

CF Industries Holdings, Inc.
Form 10-K
February 23, 2017
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K
(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission file number 001-32597

CF INDUSTRIES HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

Delaware

20-2697511

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

4 Parkway North, Suite 400, Deerfield, Illinois 60015

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (847) 405-2400

Securities registered pursuant to Section 12(b) of the Act:

Title of each class Name of each exchange on which registered

Common Stock, \$0.01 par value per share

Preferred Stock Purchase Rights New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No
The aggregate market value of the registrant's common stock held by non-affiliates was \$5,597,334,751 based on the closing sale price of common stock on June 30, 2016.
233,114,691 shares of the registrant's common stock, \$0.01 par value per share, were outstanding as of January 31, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its 2017 annual meeting of stockholders (Proxy Statement) are incorporated herein by reference into Part III of this Annual Report on Form 10-K. The Proxy Statement will be filed with the Securities and Exchange Commission, pursuant to Regulation 14A, not later than 120 days after the end of the 2016 fiscal year, or, if we do not file the Proxy Statement within such 120-day period, we will amend this Annual Report on Form 10-K to include the information required under Part III hereof not later than the end of such 120-day period.

CF INDUSTRIES HOLDINGS, INC.

TABLE OF CONTENTS

PART I

<u>Item 1. Business</u>	<u>1</u>
<u>Item 1A. Risk Factors</u>	<u>11</u>
<u>Item 1B. Unresolved Staff Comments</u>	<u>26</u>
<u>Item 2. Properties</u>	<u>26</u>
<u>Item 3. Legal Proceedings</u>	<u>26</u>
<u>Item 4. Mine Safety Disclosures</u>	<u>27</u>

PART II

<u>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u>	<u>28</u>
<u>Item 6. Selected Financial Data</u>	<u>29</u>
<u>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>31</u>
<u>Item 7A. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>75</u>
<u>Item 8. Financial Statements and Supplementary Data</u>	<u>76</u>
<u>Report of Independent Registered Public Accounting Firm</u>	<u>76</u>
<u>Consolidated Statements of Operations</u>	<u>77</u>
<u>Consolidated Statements of Comprehensive (Loss) Income</u>	<u>78</u>
<u>Consolidated Balance Sheets</u>	<u>79</u>
<u>Consolidated Statements of Equity</u>	<u>80</u>
<u>Consolidated Statements of Cash Flows</u>	<u>81</u>
<u>Notes to Consolidated Financial Statements</u>	<u>82</u>
<u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>146</u>
<u>Item 9A. Controls and Procedures</u>	<u>146</u>
<u>Item 9B. Other Information</u>	<u>148</u>

PART III

<u>Item 10. Directors, Executive Officers and Corporate Governance</u>	<u>148</u>
<u>Item 11. Executive Compensation</u>	<u>148</u>
<u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>148</u>
<u>Item 13. Certain Relationships and Related Transactions, and Director Independence</u>	<u>149</u>
<u>Item 14. Principal Accountant Fees and Services</u>	<u>149</u>

PART IV

<u>Item 15. Exhibits and Financial Statement Schedules</u>	<u>149</u>
<u>Item 16. Form 10-K Summary</u>	<u>150</u>

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

PART I

ITEM 1. BUSINESS.

Our Company

All references to "CF Holdings," "the Company," "we," "us," and "our" refer to CF Industries Holdings, Inc. and its subsidiaries, except where the context makes clear that the reference is only to CF Industries Holdings, Inc. itself and not its subsidiaries. All references to "CF Industries" refer to CF Industries, Inc., a 100% owned subsidiary of CF Industries Holdings, Inc. Notes referenced throughout this document refer to consolidated financial statement note disclosures that are found in Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements.

We are one of the largest manufacturers and distributors of nitrogen fertilizer and other nitrogen products in the world. Our principal customers are cooperatives, independent fertilizer distributors, farmers and industrial users. Our principal nitrogen fertilizer products are ammonia, granular urea, urea ammonium nitrate solution (UAN) and ammonium nitrate (AN). Our other nitrogen products include diesel exhaust fluid (DEF), urea liquor, nitric acid and aqua ammonia, which are sold primarily to our industrial customers, and compound fertilizer products (NPKs), which are solid granular fertilizer products for which the nutrient content is a combination of nitrogen, phosphorus, and potassium. Our manufacturing and distribution facilities are concentrated in the midwestern United States and other major agricultural areas of the United States, Canada and the United Kingdom. We also export nitrogen fertilizer products from our Donaldsonville, Louisiana and Yazoo City, Mississippi manufacturing facilities, and our United Kingdom manufacturing facilities in Billingham and Ince.

Our principal assets include:

four U.S. nitrogen fertilizer manufacturing facilities, located in Donaldsonville, Louisiana (the largest nitrogen fertilizer complex in the world); Port Neal, Iowa; Yazoo City, Mississippi; and Woodward, Oklahoma. These facilities are owned by CF Industries Nitrogen, LLC (CFN), in which we own a majority equity interest and CHS Inc. (CHS) owns a minority equity interest. See Note 17—Noncontrolling Interests for additional information on our strategic venture with CHS;

an approximately 75.3% interest in Terra Nitrogen Company, L.P. (TNCLP), a publicly traded limited partnership of which we are the sole general partner and the majority limited partner and which, through its subsidiary Terra Nitrogen, Limited Partnership (TNLP), operates a nitrogen fertilizer manufacturing facility in Verdigris, Oklahoma;

two Canadian nitrogen fertilizer manufacturing facilities, located in Medicine Hat, Alberta (the largest nitrogen fertilizer complex in Canada) and Courtright, Ontario;

two United Kingdom nitrogen manufacturing complexes, located in Ince and Billingham;

an extensive system of terminals and associated transportation equipment located primarily in the midwestern United States; and

a 50% interest in Point Lisas Nitrogen Limited (PLNL), an ammonia production joint venture located in the Republic of Trinidad and Tobago that we account for under the equity method.

In 2016, we completed our capacity expansion projects at Donaldsonville, Louisiana and Port Neal, Iowa. These projects, originally announced in 2012, included the construction of new ammonia, urea, and UAN plants at our Donaldsonville, Louisiana complex and new ammonia and urea plants at our Port Neal, Iowa complex. These plants increased our overall production capacity by approximately 25%, improved our product mix flexibility at Donaldsonville, and improved our ability to serve upper-Midwest urea customers from our Port Neal location. In combination, these new facilities are able to produce 2.1 million tons of gross ammonia per year, upgraded products ranging from 2.0 million to 2.7 million tons of granular urea per year and up to 1.8 million tons of UAN 32% solution per year, depending on our choice of product mix. These new facilities will allow us to benefit from the cost advantages of North American natural gas. At our Donaldsonville complex, the ammonia plant was placed in service in October 2016, the UAN plant was placed in service in the first quarter of 2016 and the granular urea plant was placed in service in the fourth quarter of 2015. At our Port Neal, Iowa complex, both the ammonia and granular urea plants were placed in service in the fourth quarter of 2016. The total capital cost of the capacity expansion projects was \$5.2 billion. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of

Operations—Liquidity and Capital Resources—Capacity Expansion Projects and Restricted Cash for additional information related to our capacity expansion projects.

1

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

We commenced a strategic venture with CHS on February 1, 2016, at which time CHS purchased a minority equity interest in CFN for \$2.8 billion. On February 1, 2016, CHS also began receiving deliveries pursuant to a supply agreement under which CHS has the right to purchase annually from CFN up to approximately 1.1 million tons of granular urea and 580,000 tons of UAN at market prices. As a result of its minority equity interest in CFN, CHS is entitled to semi-annual cash distributions from CFN. We are also entitled to semi-annual cash distributions from CFN. See Note 17—Noncontrolling Interests for additional information on our strategic venture with CHS.

