at the target level.</li> </ul>
Death	<p><b>Options granted prior to May 2020:</b></p> <ul style="list-style-type: none"> <li>No acceleration of vesting. Unvested options are retained subject to original terms, except that the number of options that vest will be prorated based on the time worked during the vesting period and the NEO's beneficiary will have until the third anniversary of the date of death to exercise any vested options.</li> </ul> <p><b>RSUs and PSUs granted prior to May 2020:</b></p> <ul style="list-style-type: none"> <li>Vesting accelerated and released to NEO's beneficiary within 60 days of date of death. PSUs are paid at the target level.</li> </ul> <p><b>Options, RSUs and PSUs granted after May 2020:</b></p> <ul style="list-style-type: none"> <li>Vesting is accelerated. Vested options must be exercised within one year of death. RSUs and PSUs will be released to the NEO's beneficiary within 60 days of death. PSUs are paid at the target level.</li> </ul>

## Fiscal 2023 Potential Payments Upon Change in Control and Other Events

The following table outlines the value of the potential payments, upon a change in control and other events, that would have been paid to each NEO if the NEO's employment was terminated or a change in control occurred on September 30, 2023.

Name	Termination Scenario	Lump Sum Payment (\$)	MAIP Bonus Amount (\$)	Equity Awards (\$) <sup>(1)</sup>	Value of Continued Benefits/ Other Amounts (\$) <sup>(2)</sup>	Total <sup>(3)</sup> (\$)
K. Crutchfield	• Change in Control	7,053,571	1,686,000	6,740,114	—	15,479,685
	• Death	—	1,686,000	6,740,114	21,428	8,447,542
	• Disability	—	1,686,000	6,740,114	34,523	8,460,637
	• Without Cause, Company Does Not Renew Employment Agreement or for Good Reason	5,620,000	1,686,000	3,043,455	21,428	10,370,883
L. Crenshaw	• Change in Control	1,945,378	389,419	1,788,157	—	4,122,954
	• Death	—	—	1,788,157	—	1,788,157
	• Disability	—	—	1,788,157	—	1,788,157
	• Without Cause or for Good Reason	986,168	—	530,938	—	1,517,106
M. Frontczak	• Change in Control	1,807,245	365,148	1,145,643	—	3,318,036
	• Death	—	—	1,145,643	—	1,145,643
	• Disability	—	—	1,145,643	—	1,145,643
	• Without Cause or for Good Reason	912,040	—	381,434	—	1,293,474
G. Schuller, Jr.	• Change in Control	2,476,364	522,565	1,624,202	—	4,623,131
	• Death	—	—	1,624,202	—	1,624,202
	• Disability	—	—	1,624,202	—	1,624,202
	• Without Cause or for Good Reason	1,247,613	—	537,059	—	1,784,672
J. Standen	• Change in Control	1,835,425	373,255	1,178,288	—	3,386,968
	• Death	—	—	1,178,288	—	1,178,288
	• Disability	—	—	1,178,288	—	1,178,288
	• Without Cause or for Good Reason	931,191	—	387,303	—	1,318,494

The following table provides the estimates of total value attributable to options, PSUs and RSUs, respectively.

Name	Type of Termination	Options <sup>(a)</sup> (\$)	PSUs <sup>(a)</sup> (\$)	RSUs <sup>(a)</sup> (\$)	Total (\$)
<b>K. Crutchfield</b>	• Change in Control	—	5,108,477	1,631,637	6,740,114
	• Death	—	5,108,477	1,631,637	6,740,114
	• Disability	—	5,108,477	1,631,637	6,740,114
	• Without Cause, Non- Renewal of Employment Agreement or Good Reason		1,411,818	1,631,637	3,043,455
<b>L. Crenshaw</b>	• Change in Control	—	1,257,219	530,938	1,788,157
	• Death	—	1,257,219	530,938	1,788,157
	• Disability	—	1,257,219	530,938	1,788,157
	• Without Cause or for Good Reason	—	—	530,938	530,938
<b>M. Frontczak</b>	• Change in Control	—	764,209	381,434	1,145,643
	• Death	—	764,209	381,434	1,145,643
	• Disability	—	764,209	381,434	1,145,643
	• Without Cause or for Good Reason	—	—	381,434	381,434
<b>G. Schuller, Jr.</b>	• Change in Control	—	1,087,143	537,059	1,624,202
	• Death	—	1,087,143	537,059	1,624,202
	• Disability	—	1,087,143	537,059	1,624,202
	• Without Cause or for Good Reason	—	—	537,059	537,059
<b>J. Standen</b>	• Change in Control	—	790,985	387,303	1,178,288
	• Death	—	790,985	387,303	1,178,288
	• Disability	—	790,985	387,303	1,178,288
	• Without Cause or for Good Reason	—	—	387,303	387,303

(a) Amounts do not include potential payments for dividend equivalents. For PSUs, amounts assume that the target level (or 100%) of performance will be achieved.

(2) For Mr. Crutchfield, amounts represent the estimated value of continued health benefits for 18 months (in the case of death) and 29 months (in the case of disability) and for continued COBRA coverage for 18 months (in the case termination was without cause, non-renewal of his employment agreement or with good reason).

(3) Amounts do not include amounts earned or benefits accumulated due to continued service by the NEO through September 30, 2023, including 401(k) retirement savings and Restoration Plan deferred compensation balances.

## CEO Pay Ratio

The pay ratio information is provided pursuant to the SEC's guidance under Item 402(u) of Regulation S-K. We note that, due to our permitted use of reasonable estimates and assumptions in preparing this pay ratio disclosure, the disclosure may involve a degree of imprecision, and thus this pay ratio disclosure is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. Since the applicable SEC rules allow companies to use a variety of methods to determine this ratio, the ratio disclosed by the Company may not be comparable to the ratio disclosed by other companies.

The median employee remains unchanged from last year as there has been no change in our employee population or employee compensation arrangements that we reasonably believe would significantly impact our fiscal 2023 pay ratio disclosure. Similarly, there has been no change in our median employees' circumstances that we reasonably believe would result in a significant change to our fiscal 2023 pay ratio disclosure.

In fiscal 2022, we identified our median employee to be a full-time U.S. employee, who we believe is a reasonable representation of our median employee for compensation purposes. This individual's fiscal 2023 total compensation, calculated using the same methodology as the Fiscal 2023 Summary Compensation Table, was \$110,399, and our former CEO's fiscal 2023 total compensation, as presented in the Fiscal 2023 Summary Compensation table, was \$9,173,738. Based on this information, our fiscal 2023 CEO pay ratio was estimated to be 83 to 1.

## Pay Versus Performance

The pay versus performance information is provided pursuant to Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K. The following table sets forth information regarding the compensation per the Summary Compensation Table (SCT) on page 60 of this Proxy Statement, the compensation actually paid (CAP) to our principal executive officer (PEO) and, on average, to our other named executive officers (Non-PEO NEOs) during the specified years, as calculated in accordance with the Pay Versus Performance (PvP) disclosure rule, and the Company's performance.

Fiscal Year (a)	Value of Initial Fixed \$100 Investment Based on:							
	Summary Compensation Table Total for PEO	Compensation Actually Paid to PEO	Average Summary Compensation Table Total for Non-PEO NEOs	Average Compensation Actually Paid to Non-PEO NEOs	Compass Minerals TSR	Peer Group TSR	Net Income	Adjusted EBITDA
	(\$) (b)	(\$) (c)	(\$) (d)	(\$) (e)	(\$) (f)	(\$) (g)	(\$ Millions) (h)	(\$ Millions) (i)
2023	9,173,738	2,909,970	2,670,324	1,314,008	51.34	175.51	15.5	198.2
2022	10,613,024	4,897,914	2,777,012	1,251,000	69.59	158.56	(25.1)	193.1
2021	5,797,560	3,880,277	1,733,811	1,089,954	114.85	173.26	(213.3)	204.1
2020	5,734,860	7,995,711	1,834,828	1,601,616	106.56	123.55	63.1	299.2

Column (b): Reflects compensation amounts reported in the "Summary Compensation Table" for the PEO for the respective fiscal years shown.

Column (c): "Compensation Actually Paid to the PEO" in each of fiscal years 2023, 2022, 2021 and 2020 reflects the respective amounts set forth in column (b) of the table above, adjusted as set forth in the table below, as determined in accordance with SEC rules. The dollar amounts reflected in column (b) of the table above do not reflect the actual amount of compensation earned by or paid to our PEO during the applicable year. For information regarding the decisions made by the Compensation Committee in regard to the PEO's compensation for each fiscal year, please see the Compensation Discussion & Analysis sections of the proxy statements reporting pay for the fiscal years covered in the table above.



Fiscal Year	2020	2021	2022	2023
PEO	Crutchfield	Crutchfield	Crutchfield	Crutchfield
SCT Total Compensation (\$)	5,734,860	5,797,560	10,613,024	9,173,738
Less: Stock and Option Award Values Reported in SCT for the Covered Year (\$)	3,412,476	3,477,562	7,881,343	5,997,970
Plus: Fair Value for Stock and Option Awards Granted in the Covered Year (\$)	3,682,010	1,466,383	6,017,107	2,856,593
Change in Fair Value of Outstanding Unvested Stock and Option Awards from Prior Years (\$)	2,869,275	(495,027)	(2,724,785)	(3,325,077)
Change in Fair Value of Stock and Option Awards from Prior Years that Vested in the Covered-Year (\$)	(877,959)	588,923	(1,126,088)	202,685
Less: Fair Value of Stock and Option Awards Forfeited during the Covered Year (\$)	-	-	-	-
Less: Aggregate Change in Actuarial Present Value of Accumulated Benefit Under Pension Plans (\$)	-	-	-	-
Plus: Aggregate Service Cost and Prior Service Cost for Pension Plans (\$)	-	-	-	-
Compensation Actually Paid (\$)	7,995,711	3,880,277	4,897,914	2,909,970

Equity Valuations: Stock option grant date fair values are calculated based on the Black-Scholes option pricing model as of date of grant. Adjustments have been made using stock option fair values as of each measurement date using the stock price as of the measurement date and updated assumptions (i.e., term, volatility, dividend yield, risk free rates) as of the measurement date. Performance share unit grant date fair values are calculated using the stock price as of date of grant assuming target performance. Adjustments have been made using the stock price and performance modifier as of year-end and as of the date of vest. Time-vested restricted share unit grant date fair values are calculated using the stock price as of date of grant. Adjustments have been made using the stock price as of year-end and as of each date of vest.

