



## **BOARD POLICY ON STRATEGIC TRANSACTIONS**

It is the policy of the Board of Directors (the "Board") of Compass Minerals International, Inc. (the "Corporation") that in the event the Board determines to pursue a Strategic Transaction (as defined below), the Board shall appoint an ad hoc committee of independent directors to assist the Board in its consideration and oversight of such Strategic Transaction, with the authority to review, consider, oversee the development of and make recommendations to the Board regarding, any such Strategic Transaction, and to exercise such additional powers with respect to such Strategic Transaction and such other matters as may be delegated to such committee by the Board, including, but not limited to:

- (a) Developing criteria for use in evaluating potential strategic investments; and
- (b) Assisting management to identify critical strategic issues facing the Company.

Such committee shall have the authority to use such advisors, and receive such assistance from management, as it determines appropriate.

A "Strategic Transaction" shall mean, for purposes of this Policy, (i) a material acquisition or disposition by the Corporation, (ii) a merger or similar business combination to which the Corporation is a party, or (iii) the sale of the Corporation.