On August 6, 2015, we entered into a definitive agreement (as amended, the Combination Agreement) to combine with the European, North American and global distribution businesses of OCI N.V. (OCI). On May 22, 2016, CF Holdings, OCI and the other parties to the Combination Agreement entered into a termination agreement (the Termination Agreement) under which the parties agreed to terminate the Combination Agreement by mutual written consent. Pursuant to the Termination Agreement, CF Holdings paid OCI a termination fee of \$150 million, which is included in transaction costs in our consolidated statement of operations. See Note 4—Acquisitions and Divestitures for additional information.

On July 31, 2015, we acquired the remaining 50% equity interest in CF Fertilisers UK Group Limited (formerly known as GrowHow UK Group Limited) (CF Fertilisers UK) not previously owned by us for total consideration of \$570 million, and CF Fertilisers UK became wholly owned by us. This transaction added CF Fertilisers UK's nitrogen manufacturing complexes in Ince, United Kingdom and Billingham, United Kingdom to our consolidated manufacturing capacity.

Prior to March 17, 2014, we also manufactured and distributed phosphate fertilizer products. Our principal phosphate products were diammonium phosphate (DAP) and monoammonium phosphate (MAP). On March 17, 2014, we completed the sale of our phosphate mining and manufacturing business, which was located in Florida, to The Mosaic Company (Mosaic) for approximately \$1.4 billion in cash. Our phosphate mining and manufacturing business was reported in our phosphate segment, which reflects the reported results of the phosphate business through March 17, 2014, plus the continuing sales of the phosphate inventory in the distribution network after March 17, 2014. The remaining phosphate inventory was sold in the second quarter of 2014; therefore, the phosphate segment does not have operating results subsequent to that quarter. See Note 4—Acquisitions and Divestitures for additional information. The ammonia, granular urea, UAN, AN and Other segments are also referred to throughout this document as the "Nitrogen Product Segments." For the years ended December 31, 2016, 2015 and 2014, we sold 17.0 million, 13.7 million and 13.3 million product tons from the Nitrogen Product Segments generating net sales of \$3.69 billion, \$4.31 billion and \$4.57 billion, respectively.

Our principal executive offices are located outside of Chicago, Illinois, at 4 Parkway North, Suite 400, Deerfield, Illinois 60015, and our telephone number is 847-405-2400. Our Internet website address is www.cfindustries.com. Information made available on our website does not constitute part of this Annual Report on Form 10-K.

We make available free of charge on or through our Internet website, www.cfindustries.com, all of our reports on Forms 10-K, 10-Q and 8-K and all amendments to those reports as soon as reasonably practicable after such material is filed electronically with, or furnished to, the Securities and Exchange Commission (SEC). Copies of our Corporate Governance Guidelines, Code of Corporate Conduct and charters for the Audit Committee, Compensation Committee, and Corporate Governance and Nominating Committee of our Board of Directors (the Board) are also available on our Internet website. We will provide electronic or paper copies of these documents free of charge upon request. The SEC also maintains a website at www.sec.gov that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

Company History

We were founded in 1946 as a fertilizer brokerage operation by a group of regional agricultural cooperatives. During the 1960s, we expanded our distribution capabilities and diversified into fertilizer manufacturing through the acquisition of several existing plants and facilities. During the 1970s and again during the 1990s, we expanded our production and distribution capabilities significantly, spending approximately \$1 billion in each of these decades. We operated as a traditional manufacturing and supply cooperative until 2002, when we adopted a new business model that established financial performance as our principal objective, rather than assured supply to our owners. A

critical aspect of the new business model was to establish a more economically driven approach to the marketplace. In August 2005, we completed our initial public offering (IPO) of common stock, which is listed on the New York Stock Exchange. In connection with the IPO, we consummated a reorganization transaction whereby we ceased to be a cooperative

2

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

and our pre-IPO owners' equity interests in CF Industries were canceled in exchange for all of the proceeds of the offering and shares of our common stock.

In April 2010, we acquired Terra Industries Inc. (Terra), a leading North American producer and marketer of nitrogen fertilizer products for a purchase price of \$4.6 billion, which was paid in cash and shares of our common stock. As a result of the Terra acquisition, we acquired five nitrogen fertilizer manufacturing facilities, our approximately 75.3% interest in TNCLP and certain joint venture interests.

In April 2013, we purchased the remaining noncontrolling interest in Canadian Fertilizers Limited (CFL).

In March 2014, we completed the sale of our phosphate mining and manufacturing business, which was located in Florida, to Mosaic for approximately \$1.4 billion in cash.

In July 2015, we acquired the remaining 50% equity interest in CF Fertilisers UK not previously owned by us for total consideration of \$570 million, and CF Fertilisers UK became wholly owned by us.

In February 2016, our strategic venture with CHS commenced, at which time CHS purchased a minority equity interest in CFN for \$2.8 billion.

In 2016, we completed capacity expansion projects at Donaldsonville, Louisiana and Port Neal, Iowa which increased our production capacity by 25% for a total capital cost of \$5.2 billion.

Product Tons and Nutrient Tons

Unless otherwise stated, we measure our production and sales volume in this Annual Report on Form 10-K in product tons, which represents the weight of the product measured in short tons (one short ton is equal to 2,000 pounds). References to UAN product tons assume a 32% nitrogen content basis for production volume.

We also provide certain supplementary volume information measured in nutrient tons. Nutrient tons represent the weight of the product's nitrogen content, which varies by product. Ammonia represents 82% nitrogen content, granular urea represents 46% nitrogen content, UAN represents between 28% and 32% nitrogen content and AN represents between 29% and 35% nitrogen content.

Reportable Segments

Our reportable segments consist of the following segments: ammonia, granular urea, UAN, AN, Other, and phosphate. These segments are differentiated by products. We use gross margin to evaluate segment performance and allocate resources. Total other operating costs and expenses (consisting of selling, general and administrative expenses and other operating—net) and non-operating expenses (interest and income taxes), are centrally managed and are not included in the measurement of segment profitability reviewed by management. See Note 21—Segment Disclosures for additional information.

Nitrogen Product Segments

We are the largest nitrogen fertilizer producer in North America. Our primary nitrogen fertilizer products are ammonia, granular urea, UAN and AN. Our historical sales of nitrogen fertilizer products from our Nitrogen Product Segments are shown in the following table. Net sales do not reflect amounts used internally, such as ammonia, in the manufacture of other products.

	2016		2015		2014	
	Tons	Net Sales	Tons	Net Sales	Tons	Net Sales
	(tons in thousands; dollars in millions)					
Nitrogen Product Segments						
Ammonia	2,874	\$981	2,995	\$1,523	2,969	\$1,576
Granular urea	3,597	831	2,460	788	2,459	915
UAN	6,681	1,196	5,865	1,480	6,092	1,670
AN	2,151	411	1,290	294	958	243
Other ⁽¹⁾	1,654	266	1,108	223	798	171
Total	16,957	\$3,685	13,718	\$4,308	13,276	\$4,575

(1) Other segment products include DEF, urea liquor, nitric acid, aqua ammonia and NPKs.

3

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Gross margin for the Nitrogen Product Segments was \$0.84 billion, \$1.55 billion and \$1.77 billion for the years ended December 31, 2016, 2015 and 2014, respectively.

We own and operate seven nitrogen fertilizer manufacturing facilities in North America, including five nitrogen fertilizer manufacturing facilities in the United States, one in Medicine Hat, Alberta, Canada and one in Courtright, Ontario, Canada. As of December 31, 2016, the combined production capacity of these seven facilities represented approximately 43%, 50%, 48% and 19% of North American ammonia, granular urea, UAN and AN production capacity, respectively. Each of our nitrogen fertilizer manufacturing facilities in North America has on-site storage to provide flexibility to manage the flow of outbound shipments without impacting production.