*Column (d):* The following Non-PEO NEOs are included in the average figures shown:

Fiscal Year 2020: James Standen, Mary Frontczak, Brad Griffith, George Schuller Jr., and Angela Jones

Fiscal Year 2021: James Standen, Mary Frontczak, George Schuller Jr., and Brad Griffith

Fiscal Year 2022: Lorin Crenshaw, Mary Frontczak, George Schuller Jr., James Standen, and Brad Griffith

Fiscal Year 2023: Lorin Crenshaw, Mary Frontczak, George Schuller Jr., and James Standen

*Column (e):* "Average Compensation Actually Paid to Non-PEO NEOs" in each of fiscal years 2023, 2022, 2021, and 2020 reflects the respective amounts set forth in column (d) of the table above, adjusted as set forth in the table below, as determined in accordance with SEC rules. The dollar amounts reflected in column (d) of the table above do not reflect the actual amount of compensation earned by or paid to our non-PEO NEOs during the applicable year. For information regarding the decisions made by our Compensation Committee in regard to the non-PEO NEOs' compensation for each fiscal year, please see the Compensation Discussion and Analysis sections of the proxy statements reporting pay for the fiscal years covered in the table above.

Fiscal Year	2020	2021	2022	2023
Non-PEO NEOs	See Column (d) Note	See Column (d) Note	See Column (d) Note	See Column (d) Note
SCT Total Compensation (\$)	1,834,828	1,733,811	2,777,012	2,670,324
Less: Stock and Option Award Values Reported in SCT for the Covered Year (\$)	791,013	972,178	1,272,670	1,561,016
Plus: Fair Value for Stock and Option Awards Granted in the Covered Year (\$)	593,612	405,201	547,929	609,311
Change in Fair Value of Outstanding Unvested Stock and Option Awards from Prior Years (\$)	193,686	(34,082)	(303,692)	(459,642)
Change in Fair Value of Stock and Option Awards from Prior Years that Vested in the Covered-Year (\$)	(80,995)	(42,798)	(87,736)	55,031
Less: Fair Value of Stock and Option Awards Forfeited during the Covered Year (\$)	(148,501)	-	(409,843)	-
Less: Aggregate Change in Actuarial Present Value of Accumulated Benefit Under Pension Plans (\$)	-	-	-	-
Plus: Aggregate Service Cost and Prior Service Cost for Pension Plans (\$)	-	-	-	-
Compensation Actually Paid (\$)	1,601,616	1,089,954	1,251,000	1,314,008

Equity Valuations: Stock option grant date fair values are calculated based on the Black-Scholes option pricing model as of date of grant. Adjustments have been made using stock option fair values as of each measurement date using the stock price as of the measurement date and updated assumptions (i.e., term, volatility, dividend yield, risk free rates) as of the measurement date. Performance share unit grant date fair values are calculated using the stock price as of date of grant assuming target performance. Adjustments have been made using the stock price and performance modifier as of year-end and as of the date of vest. Time-vested restricted share unit grant date fair values are calculated using the stock price as of date of grant. Adjustments have been made using the stock price as of year-end and as of each date of vest.

*Column (f):* For the relevant fiscal year, represents the cumulative total shareholder return (TSR) of Compass Minerals for the measurement periods ending on September 30 of each of 2023, 2022 and 2021, respectively, and December 31, 2020.

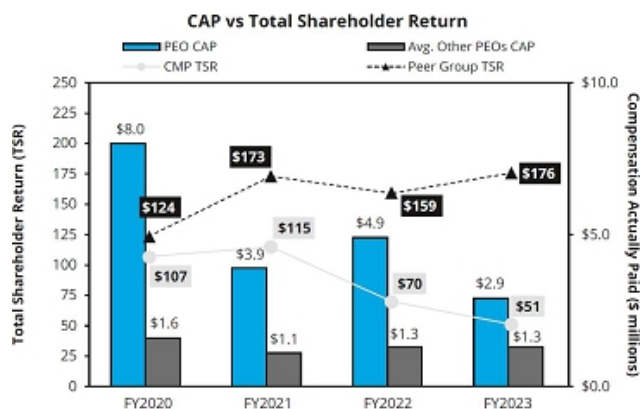
*Column (g):* For the relevant fiscal year, represents the cumulative TSR of the Compensation Peer Group ("Peer Group TSR") for the measurement periods ending on September 30 of each of 2023, 2022 and 2021, and December 31, 2020. The peer group used for this purpose in 2023 consists of the following companies: Albemarle Corporation, Alpha Metallurgical Resources, Inc., Arch Resources, Inc., Balchem Corporation, Coeur Mining, Inc., Eagle Materials Inc., Hecla Mining Company, Innospec Inc., Koppers Holdings Inc., Livent Corporation, Minerals Technologies Inc., Peabody Energy Corporation, Sensient Technologies Corporation, Summit Materials, Inc., Tronox Holdings plc, U.S. Silica Holdings, Inc., and Warrior Met Coal, Inc. The peer group used for this purpose in 2021 and 2022 consists of the following companies: Albemarle Corporation, Alpha Metallurgical Resources, Inc., Arch Resources, Inc., Balchem Corporation, Cleveland-Cliffs Inc., Coeur Mining, Inc., Eagle Materials Inc., Ferro Corporation, H.B. Fuller Company, Hecla Mining Company, Innospec Inc., Minerals Technologies Inc., Peabody Energy Corporation, The Scotts Miracle-Gro Company, Sensient Technologies Corporation, Summit Materials, Inc., Tronox Holdings plc, U.S. Concrete, Inc., U.S. Silica Holdings, Inc., and Warrior Met Coal, Inc. The peer group used for this purpose in 2020 consists of the following companies: Albemarle Corporation, Arch Resources, Inc., Balchem Corporation, Cabot Corporation, Carpenter Technology Corporation, Cleveland-Cliffs Inc., Eagle Materials Inc., Element Solutions Inc, FMC Corporation, H.B. Fuller Company, Hecla Mining Company, Innophos Holdings, Inc., Innospec Inc., Kaiser Aluminum Corporation, Martin Marietta Materials, Inc., Minerals Technologies Inc., NewMarket Corporation, Peabody Energy Corporation, The Scotts Miracle-Gro Company, Sensient Technologies Corporation, Tronox Holdings plc, U.S. Concrete, Inc., U.S. Silica Holdings, Inc.

*Column (h):* Reflects "Net Income" in the Company's Consolidated Income Statements included in the Company's Annual Reports on Form 10-K for each of the fiscal years ended September 30, 2023, 2022 and 2021 and December 31, 2020.

*Column (i):* Adjusted EBITDA, our Company-Selected Measure, is calculated as described on page 50 of the "Compensation Discussion and Analysis."

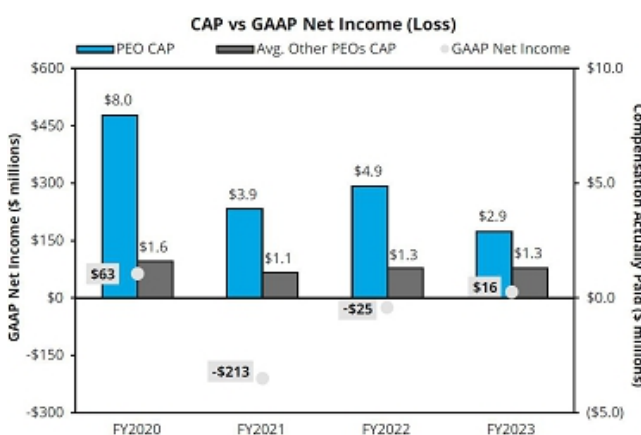
## Relationship Between Pay and Performance

The following shows the relationship between PEO CAP, Average Non-PEO NEO CAP, TSR and the Peer Group TSR.



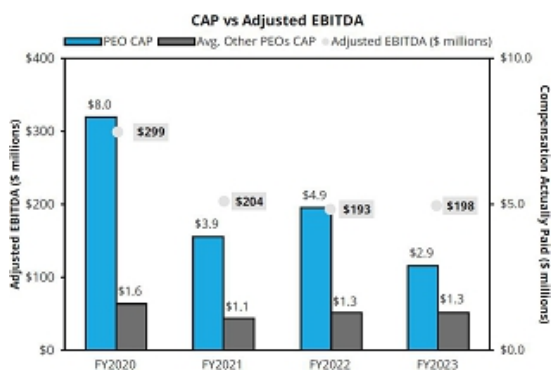
## Relationship Between Pay and GAAP Net Income

The following shows the relationship between PEO CAP, Average Non-PEO NEO CAP and GAAP Net Income.



## Relationship Between Pay and Adjusted EBITDA

The following shows the relationship between PEO CAP, Average Non-PEO NEO CAP, and Adjusted EBITDA.



## Most Important Performance Measures

The following is a list of performance measures that the Company considers to have been the most important in linking compensation actually paid to our NEOs for fiscal 2023 to Company performance. The measures in this table are not ranked.

Measure
Adjusted EBITDA
Adjusted Operating Cash Flow
Relative Total Shareholder Return (rTSR)
Safety - Total Recordable Injury Rate (TRIR)

## Equity Compensation Plan Information

The following table provides information as of September 30, 2023 with respect to shares of our common stock that may be issued under our existing equity compensation plans.

Plan Category	Number of shares to be issued upon exercise of outstanding securities	Weighted-average exercise price of outstanding securities	Number of securities available for issuance under plan
<b>Equity compensation plans approved by stockholders:</b>			
Stock options	642,995	59.46	
Restricted stock units	393,240	N/A	
Performance stock units	393,579	N/A	
Deferred stock units	104,750	N/A	
Total securities under approved plans <sup>(a)</sup>	1,534,564		1,729,932
<b>Equity compensation plans not approved by stockholders<sup>(b)</sup>:</b>			
Deferred stock units	10,404	N/A	
<b>Total</b>	<b>1,544,968</b>		<b>1,729,932</b>

(a) In May 2020, stockholders approved the 2020 Incentive Award Plan. No new awards will be made under the 2005 Incentive Award Plan or the 2015 Incentive Award Plan subsequent to the approval of the 2020 Incentive Award Plan.

(b) Prior to 2008, non-employee directors were issued common stock and deferred stock units in connection with their service as a director under the 2004 Directors Deferred Share Plan. In 2008, we began issuing non-employee director shares of common stock and deferred stock units under equity plans approved by stockholders. No new awards will be granted under the 2004 Directors Deferred Share Plan.

## PROPOSAL 3

# APPROVAL OF SECOND AMENDMENT TO THE COMPASS MINERALS INTERNATIONAL, INC. 2020 INCENTIVE AWARD PLAN

## Introduction

On January 24, 2024, our Board adopted the second amendment to the Compass Minerals International, Inc. 2020 Incentive Award Plan (as previously amended, the “2020 Plan”) to, among other things, increase the number of shares we are authorized to issue or award under the 2020 Plan by 3,000,000 shares (the “Amendment”). The Amendment is subject to stockholder approval. The 2020 Plan, as amended by the Amendment, is referred to as the “Amended Plan.”