We also operate two United Kingdom nitrogen manufacturing complexes located in Ince and Billingham that produce ammonia, AN and NPKs and serve primarily the British agricultural and industrial markets.

The following table shows the production capacities as of December 31, 2016 at each of our nitrogen manufacturing facilities:

	Average Annual Capacity ⁽¹⁾					
	Gross Ammonia ⁽²⁾	Net Ammonia ⁽²⁾	UAN ⁽³⁾	Urea ⁽⁴⁾	AN ⁽⁵⁾	NPKs
	(tons in thousands)					
Donaldsonville, Louisiana ⁽⁶⁾	4,335	1,390	3,255	2,835	—	—
Medicine Hat, Alberta	1,230	770	—	810	—	—
Port Neal, Iowa	1,230	110	800	1,400	—	—
Verdigris, Oklahoma ⁽⁷⁾⁽⁸⁾	1,210	430	1,955	—	—	—
Woodward, Oklahoma	480	130	810	45	—	—
Yazoo City, Mississippi ⁽⁸⁾⁽⁹⁾	570	—	160	50	1,035	—
Courtright, Ontario ⁽⁸⁾⁽¹⁰⁾	500	265	345	160	—	—
Ince, U.K. ⁽¹¹⁾	380	20	—	—	575	385
Billingham, U.K. ⁽⁸⁾⁽¹⁰⁾	595	310	—	—	625	—
	10,530	3,425	7,325	5,300	2,235	385
Unconsolidated Affiliate						
Point Lisas, Trinidad ⁽¹²⁾	360	360	—	—	—	—
Total	10,890	3,785	7,325	5,300	2,235	385

(1) Average annual capacity includes allowance for normal outages and planned maintenance shutdowns.

(2) Gross ammonia capacity includes ammonia used to produce upgraded products. Net ammonia capacity is gross ammonia capacity less ammonia used to produce upgraded products based on the product mix shown in the table.

(3) Measured in tons of UAN containing 32% nitrogen by weight.

Urea is sold as granular urea from the Donaldsonville and Medicine Hat facilities, as urea liquor from the Woodward, Yazoo City and Courtright facilities and as either granular urea or urea liquor from the Port Neal facility. Urea liquor produced at the Yazoo City, Courtright, Woodward and Port Neal facilities can be sold as DEF.

(5) AN includes prilled products (Amtrate and IGAN) and AN solution produced for sale.

The Donaldsonville facility capacities present an estimated production mix. This facility is capable of producing

(6) between 2.4 million and 3.3 million tons of granular urea and between 1.2 million and 4.3 million tons of UAN annually.

(7) Represents 100% of the capacity of this facility.

(8) Reduction of UAN or AN production at the Yazoo City, Courtright, Verdigris and Billingham facilities can allow more merchant nitric acid to be made available for sale.

(9) The Yazoo City facility's production capacity depends on product mix. With the facility maximizing the production of AN products, 160,000 tons of UAN can be produced. UAN production can be increased to 450,000 tons by

reducing the production of AN to 900,000 tons.

- (10) Production of urea products at the Courtright facility can be increased by reducing UAN production.
- (11) The Ince facility's production capacity depends on product mix. The facility can increase production of NPKs to 550,000 tons by reducing AN production to 485,000 tons.
- (12) Represents our 50% interest in the capacity of PLNL.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

The following table summarizes our nitrogen fertilizer production volume for the last three years.

	December 31,		
	2016	2015	2014
	(tons in thousands)		
Ammonia ⁽¹⁾	8,307	7,673	7,011
Granular urea	3,368	2,520	2,347
UAN (32%)	6,698	5,888	5,939
AN	1,845	1,283	950

⁽¹⁾ Gross ammonia production, including amounts subsequently upgraded on-site into granular urea, UAN or AN. Donaldsonville, Louisiana

The Donaldsonville nitrogen fertilizer complex is the world's largest nitrogen fertilizer production facility. It has six ammonia plants, five urea plants, four nitric acid plants and three UAN plants. The complex, which is located on the Mississippi River, includes deep-water docking facilities, access to an ammonia pipeline, and truck and railroad loading capabilities. The complex has on-site storage for 160,000 tons of ammonia, 201,000 tons of UAN (measured on a 32% nitrogen content basis) and 173,000 tons of granular urea.

As part of our capacity expansion projects, the new Donaldsonville urea plant became operational during the fourth quarter of 2015. The new UAN plant was placed in service in the first quarter of 2016, and the new ammonia plant was placed in service in October 2016. For additional details regarding the capacity expansion projects, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Capacity Expansion Projects and Restricted Cash.

Medicine Hat, Alberta, Canada

Medicine Hat is the largest nitrogen fertilizer complex in Canada. It has two ammonia plants and one urea plant. The complex has on-site storage for 60,000 tons of ammonia and 60,000 tons of granular urea.

The complex is owned by CFL, which until April 30, 2013, was a variable interest entity which we consolidated in our financial statements. In April 2013, we purchased the remaining noncontrolling interest. CFL continues to be a wholly owned subsidiary.

Port Neal, Iowa

The Port Neal facility is located approximately 12 miles south of Sioux City, Iowa on the Missouri River. The facility consists of two ammonia plants, three urea plants, two nitric acid plants and a UAN plant. The location has on-site storage for 90,000 tons of ammonia, 154,000 tons of granular urea, and 81,000 tons of 32% UAN.

As part of our capacity expansion projects, both the ammonia and urea plants were placed in service in December 2016. For additional details regarding the capacity expansion projects, see Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Capacity Expansion Projects and Restricted Cash.

Verdigris, Oklahoma

The Verdigris facility is located northeast of Tulsa, Oklahoma, near the Verdigris River and is owned by TNLP. It is the second largest UAN production facility in North America. The facility comprises two ammonia plants, two nitric acid plants, two UAN plants and a port terminal. Through our approximately 75.3% interest in TNCLP and its subsidiary, TNLP, we operate the plants and lease the port terminal from the Tulsa-Rogers County Port Authority. The complex has on-site storage for 60,000 tons of ammonia and 100,000 tons of 32% UAN.

Woodward, Oklahoma

The Woodward facility is located in rural northwest Oklahoma and consists of an ammonia plant, two nitric acid plants, two urea plants and two UAN plants. The facility has on-site storage for 36,000 tons of ammonia and 84,000 tons of 32% UAN.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Yazoo City, Mississippi

The Yazoo City facility is located in central Mississippi and includes one ammonia plant, four nitric acid plants, an AN plant, two urea plants, a UAN plant and a dinitrogen tetroxide production and storage facility. The site has on-site storage for 50,000 tons of ammonia, 48,000 tons of 32% UAN and 11,000 tons of AN and related products.

Courtright, Ontario, Canada

The Courtright facility is located south of Sarnia, Ontario near the St. Clair River. The facility consists of an ammonia plant, a UAN plant, a nitric acid plant and a urea plant. The location has on-site storage for 64,000 tons of ammonia, 10,400 tons of granular urea and 16,000 tons of 32% UAN.

Ince, United Kingdom

The Ince facility is located in northwestern England and consists of an ammonia plant, three nitric acid plants, an AN plant and three NPK plants. The location has on-site storage for 11,000 tons of ammonia, 110,000 tons of AN, and 50,000 tons of NPKs.

Billingham, United Kingdom

The Billingham facility, located in the Teesside chemical area in northeastern England, is geographically split among three primary locations: the main site, which contains an ammonia plant, three nitric acid plants and a carbon dioxide plant; the Portrack site, approximately two miles away, which contains an AN fertilizer plant; and the North Tees site, approximately seven miles away, which contains an ammonia storage area. These locations collectively have on-site storage for 40,000 tons of ammonia and 128,000 tons of AN.

Point Lisas, Trinidad

The Point Lisas Nitrogen facility in the Republic of Trinidad and Tobago is owned jointly through a 50/50 venture with Koch Fertilizer LLC. This facility has the capacity to produce 720,000 tons of ammonia annually from natural gas supplied under a contract with the National Gas Company of Trinidad and Tobago (NGC).

Nitrogen Fertilizer Raw Materials

Natural gas is the principal raw material and primary fuel source used in the ammonia production process at our nitrogen fertilizer manufacturing facilities. In 2016, natural gas accounted for approximately 47% of our total production costs for nitrogen fertilizer products. Our nitrogen fertilizer manufacturing facilities have access to abundant, competitively-priced natural gas through a reliable network of pipelines that are connected to major natural gas trading hubs near the facilities. Our facilities utilize the following natural gas hubs: Henry Hub in Louisiana; SONAT in Louisiana; TETCO ELA in Louisiana; ONEOK in Oklahoma; AECO in Alberta; Ventura in Iowa; Demarcation in Kansas; Welcome in Minnesota; Dawn in Ontario; Parkway in Ontario; and the National Balancing Point (NBP) in the United Kingdom.

In 2016, our nitrogen manufacturing facilities consumed, in the aggregate, approximately 295 million MMBtus of natural gas. In 2017, the amount of natural gas consumed by our nitrogen manufacturing facilities will increase as a result of the completion of our capacity expansion projects. We employ a combination of spot and term purchases from a variety of quality suppliers to maintain a reliable, competitively-priced supply of natural gas. We also use certain financial instruments to hedge natural gas prices. See Note 15—Derivative Financial Instruments for additional information about our natural gas hedging activities.

Nitrogen Fertilizer Distribution

The safe, efficient and economical distribution of nitrogen fertilizer products is critical for successful operations. Our nitrogen fertilizer production facilities have access to multiple transportation modes by which we ship fertilizer products to terminals, warehouses and customers. Each of our production facilities has a unique distribution pattern based on its production capacity and location.

Our North American nitrogen production facilities can ship products via truck and rail to customers and our storage facilities in the U.S. and Canada, with access to our leased railcar fleet of approximately 5,700 tank and hopper cars, as well as railcars provided by rail carriers. Our United Kingdom nitrogen production facilities mainly ship products via truck.

The North American waterway system is also used extensively to ship products from our Donaldsonville, Verdigris and Yazoo City facilities. To ship ammonia and UAN, we employ a fleet of ten tow boats and thirty-two river barges,

which are

6

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

primarily leased. We also utilize contract marine services to move urea fertilizer. We can also export nitrogen fertilizer products via seagoing vessels from our Donaldsonville, Yazoo City, Billingham and Ince manufacturing facilities.

Three of our nitrogen production facilities also have access to pipelines for the transportation of ammonia. The Donaldsonville facility is connected to the 2,000-mile long Nustar pipeline through which we have the ability to transport ammonia to more than 20 terminals and shipping points in the midwestern U.S. corn belt. Our Verdigris and Port Neal facilities are connected to the 1,100-mile long Magellan ammonia pipeline that also serves the U.S. Midwest.

Phosphate Segment

The phosphate segment reflects the reported results of the phosphate business through March 17, 2014, plus the continuing sales of the phosphate inventory in the distribution network after March 17, 2014. The remaining phosphate inventory was sold in the second quarter of 2014; therefore, the phosphate segment does not have operating results subsequent to that quarter.

Our historical sales of phosphate fertilizer products are shown in the table below.

	2014	
	Tons	Net Sales
	(tons in thousands; dollars in millions)	
Phosphate Fertilizer Products		
DAP	372	\$ 127
MAP	115	41
Total	487	\$ 168

Gross margin for the phosphate segment was \$10 million for the year ended December 31, 2014.

Storage Facilities and Other Properties

As of December 31, 2016, we owned or leased space at 91 in-market storage terminals and warehouses located in a 23-state region of the United States, Canada and the United Kingdom. Including storage at our production facilities, we have an aggregate storage capacity for approximately 3.7 million tons of fertilizer. Our storage capabilities are summarized in the following table.

	Ammonia		Granular Urea		UAN ⁽¹⁾		AN	
	Number of Facilities	Capacity of (000 tons)	Number of Facilities	Capacity of (000 tons)	Number of Facilities	Capacity of (000 tons)	Number of Facilities	Capacity of (000 tons)
Plants	9	571	5	447	6	530	3	249
Terminal and Warehouse Locations								
Owned	22	810	1	200	8	219	—	—
Leased ⁽²⁾	4	130	1	9	55	576	—	—
Total In-Market	26	940	2	209	63	795	—	—
Total Storage Capacity		1,511		656		1,325		249

⁽¹⁾ Capacity is expressed as the equivalent volume of UAN measured on a 32% nitrogen content basis.

⁽²⁾ Our lease agreements are typically for periods of one to five years.

Customers

The principal customers for our nitrogen fertilizer and other nitrogen products are cooperatives, independent fertilizer distributors, farmers and industrial users. CHS was our largest customer in 2016 and accounted for approximately 12% of our consolidated net sales. Sales are generated by our internal marketing and sales force.

7

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Competition

Our markets are global and intensely competitive, based primarily on delivered price and, to a lesser extent, on customer service and product quality. During the peak demand periods, product availability and delivery time also play a role in the buying decisions of customers.

Our primary North American-based competitors include Agrium Inc., Koch Fertilizer LLC and Potash Corporation of Saskatchewan Inc. Additionally, Iowa Fertilizer Company and Yara BASF are expected to bring new North American nitrogen fertilizer production facilities on line in 2017. There is also significant competition from products sourced from other regions of the world, including some with lower natural gas or other feedstock costs. Because ammonia, urea and UAN are widely-traded fertilizer products and there are limited barriers to entry, we experience competition from foreign-sourced products continuously.

Our primary United Kingdom competition comes from imported products supplied by companies including Yara International, Origin Fertilisers, Bunn Fertiliser Limited (Koch), Ameropa, CHS and Helm. Urea and UAN are not produced in the United Kingdom, but along with AN are widely-traded fertilizer products with limited barriers to entry.

Seasonality

The fertilizer business is seasonal. The degree of seasonality of our business can change significantly from year to year due to conditions in the agricultural industry and other factors. The strongest demand for our products in North America occurs during the spring planting season, with a second period of strong demand following the fall harvest. We and our customers generally build inventories during the low demand periods of the year to ensure timely product availability during the peak sales seasons. Seasonality is greatest for ammonia due to the short application season and the limited ability of our customers and their customers to store significant quantities of this product. The seasonality of fertilizer demand generally results in our sales volumes and net sales being the highest during the spring and our working capital requirements being the highest just prior to the start of the spring planting season. Our quarterly financial results can vary significantly from one year to the next due to weather-related shifts in planting schedules and purchasing patterns.

Financial Information About Foreign and Domestic Sales and Operations

The amount of net sales attributable to our sales to foreign and domestic markets over the last three fiscal years and the carrying value of our foreign and domestic long-lived assets are set forth in Note 21—Segment Disclosures.