A copy of the Amendment is included as Appendix A to this Proxy Statement.

## Proposed Share Reserve Increase and Other Amendments

We are asking our stockholders to approve the Amendment because we believe the availability of an adequate reserve of shares under the 2020 Plan is important to our strategic priorities. The purpose of the 2020 Plan is to assist us in attracting, motivating and retaining selected individuals who will serve as our employees, directors and consultants, whose judgment, interest and special effort is critical to the successful conduct of our operation. We believe that the equity-based awards to be issued under the 2020 Plan will motivate recipients to offer their maximum effort to the Company and help focus them on the creation of long-term value consistent with the interests of our stockholders. We believe that grants of equity-based awards are necessary to enable us to continue to attract and retain top talent; if the Amendment is not approved, we believe our recruitment and retention capabilities will be adversely affected. In addition to increasing the 2020 Plan share reserve, the Amendment also extends the expiration date of the 2020 Plan through the tenth anniversary of the date of approval of the Amendment by our Board.

## Overview of the 2020 Plan

The 2020 Plan provides us with the flexibility to effectively use the shares under the 2020 Plan to provide incentives to our employees, consultants and directors. The 2020 Plan contains provisions we believe are consistent with best practices in equity compensation and which we believe further protect the interests of our stockholders. These include:

- **No Discounted Options or Stock Appreciation Rights.** Stock options and stock appreciation rights (“SARs”) may not be granted with exercise prices lower than the fair market value of the underlying shares on the grant date.
- **No Repricing Without Stockholder Approval.** Other than in connection with certain corporate transactions, we may not reduce the exercise price of an option or SAR, cancel an option or SAR in exchange for cash, a new award or an option or SAR with an exercise price that less than the exercise price of the original option or SAR, in each case, unless such action is approved by our stockholders.
- **No Liberal Share Recycling.** Shares used to pay the grant or exercise price of an award or the withholding taxes related to an outstanding award do not become available for issuance for future awards under the 2020 Plan.
- **No Liberal Change of Control Definition.** A Change of Control (as such term is defined under the 2020 Plan) will not be triggered under the 2020 Plan unless a qualifying transaction is consummated, a third party acquires more than fifty percent (50%) of the Company’s outstanding voting securities or there is a change in more than half of the incumbent directors.

- **Minimum Vesting Requirements.** Awards granted under the 2020 Plan are generally subject to a minimum one-year vesting requirement with limited exceptions, including for awards that do not result in the issuance of shares exceeding 5% of the shares available for issuance under the 2020 Plan.
- **No Transferability.** Awards generally may not be transferred, except by will or the laws of descent and distribution, unless approved by the plan administrator.
- **No Evergreen Provision.** The 2020 Plan does not contain an “evergreen” feature pursuant to which the shares authorized for issuance can be automatically replenished.
- **No Automatic Grants.** The 2020 Plan does not provide for automatic grants to any individual.
- **Limit on Non-Employee Director Compensation.** The 2020 Plan limits non-employee director total compensation to \$700,000 per calendar year.
- **No Tax Gross-Ups.** The 2020 Plan does not provide for any tax gross-ups.

## Summary of Key Stock Plan Data

### Share Usage

The following table sets forth information regarding stock-settled, time-vested equity awards granted, and performance-based equity awards earned, over each of the last three fiscal years:

	Fiscal 2023	Fiscal 2022 <sup>(1)</sup>	Fiscal 2021 <sup>(2)</sup>	
Stock Options Granted	—	73,290	120,602	
Stock-Settled Time-Vested Restricted Stock Units Granted <sup>(3)</sup>	354,694	103,363	95,287	
Stock-Settled Performance Stock Units Earned <sup>(4)</sup>	—	28,666	16,496	
Board of Directors Deferred Stock Units Granted	20,272	12,643	15,136	
Board of Directors Common Stock Granted	15,305	—	—	
Weighted-Average Basic Common Shares Outstanding	40,786,266	34,120,000	34,013,000	3-Fiscal Year Average
<b>Share Usage Rate</b>	<b>0.96%</b>	<b>0.64%</b>	<b>0.73%</b>	<b>0.78%</b>

(1) Fiscal 2022 awards were prorated by 75% to recognize that full-year grants were awarded in fiscal 2021 prior to the fiscal year change.

(2) As a result of the change in our fiscal year end, fiscal 2021 was a nine-month period ending on September 30, 2021.

(3) Includes RSUs granted to non-employee members of our Board of Directors as follows: 14,945 shares in fiscal 2023, 11,933 shares in fiscal 2022 and 4,917 shares in fiscal 2021.

(4) With respect to performance-based shares/units in the table above, we calculate the share usage rate based on the applicable number of shares **earned** each fiscal year. For reference, the performance-based shares/units **granted** were as follows: 183,794 shares in fiscal 2023, 178,052 shares in fiscal 2022 and 96,002 shares in fiscal 2021.

## Overhang as of January 19, 2024

The following table sets forth certain information as of January 19, 2024, unless otherwise noted, with respect to the Company’s equity compensation plans:

Stock Options/SARs Outstanding	638,939
Weighted-Average Exercise Price of Outstanding Stock Options/SARs	\$ 59.44
Weighted-Average Remaining Term of Outstanding Stock Options/SARS	2.3 years
Total Stock-Settled Full-Value Awards Outstanding	1,121,410
Remaining shares available for grant under the Existing Plan	819,454
Proposed additional shares under the Amended Plan <sup>(1)</sup>	3,000,000
Basic common shares outstanding as of the record date (January 29, 2024)	41,311,261

(1) The share reserve under the Amended Plan will also include any remaining shares available for issuance under the Existing Plan as of the effective date of the Amended Plan.

## Dilution and Expected Duration

Our Board recognizes the impact of dilution on our stockholders and has evaluated this share request carefully in the context of the need to motivate, retain and ensure that our leadership team and key employees are focused on our strategic priorities. The total fully-diluted overhang as of January 19, 2024, assuming that the entire share reserve is granted in stock options or SARs, would be 11.9% and the total fully-diluted overhang, assuming the share reserve is granted in full-value awards only, would be 8.2%. The Company's historical practice has been to grant a combination of stock options and full-value awards, resulting in potential overhang between these two levels. In this context, fully-diluted overhang is calculated as the sum of grants outstanding and shares available for future awards (numerator) divided by the sum of the numerator and basic common shares outstanding, with all data effective as of January 19, 2024. Our Board believes that the proposed share reserve represents a reasonable amount of potential equity dilution to accommodate our long-term strategic priorities.

We expect that the share reserve under the Amended Plan, if this proposal is approved by our stockholders, will be sufficient for awards made for at least two years based on historical practices for our core business, but the ultimate length of this period will depend on a number of factors such as our incentive needs for our transformative strategic and growth initiatives, which are still uncertain; award type mix; hiring and promotion activity; the rate at which shares are returned to the Amended Plan's reserve under the 2020 Plan's share recycling provisions (including the recycling of shares subject to an award under the Compass Minerals International, Inc. 2015 Incentive Award Plan or the Compass Minerals International, Inc. 2005 Incentive Award Plan that expire, are forfeited, are terminated without issuance, or are settled for cash, each in accordance with Section 3.1(b) of the 2020 Plan); the future performance of our stock price; the consequences of acquiring other companies; and other factors. While we believe that our assumptions are reasonable, future share usage may differ from current expectations.

If this Proposal 3 is adopted, a maximum of 6,727,933 shares of common stock will be reserved for issuance under the Amended Plan, of which 6,600,000 may be granted as incentive stock options ("ISOs") pursuant to Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"); in addition, we will continue to be able to grant ISOs until the ten-year anniversary of the Board's adoption of the Amendment. In light of the factors described above, the Board believes this number represents reasonable potential equity dilution and provides a significant incentive for officers, employees, non-employee directors and consultants to increase the value of the Company for all stockholders.

## Stockholder Approval

In general, stockholder approval of the Amendment is necessary in order for us to meet the stockholder approval requirements of the principal securities market on which shares of our common stock are traded, and to grant stock options that qualify as ISOs, as defined under Section 422 of the Code.

If stockholders do not approve this Proposal 3, the proposed additional shares will not become available for issuance under the 2020 Plan, and we will not be able to continue to grant ISOs.

## Material Terms of the Amended Plan

The material terms of the 2020 Plan, as proposed to be amended by the Amendment, are summarized below.

## Eligibility and Administration

Our employees, consultants and directors, and the employees, consultants and directors of our subsidiaries, will be eligible to receive awards under the Amended Plan, but only employees of the Company and subsidiary corporations may be granted ISOs. As of December 1, 2023, there were nine non-employee directors, 222 consultants and 2,042 employees who would have been eligible for awards under the Amended Plan.

The Amended Plan will be administered by the Compensation Committee, which may delegate its duties and responsibilities to committees of our directors or officers, including a committee comprised of a single officer, such as our CEO (referred to collectively as the "plan administrator" below), subject to certain limitations that may be imposed under applicable laws, including Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"), and stock exchange rules, as applicable. The full Board, acting by a majority of its members in office, will conduct the general administration of the Amended Plan with respect to awards granted to non-employee directors. The plan administrator will have the authority to make all determinations and interpretations under, prescribe all forms for use with, and adopt rules for the administration of, the Amended Plan, subject to its express terms and conditions. The plan administrator will also have the authority to determine which eligible employees, consultants and directors receive awards, grant awards and set the terms and conditions of all awards under the Amended Plan, including any vesting and vesting acceleration provisions, subject to the conditions and limitations in the Amended Plan.

## Shares Available for Awards

If our stockholders approve this proposal, the aggregate number of shares of our common stock that will be authorized for issuance under the Amended Plan will equal the sum of (i) 6,600,000 shares and (ii) any shares which, as of the effective date of the Amended Plan, are available for issuance under the 2015 Incentive Award Plan. If our stockholders approve this proposal, then the Amended Plan will provide that, with respect to Awards granted prior to such approval, the aggregate number of shares available for issuance be reduced by two shares for each share delivered in settlement of any Full Value Award and by one share for each share delivered in settlement of any award that is not a Full Value Award and no more than 6,600,000 shares may be issued as ISOs. All of the foregoing share numbers may be adjusted for changes in our capitalization and certain corporate transactions, as described below under the heading “Certain Transactions.”

If shares subject to an award under the Amended Plan are forfeited or expire or such award is settled for cash (in whole or in part) or any shares subject to an award under the 2015 Incentive Award Plan or the 2005 Incentive Award Plan, as amended are forfeited or expire or such award is settled for cash (in whole or in part) following the date the stockholders approve the Amended Plan, such shares will again be available for new grants under the Amended Plan. Any such shares that again become available for grant shall increase the share reserve under the Amended Plan as follows: (i) by one (1) share if such shares were subject to an award that is not a full value award, and (ii) by two (2) shares if such shares were subject to full value awards.