Environmental, Health and Safety

We are subject to numerous environmental, health and safety laws and regulations in the United States, Canada, the United Kingdom and the Republic of Trinidad and Tobago, including laws and regulations relating to the generation and handling of hazardous substances and wastes; the cleanup of hazardous substance releases; the discharge of regulated substances to air or water; and the demolition of existing plant sites upon permanent closure. In the United States, these laws include the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act (RCRA), the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), the Toxic Substances Control Act (TSCA) and various other federal, state, provincial, local and international statutes. Violations of environmental, health and safety laws can result in substantial penalties, court orders to install pollution-control equipment, civil and criminal sanctions, permit revocations and facility shutdowns. In addition, environmental, health and safety laws and regulations may impose joint and several liability, without regard to fault, for cleanup costs on potentially responsible parties who have released or disposed of hazardous substances into the environment. We may be subject to more stringent enforcement of existing or new environmental, health and safety laws in the future.

Environmental, Health and Safety Expenditures

Our environmental, health and safety capital expenditures in 2016 totaled approximately \$29 million. We estimate that we will have approximately \$37 million of capital expenditures for environmental, health and safety in 2017.

Environmental, health and safety laws and regulations are complex, change frequently and have tended to become more stringent over time. We expect that continued government and public emphasis on environmental issues will result in increased future expenditures for environmental controls at our operations. Such expenditures could have a material adverse effect on our business, financial condition, results of operations and cash flows. Additionally, future

environmental, health and safety laws and regulations or reinterpretation of current laws and regulations may require us to make substantial expenditures. Our costs to comply with, or any liabilities under, these laws and regulations could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Clean Air Act—Section 185 Fee

Our Donaldsonville nitrogen complex is located in a five-parish region near Baton Rouge, Louisiana that, as of 2005, was designated as being in "severe" nonattainment with respect to the national ambient air quality standard (NAAQS) for ozone (the 1-hour ozone standard) pursuant to the Federal Clean Air Act (the Act). Section 185 of the Act requires states, in their state implementation plans, to levy a fee (Section 185 fee) on major stationary sources (such as the Donaldsonville complex) located in a severe nonattainment area that did not meet the 1-hour ozone standard by November 30, 2005. See Note 20—Contingencies for additional information on the Section 185 fee.

Clean Air Act Information Request

On February 26, 2009, we received a letter from the Environmental Protection Agency (EPA) under Section 114 of the Act requesting information and copies of records relating to compliance with New Source Review and New Source Performance Standards at our Donaldsonville facility. See Note 20—Contingencies for additional information on the Clean Air Act Information Request.

CERCLA/Remediation Matters

From time to time, we receive notices from governmental agencies or third parties alleging that we are a potentially responsible party at certain cleanup sites under CERCLA or other environmental cleanup laws. In 2011, we received a notice from the Idaho Department of Environmental Quality (IDEQ) that alleged that we were a potentially responsible party for the cleanup of a former phosphate mine we owned in the late 1950s and early 1960s located in Georgetown Canyon, Idaho. The current owner of the property and a former mining contractor received similar notices for the site. We and the current owner are currently conducting a remedial investigation/feasibility study of the site. In 2015, we and several other parties received a notice that the U.S. Department of Interior and other trustees intend to undertake a natural resource damage assessment for a group of former phosphate mines in southeast Idaho, including the former Georgetown Canyon mine. See Note 20—Contingencies for additional information on the CERCLA/Remediation matters.

Regulation of Greenhouse Gases

We are subject to regulations in the United Kingdom, Canada and the United States concerning greenhouse gas (GHG) emissions.

The United Kingdom is a party to the Kyoto Protocol. As a result of agreements reached during a conference in Durban, South Africa in 2011, the Kyoto Protocol will continue in force for a second commitment period, which will expire by 2020. On December 12, 2015, 195 countries adopted by consensus a new international agreement known as the Paris Agreement. The Paris Agreement is intended to provide a framework pursuant to which the parties to the agreement will attempt to hold the increase in global average temperatures to below 2°C above pre-industrial levels and to pursue efforts to limit the temperature increase to 1.5°C above pre-industrial levels. The Paris Agreement, which has been accepted by the United States and ratified by Canada and the United Kingdom, went into effect in November 2016. The Paris Agreement could result in more aggressive efforts to reduce GHG emissions in the jurisdictions in which we operate.

The United Kingdom has adopted GHG emissions regulations, including regulations to implement the European Union Greenhouse Gas Trading System. Our U.K. manufacturing plants are required to report GHG emissions annually to the United Kingdom Environment Agency pursuant to their site Environmental Permits and Climate Change Agreement, which specify energy efficiency targets. Failure to meet efficiency targets may require these plants to purchase CO₂ emissions allowances. The steam boilers at each of our U.K. sites are also subject to the European Union Emissions Trading Scheme.

Canada withdrew from further participation in the Kyoto Protocol in December 2011, but is a party to the Paris Agreement. In Canada, we are required to conduct an annual review of our operations with respect to compliance with Environment Canada's National Pollutant Release Inventory and Ontario's Mandatory Monitoring and Reporting Regulation and the GHG Reporting Regulation. In October 2016, Canadian Prime Minister Justin Trudeau announced that his government will introduce a plan to put a price on carbon pollution, which plan would serve as a floor for the GHG emissions reduction requirements of the separate Canadian provinces and territories. The announced plan would impose a \$10 per ton (Canadian dollars) charge beginning in 2018, rising to \$50 per ton by 2022.

Ontario is party to the Western Climate Initiative (WCI), comprising California and several Canadian provinces. On January 1, 2017, Ontario launched its own GHG cap and trade program. Under this program, the Ontario government will set a hard limit on emissions, which will steadily decline annually. Facilities that generate more than 25,000 tonnes of GHG emissions per year will be required to participate in the cap and trade program and will require emissions allowances for every

9

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

tonne of GHG emitted. In 2018, the government of Ontario intends to link its cap and trade program with WCI. The current cap will mandate that, by 2020, GHG emissions decline by 15% below levels seen in 1990.

In Alberta, the Specified Gas Emitters Regulation (GHG Regulation) was implemented in 2007. This program requires facilities emitting more than 100,000 tons of GHGs per year to reduce emissions by 12% over such facilities' 2007 levels. To meet this requirement, companies can reduce emissions, purchase/use offset credits, or contribute to a technology fund at an annual rate of \$15 per ton of CO₂. Currently, our Medicine Hat facility's method of compliance is to make contributions to the technology fund. In June 2016, Alberta promulgated the Climate Leadership Implementation Act, which will impose a wide-ranging carbon tax. The carbon tax will be set at \$20 per ton (Canadian dollars) effective January 1, 2017, rise to \$30 per ton (Canadian dollars) effective January 1, 2018 and increase with the rate of inflation thereafter. Facilities such as ours that are subject to the existing specified gas emitters regulation will continue to be subject to this regulation in the near term, after which new product and sector-based performance standards (to be developed) will become effective.

The United States is not a party to the Kyoto Protocol, but is a party to the Paris Agreement. However, as a result of the recent presidential election, the United States may decide to withdraw from the Paris Agreement (or the United Nations Framework Convention on Climate Change, which would also result in withdrawal from the Paris Agreement) or, prior to taking such actions, could disregard its commitments under the Paris Agreement. The impact of such actions, if they take place, on the future implementation of the Paris Agreement is uncertain. In the United States, GHG regulation is evolving at state, regional and federal levels, although some of the more significant developments to date, including EPA's Clean Power Plan, do not directly impose obligations on our facilities. The EPA has issued a mandatory GHG reporting rule that required all of our U.S. manufacturing facilities to commence monitoring GHG emissions beginning on January 1, 2010 and report the previous year's emissions annually starting in 2011. In addition, if we seek to modify or expand any of our major facilities and as a result, are required to obtain a Prevention of Significant Deterioration (PSD) construction permit applicable to such facilities, we could be subject to pollution control requirements applicable to GHGs in addition to requirements applicable to conventional air pollutants. Such requirements may result in increased costs or delays in completing such projects. Other than the states' implementation of this permitting requirement, none of the states where our U.S. production facilities are located—Iowa, Louisiana, Mississippi, and Oklahoma—has proposed control regulations limiting GHG emissions.

New Source Performance Standards for Nitric Acid Plants

We operate 14 nitric acid plants in the United States. On August 14, 2012, the EPA issued a final regulation revising air emission standards applicable to newly constructed, reconstructed or modified nitric acid plants. The regulations will apply to these plants if and when we undertake activities or operations that are considered modifications, including physical changes that would allow us to increase our production capacity at these plants. The regulations include certain provisions that could make it difficult for us to meet the limits on emissions of nitrogen oxides (NO_x) notwithstanding pollution controls we may add to our plants, and accordingly, the regulations, could impact our ability to expand production at our existing plants. The EPA regulation did not include a limitation on emissions of nitrous oxide (a greenhouse gas).

Regulatory Permits and Approvals

We hold numerous environmental and other governmental permits and approvals authorizing operations at each of our facilities. A decision by a government agency to deny or delay issuing a new or renewed regulatory material permit or approval, or to revoke or substantially modify an existing material permit or approval, could have a material adverse effect on our ability to continue operations at the affected facility. Any future expansion of our existing operations is also predicated upon securing the necessary environmental or other permits or approvals. More stringent environmental standards may impact our ability to obtain such permits. On December 15, 2016, the EPA re-designated the Greater Baton Rouge Nonattainment Area (BRNA), where our Donaldsonville facility is located, to attainment with the 2008 8-hour ozone standard. However, on October 26, 2015, the EPA published a more stringent national ambient air quality standard for ozone. The State of Louisiana has recommended to the EPA that Baton Rouge be designated as nonattainment with the 2015 ozone standard. Such a classification (in the Baton Rouge area or in other areas where our manufacturing facilities are located) could result in more stringent air pollution emissions

limits for our existing operations and would also subject our facilities to more stringent requirements to obtain approvals for plant expansions, or could make it difficult to obtain such approvals. The EPA is supposed to designate areas under the 2015 standard by October 2017.

Employees

As of December 31, 2016, we employed approximately 2,900 full-time and 100 part-time employees.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

ITEM 1A. RISK FACTORS.

In addition to the other information contained in this Annual Report on Form 10-K, you should carefully consider the factors discussed below before deciding to invest in any of our securities. These risks and uncertainties could materially and adversely affect our business, financial condition, results of operations and cash flows.

Our business is cyclical, resulting in periods of industry oversupply during which our financial condition, results of operations and cash flows tend to be negatively affected.

Historically, selling prices for our products have fluctuated in response to periodic changes in supply and demand conditions. Demand is affected by planted acreage, crop selection and fertilizer application rates, driven by population growth, changes in dietary habits and non-food usage of crops, such as the production of ethanol and other biofuels, among other things. Supply is affected by available capacity and operating rates, raw material costs and availability, government policies and global trade.

Periods of strong demand, high capacity utilization and increasing operating margins tend to stimulate global investment in production capacity. The construction of new nitrogen fertilizer manufacturing capacity in the industry, plus improvements to increase output from the existing production assets, increase nitrogen supply and affect the supply and demand balance. In recent years, fertilizer producers, including CF Holdings, have built new production facilities or expanded capacity of existing production assets, or announced plans to do so. In the current environment, global nitrogen fertilizer supply has increased faster than global nitrogen fertilizer demand, creating a global nitrogen fertilizer oversupply leading to lower nitrogen fertilizer selling prices. Lower global production costs driven by lower feedstock costs and foreign exchange rate changes, and reduced ocean freight costs, have further contributed to the lower priced environment.

Selling prices reached multi-year lows in 2016. The average selling price for our products in 2016 was \$217 per ton compared to \$314 per ton in 2015, a decline of 31%.

Additional production capacity is expected to come on line over the next twelve months. We cannot predict the extent to which the current oversupply environment, global or local economic and financial conditions or changes in such conditions, or other factors may cause delays, cancellation or acceleration of other announced and/or ongoing projects. We expect the lower priced environment to continue until global supply and demand become more balanced through a combination of continued demand growth and supply reductions as producers respond to lower realized margins by taking higher cost production facilities off line.

During periods of industry oversupply, our financial condition, results of operations and cash flows tend to be affected negatively as the price at which we sell our products typically declines, resulting in possible reduced profit margins, write-downs in the value of our inventory and temporary or permanent curtailments of production. Our financial performance, credit ratings and the trading price for our common stock have been negatively impacted by the lower selling prices resulting from the current global oversupply of nitrogen fertilizer. The period of time that these conditions will persist and the degree to which they will impact our business, financial condition, results of operations and cash flows is uncertain.

Our products are global commodities, and we face intense global competition from other fertilizer producers.

We are subject to intense price competition from our competitors. Most fertilizers are global commodities, with little or no product differentiation, and customers make their purchasing decisions principally on the basis of delivered price and to a lesser extent on customer service and product quality.

We compete with many producers, including state-owned and government-subsidized entities. Consolidation in the industry has increased, and future consolidation is expected to further increase, the resources of several of our competitors. For example, in September 2016, our competitors Agrium Inc. and Potash Corporation of Saskatchewan Inc. announced plans to merge. Some of our competitors have greater total resources and are less dependent on earnings from fertilizer sales, which make them less vulnerable to industry downturns and better positioned to pursue new expansion and development opportunities. Furthermore, certain governments as owners of some of our competitors may be willing to accept lower prices and profitability on their products in order to support domestic employment or other political or social goals. Our competitive position could suffer to the extent we are not able to expand our own resources, either through investments in new or existing operations or through acquisitions, joint

ventures or partnerships.

China, the world's largest producer and consumer of nitrogen fertilizers, currently has significant capacity surplus and many high-cost plants. As a result, the domestic nitrogen industry in China is operating at low rates. If Chinese government policy, devaluation of the Chinese renminbi or decreases in Chinese producers' underlying costs such as the price of Chinese coal encourage increased production capacity utilization, any resulting export volume could adversely affect the balance

11

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

between global supply and demand and may put downward pressure on global fertilizer prices, which could materially adversely affect our business, financial condition, results of operations and cash flows.

Our competitors in Russia have significant nitrogen fertilizer export capacity and continue to benefit from non-market pricing of natural gas, which allows them to increase exports at aggressive prices, depending on market conditions.

The 2016 revocations of U.S. antidumping measures on solid urea and fertilizer grade ammonium nitrate from Russia could lead to significant increases in imports from that country.

We also face competition from other fertilizer producers in the Middle East, Europe and Latin America, who, depending on market conditions, fluctuating input prices, geographic location and freight economics, may take actions at times with respect to price or selling volumes that adversely affect our business, financial condition, results of operations and cash flows.

A decline in agricultural production or limitations on the use of our products for agricultural purposes could materially adversely affect the demand for our products.

Conditions in U.S., European and other global agriculture areas significantly impact our operating results. Agricultural planted areas and production can be affected by a number of factors, including weather patterns and field conditions, current and projected grain inventories and prices, demand for agricultural products and governmental policies regarding trade in agricultural products. These factors are outside of our control.

Governmental policies, including farm and biofuel subsidies and commodity support programs, as well as the prices of fertilizer products, may also directly or indirectly influence the number of acres planted, the mix of crops planted and the use of fertilizers for particular agricultural applications. Ethanol production in the United States contributes significantly to corn demand, due in part to federal legislation mandating use of renewable fuels. An increase in ethanol production has led to an increase in the amount of corn grown in the United States and to increased fertilizer usage on both corn and other crops that have also benefited from improved farm economics. While the current Renewable Fuel Standard (RFS) encourages continued high levels of corn-based ethanol production, a continuing “food versus fuel” debate and other factors have resulted in calls to eliminate or reduce the renewable fuel mandate, or to eliminate or reduce corn-based ethanol as part of the renewable fuel mandate. This could have an adverse effect on corn-based ethanol production, planted corn acreage and fertilizer demand.