However, the Amended Plan does not allow the shares available for grant under the Amended Plan to be recharged or replenished with shares that:

- are tendered or withheld to satisfy the exercise price of an option,
- are tendered or withheld to satisfy tax withholding obligations for an award,
- are subject to a SAR but are not issued in connection with the stock settlement of the SAR, or
- are purchased by us on the open market with cash proceeds from the exercise of options.

Awards granted under the Amended Plan in substitution for any options or other stock or stock-based awards granted by an entity before the entity's merger or consolidation with us (or any of our subsidiaries) or our (or any subsidiary's) acquisition of the entity's property or stock will not reduce the shares available for grant under the Amended Plan.

## Provisions of the Amended Plan Relating to Director Compensation

The Amended Plan provides that the plan administrator may establish compensation for non-employee directors from time to time subject to the Amended Plan's limitations. The Board or its authorized committee may modify non-employee director compensation from time to time in the exercise of its business judgment, taking into account factors, circumstances and considerations that it deems relevant from time to time, provided that the sum of any cash or other compensation and the grant date fair value of any equity awards granted as compensation for services as a non-employee director may not exceed \$700,000 in any calendar year. The plan administrator may make exceptions to this limit for individual non-employee directors in extraordinary circumstances, as the plan administrator may determine in its discretion, provided that the non-employee director receiving such additional compensation may not participate in the decision to award such compensation or in other contemporaneous compensation decisions involving non-employee directors.

## Awards

The Amended Plan provides for the grant of stock options, including ISOs and non-qualified stock options (“NSOs”), SARs, restricted stock, RSUs, performance awards, dividend equivalents, stock payments and deferred stock awards. Certain awards under the Amended Plan may constitute or provide for a deferral of compensation, subject to Section 409A of the Code, which may impose additional requirements on the terms and conditions of such awards. All awards under the Amended Plan will be set forth in award agreements, which will detail the terms and conditions of the awards, including any applicable vesting and payment terms and post-termination exercise limitations. Awards other than cash awards generally will be settled in shares of our common stock, but the plan administrator may provide for cash settlement of any award. No Award granted under the Amended Plan may become vested prior to the first anniversary of the date of grant, provided that (i) awards may be made to non-employee directors that vest upon the next annual meeting of shareholders that is at least 50 weeks after the prior annual meeting, (ii) the one-year minimum vesting requirement will not apply to substitute award issued in connection with a corporate transaction or similar event, or to awards delivered in lieu of fully vested cash payments, (iii) the plan administrator may waive such vesting restrictions upon a Change in Control, the holder's death, disability or retirement and (iv) awards that result in the issuance of an aggregate of up to 5% of the shares available for issuance under the Amended Plan may be granted without respect to such minimum vesting provisions.



A brief description of each award type follows.

- **Stock Options.** Stock options provide for the purchase of shares of our common stock in the future at an exercise price set on the grant date. ISOs, by contrast to NSOs, may provide tax deferral beyond exercise and favorable capital gains tax treatment to their holders if certain holding period and other requirements of the Code are satisfied. The exercise price of a stock option will not be less than 100% of the fair market value of the underlying share on the date of grant (or 110% in the case of ISOs granted to certain significant stockholders), except with respect to certain substitute options granted in connection with a corporate transaction. The term of a stock option may not be longer than seven years (or five years in the case of ISOs granted to certain significant stockholders). Vesting conditions determined by the plan administrator may apply to stock options and may include continued service, performance and other conditions.
- **Stock Appreciation Rights.** SARs entitle their holder, upon exercise, to receive from us an amount equal to the appreciated value of the shares subject to the award between the grant date and the exercise date. The exercise price of a SAR will not be less than 100% of the fair market value of the underlying share on the date of grant (except with respect to certain substitute SARs granted in connection with a corporate transaction), and the term of a SAR may not be longer than ten years. Vesting conditions determined by the plan administrator may apply to SARs and may include continued service, performance and other conditions.
- **Restricted Stock.** Restricted stock is an award of nontransferable shares of our common stock that remain forfeitable unless and until specified conditions are met and which may be subject to a purchase price. Upon issuance of restricted stock, recipients generally have the rights of a stockholder with respect to such shares, which generally include the right to receive dividends and other distributions in relation to the award. The terms and conditions applicable to restricted stock will be determined by the plan administrator, subject to the conditions and limitations contained in the Amended Plan.
- **Restricted Stock Units.** RSUs are contractual promises to deliver shares of our common stock in the future, which may also remain forfeitable unless and until specified conditions are met. The plan administrator may provide that the delivery of the shares underlying RSUs will be deferred on a mandatory basis or at the election of the participant. The terms and conditions applicable to RSUs will be determined by the plan administrator, subject to the conditions and limitations contained in the Amended Plan.
- **Performance Awards.** Performance awards may be granted on an individual or group basis. Generally, these awards will be based upon the attainment of specific performance goals that are established by the plan administrator and relate to one or more performance criteria on a specified date or dates determined by the plan administrator. Performance awards may be paid in cash, shares or a combination of both. Performance criteria means the criteria (and adjustments) that the plan administrator selects for purposes of establishing the performance goal or performance goals for a participant for a performance period. The performance criteria that may be used to establish performance goals include, but are not limited to, the following: (i) net earnings or losses (either before or after one or more of the following: (A) interest, (B) taxes, (C) depreciation, (D) amortization and (E) non-cash equity-based compensation expense); (ii) gross or net sales or revenue or sales or revenue growth; (iii) net income (either before or after taxes); (iv) adjusted net income; (v) operating earnings or profit (either before or after taxes); (vi) cash flow (including, but not limited to, operating cash flow and free cash flow); (vii) return on assets; (viii) return on capital (or invested capital) and cost of capital; (ix) return on stockholders' equity; (x) total stockholder return; (xi) return on sales; (xii) gross or net profit or operating margin; (xiii) costs, reductions in costs and cost control measures; (xiv) expenses; (xv) working capital; (xvi) earnings or loss per share; (xvii) adjusted earnings or loss per share; (xviii) price per share or dividends per share (or appreciation in and/or maintenance of such price or dividends); (xix) regulatory achievements or compliance (including, without limitation, regulatory body approval for commercialization of a product); (xx) implementation or completion of critical projects; (xxi) market share; (xxii) economic value; and (xxiii) individual employee performance, any of which may be measured either in absolute terms or as compared to any increase or decrease or as compared to results of a peer group or other employees or to market performance indicators or indices. The performance criteria will be applicable to the organizational level specified by the plan administrator, including, but not limited to, the Company or a unit, division, group or plan of the Company and may be measured either in absolute terms or as compared to any incremental change or as compared to results of a peer group. The plan administrator will define the manner of calculating the performance criteria it selects to use for any performance period applicable to a particular award.

- **Dividend Equivalents.** Dividend equivalents may be granted pursuant to the Amended Plan, except that no dividend equivalents may be payable with respect to options or SARs pursuant to the Amended Plan. A dividend equivalent is the right to receive the equivalent value of dividends paid on shares. Dividend equivalents that are granted by the plan administrator are credited as of dividend payment dates during the period between the date an award is granted and the date such award vests, is exercised, or is distributed or expires, as determined by the plan administrator. Such dividend equivalents are converted to cash or additional shares of the Company's common stock by such formula, at such time and subject to such limitations as may be determined by the plan administrator.
- **Stock Payments.** Stock payments may be granted pursuant to the Amended Plan. A stock payment is a payment in the form of shares of the Company's common stock or an option or other right to purchase shares, as part of a bonus, deferred compensation or other arrangement. The number or value of shares of any stock payment is determined by the plan administrator and may be based on achieving one or more of the performance criteria set forth in the Amended Plan, or other specific criteria determined by the plan administrator. Except as otherwise determined by the plan administrator, shares underlying a stock payment which is subject to a vesting schedule or other conditions set by the plan administrator are not issued until those conditions have been satisfied. Stock payments may, but are not required to, be made in lieu of base salary, bonus, fees or other cash compensation otherwise payable to any individual who is eligible to receive awards.
- **Deferred Stock Units and Other Stock or Cash Based Awards.** In addition to the awards described above, under the Amended Plan the Company may grant cash payments, cash bonus awards, stock payments, stock bonus awards, performance awards or incentive awards that are paid in cash, shares or a combination of both, which may include, without limitation, deferred stock, deferred stock units, performance awards, retainers, committee fees, and meeting-based fees. The plan administrator will determine the terms and conditions of each such award, including any exercise or purchase price, performance criteria and performance goals, transfer restrictions, vesting conditions and other terms and conditions applicable to these awards, which shall be set forth in an award agreement. These awards may be available as a form of payment in the settlement of other awards granted under the Amended Plan, as stand-alone payments, as a part of a bonus, deferred bonus, deferred compensation or other arrangement, and/or as payment in lieu of compensation to which an individual is otherwise entitled. Certain of these awards may constitute or provide for a deferral of compensation, subject to Section 409A of the Code, and there may be certain tax consequences if the requirements of Section 409A of the Code are not met.

## Payment Methods

The plan administrator determines the methods by which payments by any award holder with respect to any awards granted under the Amended Plan may be paid, the form of payment, including, without limitation: (1) cash or check; (2) shares of our common stock issuable pursuant to the award or held for such period of time as may be required by the plan administrator and having a fair market value on the date of delivery equal to the aggregate payments required; (3) delivery of a written or electronic notice that the award holder has placed a market sell order with a broker with respect to shares of our common stock then issuable upon exercise or vesting of an award, and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to us in satisfaction of the aggregate payments required; provided that payment of such proceeds is then made to us upon settlement of such sale; or (4) other form of legal consideration acceptable to the plan administrator. However, no participant who is a member of the Board of Directors or an "executive officer" of the Company within the meaning of Section 13(k) of the Exchange Act is permitted to make payment with respect to any awards granted under the Amended Plan, or continue any extension of credit with respect to such payment in any method which would violate the prohibitions on loans made or arranged by the Company as set forth in Section 13(k) of the Exchange Act. Only whole shares of common stock may be purchased or issued pursuant to an award. No fractional shares will be issued and the plan administrator will determine, in its sole discretion, whether cash may be given in lieu of fractional shares or whether such fractional shares will be eliminated by rounding down.

## Prohibition on Repricing

Under the Amended Plan, the plan administrator may not, except in connection with equity restructurings and certain other corporate transactions as described below, without the approval of our stockholders, authorize the repricing of any outstanding option or SAR to reduce its price per share, or cancel any option or SAR in exchange for cash or another award when the price per share exceeds the "fair market value" (as that term is defined in the Amended Plan) of an underlying share.