Developments in crop technology, such as nitrogen fixation, the conversion of atmospheric nitrogen into compounds that plants can assimilate, or nitrogen-efficient varieties, could also reduce the use of chemical fertilizers and adversely affect the demand for our products. Widespread adoption of emerging application technologies could disrupt traditional application practices, affecting the volume or types of products used and timing of applications. In addition, from time to time various state legislatures have considered limitations on the use and application of chemical fertilizers due to concerns about the impact of these products on the environment. Any reduction in the demand for chemical fertilizer products, including any limitation on the use and application of chemical fertilizer, could affect the demand for our products, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our business is dependent on natural gas, the prices of which are subject to volatility.

Natural gas is the principal raw material used to produce nitrogen fertilizers. We use natural gas both as a chemical feedstock and as a fuel to produce ammonia, granular urea, urea ammonium nitrate solution (UAN), ammonium nitrate (AN) and other nitrogen products.

Because most of our nitrogen fertilizer manufacturing facilities are located in the United States and Canada, North American natural gas comprises a significant portion of the total production cost of our products. The price of natural gas in North America has been volatile in recent years. During 2016, the daily closing price at the Henry Hub, the most heavily-traded natural gas pricing point in North America, reached a low of \$1.49 per MMBtu on three consecutive days in March 2016 and a high of \$3.77 per MMBtu on December 8, 2016. During the three-year period ended December 31, 2016, the daily closing price at the Henry Hub reached a low of \$1.49 per MMBtu on three consecutive days in March 2016 and a high of \$7.94 per MMBtu on March 5, 2014.

We also have manufacturing facilities located in the United Kingdom. These facilities are subject to fluctuations associated with the price of natural gas in Europe. The major natural gas trading point for the United Kingdom is the

National Balancing Point. During 2016, the daily closing price at NBP reached a low of \$2.80 per MMBtu on September 1, September 12 and September 14, 2016 and a high of \$6.60 per MMBtu on December 30, 2016. During the three-year period ended December 31, 2016, the daily closing price at NBP reached a low of \$2.80 per MMBtu on September 1, September 12 and September 14, 2016 and a high of \$11.10 per MMBtu on January 8, 2014.

12

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Changes in the supply of and demand for natural gas can lead to periods of volatile natural gas prices. If high prices were to occur during a period of low fertilizer selling prices, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

The price of natural gas in North America and worldwide has been volatile in recent years and has declined on average due in part to the development of significant natural gas reserves, including shale gas, and the rapid improvement in shale gas extraction techniques, such as hydraulic fracturing and horizontal drilling. Future production of natural gas from shale formations could be reduced by regulatory changes that restrict drilling or hydraulic fracturing or increase its cost or by reduction in oil exploration and development prompted by lower oil prices and resulting in production of less associated gas. Additionally, increased demand for natural gas, particularly in the Gulf Coast Region, due to increased industrial demand and increased natural gas exports could result in increased natural gas prices. If such reduced production or increased demand were to occur, or if other developments adversely impact the supply/demand balance for natural gas in the United States or elsewhere, natural gas prices could rise, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our operations and those of our joint venture are dependent upon raw materials provided by third parties, and any delay or interruption in the delivery of raw materials may adversely affect our business.

We and our joint venture use natural gas and other raw materials in the manufacture of fertilizers. We purchase the natural gas and other raw materials from third party suppliers. Our natural gas is transported by pipeline to our facilities and those of our joint venture by third party transportation providers or through the use of facilities owned by third parties. Delays or interruptions in the delivery of natural gas or other raw materials may be caused by, among other things, severe weather or natural disasters, unscheduled downtime, labor difficulties, insolvency of our suppliers or their inability to meet existing contractual arrangements, deliberate sabotage and terrorist incidents, or mechanical failures. Our joint venture, Point Lisas Nitrogen Limited, has experienced numerous natural gas curtailments as discussed in the risk factor below titled "We are exposed to risks associated with our joint venture." In addition, the transport of natural gas by pipeline is subject to additional risks, including delays or interruptions caused by capacity constraints, leaks or ruptures. Any delay or interruption in the delivery of natural gas or other raw materials, even for a limited period, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our transportation and distribution activities rely on third party providers and are subject to environmental, safety and regulatory oversight. This exposes us to risks and uncertainties beyond our control that may adversely affect our operations and exposes us to additional liability.

We rely on railroad, truck, pipeline, river barge and ocean vessel companies to transport raw materials to our manufacturing facilities, to coordinate and deliver finished products to our distribution system and to ship finished products to our customers. We also lease rail cars in order to ship raw materials and finished products. These transportation operations, equipment and services are subject to various hazards, including adverse operating conditions on the inland waterway system, extreme weather conditions, system failures, work stoppages, delays, accidents such as spills and derailments and other accidents and operating hazards. Additionally, due to the aging infrastructure of certain bridges, roadways, rail lines, river locks, and equipment that our third party service providers utilize, we may experience delays in both the receipt of raw materials or the shipment of finished product while repairs, maintenance or replacement activities are conducted. Also, certain third party service providers, particularly railroads, have experienced periodic service slowdowns due to capacity constraints in their systems which impact the shipping times of our products.

These transportation operations, equipment and services are also subject to environmental, safety, and regulatory oversight. Due to concerns related to accidents, discharges or other releases of hazardous substances, terrorism or the potential use of fertilizers as explosives, governmental entities could implement new regulations affecting the transportation of raw materials or finished products.

If shipping of our products is delayed or we are unable to obtain raw materials as a result of these transportation companies' failure to operate properly, or if new and more stringent regulatory requirements are implemented affecting

transportation operations or equipment, or if there are significant increases in the cost of these services or equipment, our revenues and cost of operations could be adversely affected. In addition, increases in our transportation costs, or changes in such costs relative to transportation costs incurred by our competitors, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

In the United States and Canada, the railroad industry continues various efforts to limit the railroads' potential liability stemming from the transportation of Toxic Inhalation Hazard materials, such as the anhydrous ammonia we transport to and from our manufacturing and distribution facilities. For example, various railroads have implemented tariffs that include

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

provisions that purport to shift liability to shippers to the extent that liabilities arise from third parties with insufficient resources. If successful, these initiatives could materially and adversely affect our operating expenses and potentially our ability to transport anhydrous ammonia and increase our liability for releases of our anhydrous ammonia while in the care, custody and control of the railroads, for which our insurance may be insufficient or unavailable. New regulations also could be implemented affecting the equipment used to ship our raw materials or finished products. Increases in transportation costs, or changes in such costs relative to transportation costs incurred by our competitors, and any railroad industry initiatives that may impact our ability to transport our products, could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our operations and the production and handling of our products involve significant risks and hazards. We are not fully insured against all potential hazards and risks incident to our business. Therefore, our insurance coverage may not adequately cover our losses.

Our operations are subject to hazards inherent in the manufacture, transportation, storage and distribution of chemical products, including ammonia, which is highly toxic and corrosive. These hazards include: explosions; fires; severe weather and natural disasters; train derailments, collisions, vessel groundings and other transportation and maritime incidents; leaks and ruptures involving storage tanks, pipelines and rail cars; spills, discharges and releases of toxic or hazardous substances or gases; deliberate sabotage and terrorist incidents; mechanical failures; unscheduled plant downtime; labor difficulties and other risks. Some of these hazards can cause bodily injury and loss of life, severe damage to or destruction of property and equipment and environmental damage, and may result in suspension of operations and the imposition of civil or criminal penalties and liabilities.