## Certain Transactions

In connection with certain corporate transactions and events affecting our common stock, including a change in control, or change in any applicable laws or accounting principles, the plan administrator has broad discretion to take action under the Amended Plan to prevent the dilution or enlargement of intended benefits, facilitate the transaction or event or give effect to the change in applicable laws or accounting principles. This includes canceling awards for cash or property, accelerating the vesting of awards, providing for the assumption or substitution of awards by a successor entity, adjusting the number and type of shares subject to outstanding awards and/or with respect to which awards may be granted under the Amended Plan and replacing or terminating awards under the Amended Plan. In the event that the successor corporation in a change in control refuses to assume or substitute an award, the award will become fully vested and exercisable upon such transaction, provided that, to the extent the vesting of any award is subject to the satisfaction of specified performance goals, with respect to all open performance periods the award will vest at either (i) the target level of performance, pro-rated based on the period elapsed between the beginning of the applicable performance period and the date of the change of control, or (ii) the actual performance level as of the date of the change of control (as determined by the plan administrator). In addition, in the event of certain non-reciprocal transactions with our stockholders, the plan administrator will make equitable adjustments to the Amended Plan and outstanding awards as it deems appropriate to reflect the transaction.

## Foreign Participants, Claw-Back Provisions, Transferability and Participant Payments

The plan administrator may modify awards granted to participants who are foreign nationals or employed outside the United States or establish sub-plans or procedures to address differences in laws, rules, regulations or customs of such foreign jurisdictions. All awards will be subject to any company claw-back policy as set forth in such claw-back policy or the applicable award agreement. Except as the plan administrator may determine or provide in an award agreement, awards under the Amended Plan are generally non-transferrable, except by will or the laws of descent and distribution, or, subject to the plan administrator's consent, pursuant to a domestic relations order or to certain family members and other permitted transferees, and are generally exercisable only by the participant. With regard to tax withholding obligations arising in connection with awards under the Amended Plan, the plan administrator may, in its discretion, allow a holder to elect to have the Company withhold shares otherwise issuable under an award (or allow the surrender of shares) to satisfy such obligations.

## Plan Amendment and Termination

The Board or the Compensation Committee may amend or terminate the Amended Plan at any time; provided, however, that, except to the extent permitted by the Amended Plan in connection with certain changes in capital structure, stockholder approval must be obtained for any amendment to (i) increase the number of shares available under the Amended Plan, (ii) reduce the per share exercise price of any outstanding option or SAR, and (iii) cancel any option or SAR in exchange for cash or another award when the option or SAR price per share exceeds the fair market value of the underlying shares. If our stockholders approve this proposal, then the Amended Plan will remain in effect until January 24, 2034, unless earlier terminated by the Board. If this proposal is not approved, then the 2020 Plan will remain in effect until January 6, 2032, unless earlier terminated by the Board. No awards may be granted under the Amended Plan after its termination.

## New Plan Benefits as of January 19, 2024

Except with respect to (i) RSU and DSU awards that will be granted to each non-employee director serving on our Board immediately following this Annual Meeting (ii) and grants promised to new hires who have executed their offer letters but not yet begun employment, all of which are shown in the table below as of January 19, 2024, the number of awards that our named executive officers, directors, other executive officers and other employees may receive under the Amended Plan will be determined in the discretion of our Compensation Committee (or another committee of directors or officers to which such authority has been delegated, including a committee comprised of a single officer, such as our CEO) in the future, and neither our Compensation Committee nor any other committee of directors or officers to which authority has been delegated has made any determination to make future grants to any persons under the Amended Plan as of the date of this Proxy Statement. Therefore, it is not possible to determine the future benefits that will be received by these participants under the Amended Plan, or the benefits that would have been received by such participants if the Amended Plan, as proposed to be amended, had been in effect in the fiscal year ended September 30, 2023.

Name/Category of Individuals	Dollar Value (\$)	Number of Stock Options
Kevin S. Crutchfield	—	—
Lorin Crenshaw	—	—
Mary L. Frontczak	—	—
George J. Schuller, Jr.	—	—
James D. Standen	—	—
<b>All current executive officers as a group</b>	—	—
<b>All non-employee directors as a group<sup>(1)</sup></b>	705,000	—
<b>All employees, including all current officers who are not executive officers, as a group</b>	—	—

(1) Pursuant to our Director Compensation Policy, each non-employee director serving on our Board immediately following this annual meeting will be awarded a RSU or DSU award with a value of \$120,000 for each of Mr. Dealy, Mr. Joyce, Ms. Miller and Ms. Walker, and \$225,000 for Mr. Reece (determined using the closing market price per share of our common stock on the grant date).

## Equity Awards Made as of January 19, 2024

The following table sets forth summary information concerning the number of shares of our common stock subject to option grants, performance share grants, RSU grants and DSU grants made under the 2020 Plan to our NEOs, directors and employees as of January 19, 2024.

Name/Category of Individuals	Number of Shares Underlying Option Grants	Number of Performance Shares	Number of Restricted Stock Units	Number of Deferred Stock Units <sup>(1)</sup>	Number of Common Stock Grants
<b>Executive Officers</b>					
Kevin S. Crutchfield	—	267,084	149,864	—	—
Lorin Crenshaw	—	69,462	48,848	—	—
Edward C. Dowling, Jr.	—	100,575	67,050	4,841	4,861
Mary L. Frontczak	—	50,908	40,227	—	—
George J. Schuller, Jr.	—	73,003	56,592	—	—
James D. Standen	—	53,105	40,690	—	—
<b>All executive officers as a group</b>	—	614,137	403,271	4,841	4,861
<b>All non-employee directors as a group</b>	—	—	35,545	76,309	16,690
<b>Current Directors:</b>					
Jon A. Chisholm	—	—	—	—	—
Richard P. Dealy	—	—	5,069	—	3,516
Jill V. Gardiner	—	—	—	5,421	—
Gareth T. Joyce	—	—	5,729	—	3,491
Melissa M. Miller	—	—	5,320	—	3,566
Joseph E. Reece	—	—	—	28,930	—
Shane T. Wagnon	—	—	—	—	—
Lori A. Walker	—	—	4,583	5,601	4,017
<b>Each associate of any directors, executive officers or nominees to the Board</b>	—	—	—	—	—
<b>Each other person who received or is to receive 5% of options, warrants or rights</b>	—	—	—	—	—
<b>All employees, including all current officers who are not executive officers, as a group</b>	193,892	153,392	607,825	—	—

(1) Includes both fully-vested DSUs that remain subject to deferral in accordance with the applicable director's deferral election and DSUs with vesting conditions that have not yet been satisfied.

## Material U.S. Federal Income Tax Consequences

The following is a general summary under current law of the principal United States federal income tax consequences related to awards under the Amended Plan. This summary deals with the general federal income tax principles that apply and is provided only for general information. Some kinds of taxes, such as state, local and foreign income taxes and federal employment taxes, are not discussed. **This summary is not intended as tax advice to participants, who should consult their own tax advisors.**

### Non-Qualified Stock Options

If an optionee is granted an NSO under the Amended Plan, the optionee should not have taxable income on the grant of the option. Generally, the optionee should recognize ordinary income at the time of exercise in an amount equal to the fair market value of the shares acquired on the date of exercise, less the exercise price paid for the shares. The optionee's basis in the common stock for purposes of determining gain or loss on a subsequent sale or disposition of such shares generally will be the fair market value of our common stock on the date the optionee exercises such option. Any subsequent gain or loss will be taxable as a long-term or short-term capital gain or loss. We or our subsidiaries or affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the optionee recognizes ordinary income.

### Incentive Stock Options

A participant receiving ISOs should not recognize taxable income upon grant. Additionally, if applicable holding period requirements are met, the participant should not recognize taxable income at the time of exercise. However, the excess of the fair market value of the shares of our common stock received over the option exercise price is an item of tax preference income potentially subject to the alternative minimum tax. If stock acquired upon exercise of an ISO is held for a minimum of two years from the date of grant and one year from the date of exercise and otherwise satisfies the ISO requirements, the gain or loss (in an amount equal to the difference between the fair market value on the date of disposition and the exercise price) upon disposition of the stock will be treated as a long-term capital gain or loss, and we will not be entitled to any deduction. If the holding period requirements are not met, the ISO will be treated as one that does not meet the requirements of the Code for ISOs and the participant will recognize ordinary income at the time of the disposition equal to the excess of the amount realized over the exercise price, but not more than the excess of the fair market value of the shares on the date the ISO is exercised over the exercise price, with any remaining gain or loss being treated as capital gain or capital loss. We are not entitled to a tax deduction upon either the exercise of an ISO or upon disposition of the shares acquired pursuant to such exercise, except to the extent that the participant recognizes ordinary income on disposition of the shares.

### Other Awards

The current federal income tax consequences of other awards authorized under the Amended Plan generally follow certain basic patterns: SARs are taxed and deductible in substantially the same manner as NSOs; nontransferable restricted stock subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value over the price paid, if any, only at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant through a Section 83(b) election); RSUs, deferred stock, performance share awards, performance awards, stock payments, dividend equivalents, cash awards and other incentive awards are generally subject to tax at the time of payment.

### Section 409A of the Code

Certain types of awards under the Amended Plan may constitute, or provide for, a deferral of compensation subject to Section 409A of the Code. Unless certain requirements set forth in Section 409A of the Code are complied with, holders of such awards may be taxed earlier than would otherwise be the case (e.g., at the time of vesting instead of the time of payment) and may be subject to an additional 20% penalty tax (and, potentially, certain interest penalties and additional state taxes). To the extent applicable, the Amended Plan and awards granted under the Amended Plan are intended to be structured and interpreted in a manner intended to either comply with or be exempt from Section 409A of the Code and the Department of Treasury regulations and other interpretive guidance that may be issued under Section 409A of the Code. To the extent determined necessary or appropriate by the plan administrator, the Amended Plan and applicable award agreements may be amended to further comply with Section 409A of the Code or to exempt the applicable awards from Section 409A of the Code.

## Board Recommendation



OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE **FOR** THE APPROVAL OF AN AMENDMENT TO THE 2020 INCENTIVE AWARD PLAN.

# AUDIT MATTERS

## PROPOSAL 4

## RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS

### Appointment of Our Independent Registered Public Accounting Firm

The Audit Committee has appointed KPMG LLP ("KPMG") to be our independent registered accounting firm for the fiscal year ending September 30, 2024, and our stockholders are asked to ratify this appointment at the Annual Meeting. The Audit Committee considers KPMG to be qualified to deliver independent auditing services to the Company due to, among other things, the qualifications, performance and independence of the firm and the audit engagement team, the quality of its discussion with KPMG and the fees charged by KPMG for the quality and breadth of services provided. We expect representatives of KPMG to attend the Annual Meeting. These representatives will be able to make a statement and respond to questions from our stockholders.

Ernst & Young served as our independent registered public accounting firm for the fiscal years ended September 30, 2022 and September 30, 2023 and reported on our consolidated financial statements for those years.

### Changes in Registrant's Certifying Accountant

On December 1, 2023, upon the completion of a comprehensive selection process, we, at the direction of the Audit Committee, dismissed Ernst & Young as our independent registered public accounting firm.

On December 6, 2023, as reported on our current report on Form 8-K dated December 7, 2023, as part of a comprehensive selection process, the Audit Committee engaged KPMG as our independent registered public accounting firm for the fiscal year ending September 30, 2024.

During the fiscal years ended September 30, 2022 and September 30, 2023 and the subsequent interim period through December 1, 2023, the effective date of Ernst & Young's dismissal, there were (i) no disagreements with Ernst & Young on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, any of which, if not resolved to Ernst & Young's satisfaction, would have caused it to make reference to the subject matter of any such disagreement in connection with its reports for such years and (ii) no "reportable events" requiring disclosure pursuant to paragraph (a)(1)(v) of Item 304 of Regulation S-K, except concerning the material weaknesses in the Company's internal control over financial reporting disclosed in Item 4 of the Company's Quarterly Reports on Form 10-Q for the quarterly periods ended December 31, 2022, March 31, 2023 and June 30, 2023, and reported in Item 9A of the Company's Annual Reports on Form 10-K for the fiscal year ended September 30, 2022.

Ernst & Young's reports on the Company's consolidated financial statements for the fiscal years ended September 30, 2022 and September 30, 2023, do not contain any adverse opinion or disclaimer of opinion, and they are not qualified or modified as to uncertainty, audit scope, or accounting principles.

During the fiscal years ended September 30, 2022 and September 30, 2023, and the subsequent interim period through December 6, 2023, neither the Company nor anyone on its behalf has consulted with KPMG regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, where either a written report or oral advice was provided to the Company that KPMG concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue, (ii) any matter that was the subject of a disagreement within the meaning of Item 304(a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K or (iii) any reportable event within the meaning of Item 304(a)(1)(v) of Regulation S-K.

## Auditor Fees

Auditor fees were principally for audit work performed on our financial statements and internal controls over financial reporting, as well as statutory audits. The following table shows the fees paid or accrued for audit and other services provided by Ernst & Young for the fiscal year ended September 30, 2023, and for 2022 and 2021.

	Fiscal Year Ended September 30, 2023 (\$ thousands)	Fiscal Year Ended September 30, 2022 (\$ thousands)	Fiscal Year Ended September 30, 2021 (\$ thousands)
Audit fees <sup>(1)</sup>	2,606	1,723	1,815
Audit-related fees <sup>(2)</sup>	43	200	16
Tax fees <sup>(3)</sup>	5	8	0
All other fees <sup>(4)</sup>	0	0	0
<b>Total fees</b>	<b>2,654</b>	<b>1,931</b>	<b>1,831</b>

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

(2) **Audit-related fees.** Relates to services for pension and employee benefit plan audits.

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

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

Under the Audit Committee charter, the Audit Committee must pre-approve all audit and audit-related services provided by the independent registered accounting firm. Each year, the Audit Committee considers a list of specific services and categories of services for pre-approval for the upcoming or current year. Any non-audit services that were not included in the pre-approved list are required to be pre-approved by the Audit Committee in advance under policies and procedures established by the Audit Committee. The Audit Committee approved all audit, audit-related and tax services provided by the independent registered accounting firm for fiscal 2023, 2022 and 2021.



## Vote Required

Stockholders are being asked to ratify the appointment of KPMG as our independent registered accounting firm for fiscal 2024. Although the Audit Committee has the sole authority to appoint our independent auditors, our Board believes that submitting the appointment of KPMG to our stockholders for ratification is a matter of good corporate governance. If our stockholders do not ratify the appointment, the Audit Committee will review its future selection of the independent registered accounting firm. Additionally, even if the appointment is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during fiscal 2024 if it determines that such a change would be in the best interests of us and our stockholders.

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



**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE **FOR** THE RATIFICATION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2024.**

## Report of the Audit Committee

The Audit Committee reviews our financial reporting process on behalf of the Board of Directors and oversees the entire audit function, including the appointment, compensation and oversight of independent registered public accountants. We have engaged KPMG LLP as our independent auditors since December 2023, prior to which Ernst & Young LLP served as our independent auditors. Our management has the primary responsibility for our financial reporting process, policies, principles and internal controls, as well as preparation of our financial statements. Our independent registered public accountants are responsible for performing an audit of our financial statements and expressing an opinion as to the conformity of such financial statements to accounting principles generally accepted in the United States and effectiveness of our internal controls over financial reporting.

In fulfilling its responsibilities, the Audit Committee reviewed and discussed with our management the audited financial statements for the fiscal year ended September 30, 2023, including a discussion of:

- the acceptability and quality of the accounting principles,
- the reasonableness of significant accounting judgments and critical accounting policies and estimates,
- the clarity of disclosures in the financial statements, and
- management's assessment and report on internal control over financial reporting.

The Audit Committee also discussed with the Chief Executive Officer and Chief Financial Officer their respective certifications with respect to our Annual Report on Form 10-K for the fiscal year ended September 30, 2023 and discussed with our management their assessment of our internal controls over financial reporting.

The Audit Committee reviewed with the independent registered public accountants who are responsible for expressing opinions on:

- (I) the conformity of those audited financial statements with generally accepted accounting principles, and
- (II) the effectiveness of internal controls over financial reporting, their judgments as to the acceptability and quality of our accounting principles and such other matters as are required to be discussed with the Audit Committee under generally accepted auditing standards and under the standards established by the Public Company Accounting Oversight Board (United States), including those matters required to be discussed by Auditing Standard No. 1301, Communications with Audit Committees, as adopted by the Public Company Accounting Oversight Board in Release No. 2012-004.

In addition, the Audit Committee has received the written disclosures and the letter from the independent registered public accountants required by applicable requirements of the Public Company Accounting Oversight Board for Independent Auditor Communications with Audit Committees concerning independence and has discussed those disclosures and other matters relating to independence with the independent registered public accountants.

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

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

In reliance on the reviews and discussions with management and with the independent registered public accountants referred to above, and the receipt of an unqualified opinion from Ernst & Young LLP dated November 29, 2023, regarding our audited financial statements for the fiscal year ended September 30, 2023, as well as the opinion of Ernst & Young LLP on the effectiveness of internal controls over financial reporting dated November 29, 2023, 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 fiscal year ended September 30, 2023, for filing with the SEC.

## The Audit Committee

Lori A. Walker, Chair  
Richard P. Dealy  
Jill V. Gardiner  
Joseph E. Reece

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

# STOCK OWNERSHIP

## Stock Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information provided to us with respect to beneficial ownership of shares of our common stock as of January 19, 2024 for:

- (i) each person who is known by us to own beneficially more
- (ii) each current director and nominee for director,
- (iii) each NEO, and
- (iv) all of our current directors and executive officers as a group.

Name and Address of Beneficial Owner	Shares Beneficially Owned <sup>(1)</sup>	
	Number	Percent
<b>5% STOCKHOLDERS</b>		
Koch Industries, Inc. <sup>(2)</sup> 4111 East 37th Street North Wichita, Kansas 67220	7,034,609	17.05%
BlackRock, Inc. <sup>(3)</sup> 55 East 52nd Street New York, New York 10055	5,854,585	14.19%
The Vanguard Group <sup>(4)</sup> 100 Vanguard Boulevard Malvern, Pennsylvania 19355	4,513,428	10.94%
State Street Corporation <sup>(5)</sup> State Street Financial Center One Lincoln Street Boston, Massachusetts 02111	2,066,624	5.01%
<b>DIRECTORS AND NAMED EXECUTIVE OFFICERS<sup>(6)</sup></b>		
Jon A. Chisholm	—	*
Lorin Crenshaw	13,026	*
Kevin S. Crutchfield	398,049	*
Richard P. Dealy	8,585	*
Edward C. Dowling, Jr.	9,702	*
Mary L. Frontczak	13,530	*
Jill V. Gardiner	4,953	*
Gareth T. Joyce	9,220	*
Melissa M. Miller	8,886	*
Joseph E. Reece	44,099	*
George J. Schuller, Jr.	33,251	*
James D. Standen	59,199	*
Shane T. Wagon	—	*
Lori A. Walker	23,277	*
<b>All current directors and executive officers as a group (14 persons)<sup>(6)</sup></b>	<b>625,777</b>	<b>1.52%</b>

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

- (1) For purposes of this table, information as to the percentage of shares beneficially owned is calculated based on 41,253,664 shares of our common stock outstanding on January 19, 2024. The amounts and percentages of common stock beneficially owned are reported as determined by SEC rules and include voting or investment power with respect to the shares on the basis of SEC rules governing the determination of beneficial ownership of securities. Except as otherwise indicated in these footnotes, each of the beneficial owners has, to our knowledge, sole voting and investment power with respect to the indicated shares of common stock.
- (2) Based on a Schedule 13D filed by Koch Industries, Inc. ("Koch Industries") on October 21, 2022 for October 18, 2022, disclosing that Koch Industries has sole voting power over 7,034,609 shares of our common stock, shared voting power over 0 shares of our common stock, sole dispositive power over 7,034,609 shares of our common stock and shared dispositive power over 0 shares of our common stock, which represented in aggregate 17.07% of our common stock at the time of filing. The Schedule 13D reports that beneficial owner subsidiaries of the parent holding company are KM&T Investment Holdings, LLC, Koch Minerals & Trading, LLC and Koch Solutions, LLC.
- (3) Based on a Schedule 13G/A Information Statement filed by BlackRock, Inc. on January 6, 2023 for December 31, 2022, disclosing that BlackRock, Inc. has sole voting power over 5,815,010 shares of our common stock, shared voting power over 0 shares of our common stock, sole dispositive power over 5,854,585 shares of our common stock and shared dispositive power over 0 shares of our common stock, which represented in aggregate 14.21% of our common stock at the time of filing. The Schedule 13G reports that beneficial owner subsidiaries of the parent holding company are BlackRock Life Limited, BlackRock Advisors, LLC, Aperio Group, LLC, BlackRock Investment Management (UK) Limited, BlackRock Asset Management Canada Limited, BlackRock Investment Management (Australia) Limited, BlackRock (Netherlands) B.V., BlackRock Fund Advisors, BlackRock Asset Management Ireland Limited, BlackRock Institutional Trust Company, National Association, BlackRock Financial Management, Inc., BlackRock (Luxembourg) S.A., BlackRock Fund Managers Ltd., BlackRock Asset Management Schweiz AG and BlackRock Investment Management, LLC.
- (4) Based on a Schedule 13G/A Information Statement filed by The Vanguard Group on April 10, 2023 for March 31, 2023, disclosing that The Vanguard Group has sole voting power over 0 shares of our common stock, shared voting power over 58,033 shares of our common stock, sole dispositive power over 4,421,949 shares of our common stock and shared dispositive power over 91,479 shares of our common stock, which represented in aggregate 10.95% of our common stock at the time of filing. The Schedule 13G/A reports that beneficial owner subsidiaries of the parent holding company are Vanguard Asset Management, Limited, Vanguard Fiduciary Trust Company, Vanguard Global Advisors, LLC, Vanguard Group (Ireland) Limited, Vanguard Investments Australia, Ltd, Vanguard Investments Canada Inc., Vanguard Investments Hong Kong Limited and Vanguard Investments UK, Limited.
- (5) Based on a Form 13G filed by State Street Corporation on February 8, 2023 for December 31, 2022, disclosing that State Street Corporation has shared voting power over 1,984,951 shares of our common stock and beneficially owned 2,066,624 shares of our common stock, which represented in aggregate 5.01% of our common stock at the time of filing.
- (6) For our NEOs, the number of shares beneficially owned includes beneficial ownership of stock options that were exercisable as of January 29, 2024 or within 60 days thereafter (as listed below), RSUs that vest within 60 days of January 29, 2024 (as listed below) and shares of our common stock held in employees' 401(k) accounts. For our directors, the number of shares beneficially owned includes RSUs that vest within 60 days of January 29, 2024 (as listed below) and DSUs that vest within 60 days of January 29, 2024 (as listed below).

Directors and Named Executive Officers	Stock Options	RSUs and PSUs	DSUs
Lorin Crenshaw	—	—	—
Kevin S. Crutchfield	252,245	—	—
Jon A. Chisholm	—	—	—
Richard P. Dealy	—	2,989	—
Edward C. Dowling, Jr.	—	—	4,841
Mary L. Frontczak	—	—	—
Jill V. Gardiner	—	—	4,953
Gareth T. Joyce	—	2,989	—
Melissa M. Miller	—	2,989	—
Joseph E. Reece	—	—	33,099
George J. Schuller, Jr.	—	—	—
James D. Standen	21,671	—	—
Shane T. Wagnon	—	—	—
Lori A. Walker	—	2,989	7,011
<b>All current directors and executive officers as a group (14 persons)</b>	<b>273,916</b>	<b>11,956</b>	<b>49,904</b>

## Delinquent Section 16(a) Reports

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

Based solely on a review of the copies of the reports furnished to us and written representations from our directors and executive officers that no additional reports were required, we believe that during fiscal 2023 all of our directors and executive officers complied with all applicable Section 16(a) filing requirements on a timely basis.

# QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

## 2024 Annual Meeting of Stockholders



**WHEN**

Tuesday, March 5, 2024  
9:00 a.m. Central Time



**VIRTUAL MEETING**

[www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024)



**RECORD DATE**

Only stockholders of record as of the close of business on January 29, 2024 may vote



**VOTING**

Stockholders of record are entitled to one vote per share of common stock

**What is the purpose of the Annual Meeting?**

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

**Items of business**

- |   |  |
|---|--|
| 1 | Elect 8 director nominees, each for a one-year term  |
| 2 | Approve, on an advisory basis, the compensation of our named executive officers  |
| 3 | Approve an amendment to the Compass Minerals International, Inc. 2020 Incentive Award Plan                               |
| 4 | Ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2024                  |
| 5 | Consider any other business that may properly come before the meeting and any postponement or adjournment of the meeting |

Members of our management team and representatives of KPMG are expected to attend the Annual Meeting and be available to respond to questions from stockholders.

**Who may attend the Annual Meeting?**

All our stockholders as of the record date January 29, 2024, may attend the Annual Meeting.

**Who is entitled to vote?**

The record date for the meeting was January 29, 2024. 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 41,311,261 shares of our common stock outstanding.

**What does it mean if I receive more than one set of Proxy Materials or proxy card?**

You may receive more than one set of or proxy card if your shares are held in more than one account at our transfer agent or with banks or brokers. Please be sure to vote all of your shares.

### **How do I 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 proxy materials are 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 a beneficial owner, you have the right to direct your record holder how to vote your shares, and the record holder is required to follow your instructions. If you do not give instructions to your bank or brokerage firm, it will only be entitled to vote your shares with respect to Proposal 4—to ratify the appointment of KPMG as our independent registered accounting firm for fiscal 2024—and will not be permitted to vote your shares with respect to Proposals 1 through 3. If you do not give voting instructions and your record holder cannot vote your shares, your shares will be considered “broker non-votes.” It is important that you vote or direct the voting of your stock to ensure your shares are counted.

As the beneficial owner of shares, you are invited to attend the Annual Meeting. You will need the 16-digit control number included on your proxy card or on the instructions that accompanied your proxy materials to attend or vote at the Annual Meeting.

### **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, via webcast 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.

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

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

### **How do I attend, participate in and vote during the Annual Meeting?**

The Annual Meeting will be accessible through the internet. We will be holding the Annual Meeting via live webcast at [www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024).

We have worked to offer the same participation opportunities as were provided at our past in-person meetings while making participation available to all stockholders with internet connectivity, regardless of their location.

To be admitted and to participate in the Annual Meeting at [www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024), you will need the 16-digit control number included on your proxy card or the instructions that accompanied your proxy materials. Shares held in your name as the stockholder of record may be voted electronically during the Annual Meeting. Shares for which you are the beneficial owner but not the stockholder of record also may be voted electronically during the Annual Meeting. However, even if you plan to attend the Annual Meeting, we recommend that you vote your shares in advance, so that your vote will be counted if your plans change.

This year’s stockholder question and answer session will include questions submitted in advance of the Annual Meeting and questions submitted live during the Annual Meeting. You may submit a question in advance of the meeting at [www.proxyvote.com](http://www.proxyvote.com) after logging in with your 16-digit control number. Questions may be submitted during the Annual Meeting through [www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024).

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

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

If you hold your shares in “street name,” and you do not give your bank, broker, or other holder of record specific voting instructions for your shares at the Annual Meeting, your record holder can vote your shares on the ratification of the independent registered accounting firm (Proposal 4). However, your record holder cannot vote your shares without your specific instructions on the other proposals (Proposals 1, 2 and 3), so it is important that you provide such voting instructions.

How to Vote

Stockholders of Record

Have your Notice or proxy card in hand and follow the instructions.



BY TELEPHONE

Dial toll-free, 24/7, 1-800-690-6903



BY INTERNET

Visit, 24/7, [www.proxyvote.com](http://www.proxyvote.com)



BY MAIL

Complete, date and sign your proxy card and send by mail in the enclosed postage-paid envelope



BY MOBILE DEVICE

Scan the QR code



ONLINE DURING THE ANNUAL MEETING

Vote online during the Annual Meeting at [www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024)

The deadline to vote by phone or electronically is 11:59 p.m. Eastern Time on March 4, 2024. If you vote by phone or electronically, you do not need to return a proxy card.

Beneficial Owners

If you are a beneficial owner and your shares are held by a bank, broker or other nominee, you should follow the instructions provided to you by that firm. Although most banks and brokers now offer voting by mail, telephone and on the Internet, availability and specific procedures will depend on their and specific procedures will depend on their voting arrangements.







Who will count the votes?

Broadridge Financial Services, Inc. will tabulate the votes.





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

Our Board recommends that you vote:

Agenda Item	Board Recommendation	Page Reference
1 Elect 8 director nominees, each for a one-year term	 <b>FOR</b> each Director Nominee	17
2 Approve, on an advisory basis, the compensation of our named executive officers	 <b>FOR</b>	37
3 Approve an amendment to the Compass Minerals International, Inc. 2020 Incentive Award Plan	 <b>FOR</b>	78
4 Ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2024	 <b>FOR</b>	88

What if I return a signed proxy card but do not specify how my shares are to be voted?

If you grant your proxy but do not provide voting instructions, the individuals designated as your proxies will vote your shares as follows:

Agenda Item	Your Vote Will Be Considered Cast as
1 Elect 8 director nominees, each for a one-year term	 <b>FOR</b> each Director Nominee
2 Approve, on an advisory basis, the compensation of our named executive officers	 <b>FOR</b>
3 Approve an amendment to the Compass Minerals International, Inc. 2020 Incentive Award Plan	 <b>FOR</b>
4 Ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2024	 <b>FOR</b>

Will any other business be conducted at the Annual Meeting?

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

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

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

**What are the voting requirements to approve each of the proposals, and how will broker non-votes and abstentions be treated?**

Agenda Item	Votes Required	Abstentions	Broker Non-Votes
<b>1</b> Elect 8 director nominees, each for a one-year term	Affirmative vote of a majority of the votes cast (number of votes cast <b>FOR</b> exceeds the votes cast <b>AGAINST</b> )	No effect	Not taken into account
<b>2</b> Approve, on an advisory basis, the compensation of our named executive officers	Affirmative vote of a majority of the shares present	Counted as <b>AGAINST</b>	Not taken into account
<b>3</b> Approve an amendment to the Compass Minerals International, Inc. 2020 Incentive Award Plan	Affirmative vote of a majority of the votes cast (number of votes cast <b>FOR</b> exceeds the votes cast <b>AGAINST</b> )	No effect	Not taken into account
<b>4</b> Ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2024	Affirmative vote of a majority of the shares present	Counted as <b>AGAINST</b>	Not applicable

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

We plan to announce preliminary voting results at the Annual Meeting and to publish final results in a Current Report on Form 8-K filed with the SEC no later than March 11, 2024. After the Form 8-K is filed, you may obtain a copy by visiting our website.

## ADDITIONAL FILINGS AND INFORMATION

To reduce the expense of delivering duplicate proxy materials to stockholders who may have more than one account holding our stock, we have adopted a procedure approved by the SEC called “householding.” Under this procedure, certain stockholders of record who have the same address and last name will receive only one copy of our proxy materials until one or more of these stockholders notifies us that they want to receive separate copies. Stockholders who participate in householding will continue to vote their shares separately.

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 you wish to revoke a consent to householding obtained by a broker, dealer or bank that holds shares for your account, you may do so by calling Broadridge, toll-free at 1-800-542-1061. You will need your 16-digit control number. You may also write to Broadridge Householding Department, 51 Mercedes Way, Edgewood, NY 11717, or contact your broker, bank or other intermediary.



**Broadridge Householding Department**  
**51 Mercedes Way**  
**Edgewood, New York 11717**



**toll-free 1-800-542-1061**

If you are a stockholder of record and receive a single set of proxy materials as a result of householding, and you would like to have separate copies of our proxy materials mailed to you, please submit a request to:



**Compass Minerals International, Inc.**  
**Attention: Secretary**  
**9900 West 109th Street, Suite 100**  
**Overland Park, Kansas 66210**



**1-913-344-9200**

We will promptly send you what you have requested. You can also contact us at the address above if you received multiple copies of the Annual Meeting materials and would prefer to receive a single copy in the future, or if you would like to opt out of householding for future mailings.

Our SEC filings are available without charge through our website at [www.compassminerals.com](http://www.compassminerals.com). Additional copies of the Company's Annual Report to Stockholders are available upon a written request to:



**Compass Minerals International, Inc.**  
**Attention: Secretary**  
**9900 West 109th Street, Suite 100**  
**Overland Park, Kansas 66210**

## Proxy Solicitation

We will bear the entire cost of this proxy solicitation. We have retained a proxy solicitation firm, Innisfree M&A Incorporated, to help our Board solicit proxies. We expect to pay approximately \$17,500 plus out-of-pocket expenses for their help. Solicitation of proxies is also being made by management at the direction of our Board, without additional compensation, through the mail, in person or by telephone. We will reimburse brokerage firms, custodians, fiduciaries and other nominees for their out-of-pocket expenses in forwarding solicitation materials to beneficial owners upon our request.

## Stockholder Proposals and Nominations for Our 2025 Annual Meeting

Any stockholder who intends to present a proposal or submit a nominee for election to our Board at our 2025 annual meeting of stockholders must deliver the proposal or nomination notice to:



**Compass Minerals International, Inc.**  
**Attention: Secretary**  
**9900 West 109th Street, Suite 100**  
**Overland Park, Kansas 66210**

Stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act must be received no later than October 1, 2024 and satisfy the requirements of Rule 14a-8 in order to be included in our Proxy Statement for our 2025 annual meeting.

Stockholder proposals not made under Rule 14a-8 and stockholder notices for nominations not to be included in our annual Proxy Statement must be received between November 5, 2024, and December 5, 2024, and satisfy the requirements of our Bylaws in order to be presented at our 2025 annual meeting. However, if the 2025 annual meeting is held more than 30 days before or after the anniversary of the 2024 annual meeting, then to be timely the stockholder's notice must be delivered not earlier than the close of business on the 120th day prior to the 2025 annual meeting and not later than the close of business on the 90th day prior to the 2025 annual meeting or, if later, the 10th day following the day on which we first make a public announcement or disclosure of the date of such meeting.

Stockholder notices for nominations to be included in our annual Proxy Statement pursuant to our Bylaws must be submitted to the Secretary between September 4, 2024, and October 4, 2024, in order to be included in our Proxy Statement for our 2025 annual meeting. The notice must set forth the information required for nominations not intended for inclusion in our Proxy Statement along with other information required by the proxy access provisions of our Bylaws. However, if the 2025 annual meeting is not scheduled to be held more than 30 days before or after the anniversary of the 2024 annual meeting, then the stockholder's nomination notice must be delivered by the later of the close of business on the 180th day prior to the 2024 annual meeting or the 10th day following the day on which we first make a public announcement or disclosure of the date of such meeting.

By Order of the Board of Directors,

January 29, 2024

**Mary L. Frontczak**  
Chief Legal and Administrative Officer and  
Corporate Secretary

## APPENDIX A SECOND AMENDMENT TO THE COMPASS MINERALS INTERNATIONAL, INC. 2020 INCENTIVE AWARD PLAN

This Second Amendment (this "Second Amendment") to the Compass Minerals International, Inc. 2020 Incentive Award Plan (the "Plan") is adopted by the Board of Directors (the "Board") of Compass Minerals International, Inc., a Delaware corporation (the "Company"), on January 24, 2024.

### Recitals

- A. The Company currently maintains the Plan.
- B. Pursuant to Section 12.1 of the Plan, the Board has the authority to amend the Plan to increase the maximum number of Shares (as defined in the Plan) which may be issued under the Plan, subject to approval of the Company's stockholders within twelve (12) months of such action.
- C. The Board believes it to be in the best interest of the Company to amend the Plan to (i) increase the shares of common stock of the Company reserved thereunder and (ii) extend the Expiration Date (as defined in the Plan) until the tenth anniversary of the date this Second Amendment is approved by the Board.

### Amendment

1. The first sentence of Section 3.1(a) of the Plan is hereby amended and restated in its entirety to read as follows: "

Subject to adjustment as provided in Section 12.2, an aggregate number of Shares equal to the sum of (i) 6,600,000 Shares and (ii) any Shares which as of the Effective Date are available for issuance under the Compass Minerals International, Inc. 2015 Incentive Award Plan, as amended (the "2015 Plan") shall be authorized for grant under the Plan; provided, that, subject to adjustment as provided in Section 12.2, no more than a total of 6,600,000 Shares shall be authorized for grant as Incentive Stock Options."

2. The first sentence of Section 12.1(b) of the Plan is hereby amended and restated in its entirety to read as follows:

"No Awards may be granted or awarded during any period of suspension or after termination of the Plan, and notwithstanding anything herein to the contrary, in no event may any Award be granted under the Plan after January 24, 2034 (the "Expiration Date")."

3. This Second Amendment shall be and hereby is incorporated in and forms a part of the Plan. Except as expressly provided herein, all terms and conditions of the Plan shall remain in full force and effect.
4. This Second Amendment shall be effective as of the date that it is approved by the Company's stockholders, provided that such approval is obtained within twelve (12) months of the date first written above.

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9900 W. 109TH ST. SUITE 100  
OVERLAND PARK, KS 66210

[compassminerals.com](http://compassminerals.com)

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COMPASS MINERALS INTERNATIONAL, INC.  
9900 WEST 109<sup>th</sup> ST., SUITE 100  
OVERLAND PARK, KS 66210



**SCAN TO  
VIEW MATERIALS & VOTE**



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on March 4, 2024. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on March 4, 2024. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

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

**VOTE BY 401K STOCKHOLDERS**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on March 4, 2024. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

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

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

V28940-P04996

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

COMPASS MINERALS INTERNATIONAL, INC.

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

1. Elect eight director nominees, each for a one-year term.

1a) Edward C. Dowling, Jr.

1b) Richard P. Dealy

1c) Vance O. Holtzman

1d) Gareth T. Joyce

1e) Melissa M. Miller

1f) Joseph E. Reece

1g) Shane T. Wagnon

1h) Lori A. Walker

For Against Abstain

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The Board of Directors recommends that you vote **FOR** Proposals 2, 3 and 4:

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

3. Approve an amendment to the Compass Minerals International, Inc. 2020 Incentive Award Plan.

4. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2024.

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

For Against Abstain

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

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date



**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

V28941-P04996

**COMPASS MINERALS INTERNATIONAL, INC.**  
**Annual Meeting of Stockholders**  
**March 5, 2024 at 9:00 a.m. Central Time**  
**This proxy is solicited by the Board of Directors**

The undersigned hereby appoints MARY L. FRONTCAK and JARED M. CAMPBELL, and each of them with full power of substitution, proxies of the undersigned to vote the shares of common stock of Compass Minerals International, Inc. ("Compass Minerals"), at the Annual Meeting of Stockholders to be held online at [www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024) on Tuesday, March 5, 2024 at 9:00 a.m. Central Time, and at any postponements or adjournments thereof. Without limiting the authority granted herein, the above named proxies are expressly authorized to vote as directed by the undersigned as to those matters set forth on the reverse side hereof and in their discretion on all other matters that are properly brought before the Annual Meeting and at any postponements or adjournments thereof.

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

**This proxy, when properly executed, will be voted in the manner directed herein by the undersigned. If no direction is given, this proxy will be voted FOR each of the nominees, FOR Proposal 2, FOR Proposal 3, FOR Proposal 4 and as said proxies deem advisable on such other matters as may properly come before the meeting and any postponements or adjournments thereof.**



COMPASS MINERALS INTERNATIONAL, INC.  
9900 WEST 109<sup>TH</sup> ST., SUITE 100  
OVERLAND PARK, KS 66210



**SCAN TO  
VIEW MATERIALS & VOTE**



**VOTE BY INTERNET**  
Before The Meeting - Go to [www.compassminerals.com](http://www.compassminerals.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on March 4, 2024. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to [www.virtualshareholdermeeting.com/CMP2024](http://www.virtualshareholdermeeting.com/CMP2024)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 p.m. Eastern Time on March 4, 2024. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

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

**VOTE BY 401K STOCKHOLDERS**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 p.m. Eastern Time on March 3, 2024. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

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

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

V28942-P04996

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

COMPASS MINERALS INTERNATIONAL, INC.

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

1. Elect eight director nominees, each for a one-year term.

1a) Edward C. Dowling, Jr.

For Against Abstain

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1b) Richard P. Dealy

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1c) Vance O. Holtzman

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1d) Gareth T. Joyce

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1e) Melissa M. Miller

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1f) Joseph E. Reece

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1g) Shane T. Wagnon

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1h) Lori A. Walker

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The Board of Directors recommends that you vote **FOR** Proposals 2, 3 and 4:

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

For Against Abstain

☐ ☐ ☐

3. Approve an amendment to the Compass Minerals International, Inc. 2020 Incentive Award Plan.

☐ ☐ ☐

4. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2024.

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

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

Signature [PLEASE SIGN WITHIN BOX]

Date

Signature (Joint Owners)

Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

V28943-P04996

**COMPASS MINERALS INTERNATIONAL, INC.  
Annual Meeting of Stockholders  
March 5, 2024 at 9:00 a.m. Central Time**

**VOTING INSTRUCTIONS - COMPASS MINERALS INTERNATIONAL, INC.**

**CONFIDENTIAL VOTING INSTRUCTIONS TO FIDELITY MANAGEMENT TRUST COMPANY AS TRUSTEE UNDER THE  
COMPASS MINERALS INTERNATIONAL, INC. SAVINGS PLAN**

This voting instruction card is solicited by the Trustee. I hereby direct that the voting rights pertaining to common stock of Compass Minerals International, Inc. ("Compass Minerals") held by the Trustee and allocated to the account shall be exercised at the Annual Meeting of Stockholders to be held on March 5, 2024, or any postponements or adjournments thereof, as specified hereon and in its discretion on all other matters that are properly brought before the Annual Meeting of Stockholders and matters incidental to such meeting.

I understand that if the voting instruction card is not returned, or if I do not vote the shares via the telephone or Internet by March 3, 2024, the Trustee cannot vote the shares allocated to the account.

**IMPORTANT: PLEASE SIGN, DATE, AND RETURN THE VOTING INSTRUCTION CARD BEFORE THE DATE OF THE ANNUAL MEETING IN THE ENCLOSED ENVELOPE. DO NOT RETURN THIS CARD TO COMPASS MINERALS INTERNATIONAL, INC. AS YOUR VOTE IS CONFIDENTIAL.**