We maintain property, business interruption, casualty and liability insurance policies, but we are not fully insured against all potential hazards and risks incident to our business. If we were to incur significant liability for which we were not fully insured, it could have a material adverse effect on our business, financial condition, results of operations and cash flows. We are subject to various self-retentions, deductibles and limits under these insurance policies. The policies also contain exclusions and conditions that could have a material adverse impact on our ability to receive indemnification thereunder. Our policies are generally renewed annually. As a result of market conditions, our premiums, self-retentions and deductibles for certain insurance policies can increase substantially and, in some instances, certain insurance may become unavailable or available only for reduced amounts of coverage. In addition, significantly increased costs could lead us to decide to reduce, or possibly eliminate, coverage. There can be no assurance that we will be able to buy and maintain insurance with adequate limits and reasonable pricing terms and conditions.

In April 2013, there was a fire and explosion at the West Fertilizer Co. fertilizer storage and distribution facility in West, Texas. According to published reports, 15 people were killed and approximately 200 people were injured in the incident, and the fire and explosion damaged or destroyed a number of homes and buildings around the facility. Various subsidiaries of CF Industries Holdings, Inc. (the CF Entities) have been named as defendants along with other companies in lawsuits filed in 2013, 2014 and 2015 in the District Court of McLennan County, Texas by the City of West, individual residents of the County and other parties seeking recovery for damages allegedly sustained as a result of the explosion. The cases have been consolidated for discovery and pretrial proceedings in the District Court of McLennan County under the caption "In re: West Explosion Cases." The two-year statute of limitations expired on April 17, 2015. As of that date, over 400 plaintiffs had filed claims, including at least 9 entities, 325 individuals, and 80 insurance companies. Plaintiffs allege various theories of negligence, strict liability, and breach of warranty under Texas law. Although we do not own or operate the facility or directly sell our products to West Fertilizer Co., products that the CF Entities have manufactured and sold to others have been delivered to the facility and may have been stored at the West facility at the time of the incident. The Court granted in part and denied in part the CF Entities' Motions for Summary Judgment in August 2015. Thirty-four cases have been resolved pursuant to confidential settlements fully funded by insurance. The remaining cases are in various stages of discovery and pre-trial proceedings. The next group of cases was reset for trial beginning on April 3, 2017. We believe we have strong legal and factual defenses and intend to continue defending the CF Entities vigorously in the pending lawsuits. The increased focus on the risks associated with fertilizers as a result of the incident could impact the regulatory environment and requirements

applicable to fertilizer manufacturing and storage facilities.

14

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Our substantial indebtedness could adversely affect our cash flow, prevent us from fulfilling our obligations and impair our ability to pursue or achieve other business objectives.

As of December 31, 2016, we had approximately \$5.78 billion of total funded indebtedness, consisting primarily of secured and unsecured senior notes with varying maturity dates between 2018 and 2044, or approximately 47% of our total capitalization, and an additional \$695 million of senior secured borrowing availability (reflecting no outstanding borrowings and \$55 million of outstanding letters of credit) under our senior secured revolving credit agreement (as amended, the Revolving Credit Agreement). Our substantial debt service obligations will have an impact on our earnings and cash flow for so long as the indebtedness is outstanding.

Our substantial indebtedness could, through the operation of the financial and other restrictive covenants to which we are subject under the agreements and instruments governing that indebtedness and otherwise, have important consequences. For example, it could:

make it more difficult for us to pay or refinance our debts as they become due during adverse economic and industry conditions because any related decrease in revenues could cause us not to have sufficient cash flows from operations to make our scheduled debt payments;

cause us to be less able to take advantage of significant business opportunities, such as acquisition opportunities, and to react to changes in market or industry conditions;

- cause us to use a portion of our cash flow from operations for debt service, reducing the availability of cash to fund working capital and capital expenditures, and other business activities;

cause us to be more vulnerable to general adverse economic and industry conditions;

expose us to the risk of increased interest rates because certain of our borrowings, including borrowings under our Revolving Credit Agreement, could be at variable rates of interest;

make us more leveraged than some of our competitors, which could place us at a competitive disadvantage;

- restrict our investments in our subsidiaries, which could limit our ability to fund certain of our businesses;

restrict our ability to dispose of assets or otherwise restrict our use of funds from the disposal of assets;

restrict our ability to pay dividends on our common stock or utilize excess cash to repurchase shares of our common stock;

limit our ability to borrow additional monies in the future to fund working capital, capital expenditures and other general corporate purposes; and

result in a downgrade in the credit rating of our indebtedness which could increase the cost of further borrowings.

We expect to consider options to refinance our outstanding indebtedness from time to time. Our ability to obtain any financing, whether through the issuance of new debt securities or otherwise, and the terms of any such financing are dependent on, among other things, our financial condition, financial market conditions within our industry and generally, credit ratings and numerous other factors, including factors beyond our control. Consequently, in the event that we need to access the credit markets, including to refinance our debt, there can be no assurance that we will be able to obtain financing on acceptable terms or within an acceptable timeframe, if at all. An inability to obtain financing with acceptable terms when needed could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our Revolving Credit Agreement and the terms of our outstanding indebtedness impose significant operating and financial restrictions on us and our subsidiaries, which may prevent us from capitalizing on business opportunities.

Our Revolving Credit Agreement imposes significant operating and financial restrictions on us. These restrictions include covenants limiting our ability and the ability of our subsidiaries (other than certain excluded subsidiaries) to, among other things:

incur additional indebtedness or guarantee indebtedness;

pay dividends on, repurchase or make distributions in respect of their capital stock or make other restricted payments;

make certain investments or acquisitions;

sell, transfer or otherwise convey certain assets;

create liens;

consolidate, merge, sell or otherwise dispose of all or substantially all of our and our restricted subsidiaries' assets; and prepay certain kinds of indebtedness.

In addition, our Revolving Credit Agreement requires us to comply with consolidated interest coverage ratio, total debt to capital ratio, and consolidated secured leverage ratio maintenance covenants.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Certain of these restrictions could be suspended if and for so long as we satisfy certain investment grade corporate rating and consolidated leverage tests. However, we cannot assure you that we will meet these tests or, if we do, that we will be able to maintain compliance with those conditions.

As a result of these restrictions and covenants under our existing indebtedness, including our senior secured notes, we are limited as to how we conduct our business and we may be unable to raise additional debt financing to compete effectively or to take advantage of new business opportunities. The terms of any future indebtedness we may incur could include additional or more restrictive covenants. We cannot assure you that we will be able to maintain compliance with the covenants under the terms of our indebtedness or, if we fail to do so, that we will be able to obtain waivers from the lenders and/or amend such covenants.

We may incur additional indebtedness in the future.

The terms of our existing indebtedness allow us to incur additional debt in the future, including additional secured and unsecured indebtedness. The indentures governing our senior secured notes do not limit incurrence by us of additional unsecured indebtedness, and will permit us to incur additional secured indebtedness subject to certain restrictions.

Although our Revolving Credit Agreement contains restrictions on our ability to incur additional secured and unsecured indebtedness, these restrictions are subject to exceptions and qualifications, which allow us to incur additional secured and unsecured indebtedness in limited amounts. If we incur additional indebtedness, the risks that we face as a result of our leverage could intensify. If our financial condition or operating results deteriorate, our relations with our creditors, including the holders of our outstanding debt securities, the lenders under our Revolving Credit Agreement and our suppliers, may be materially and adversely affected.

A breach of the covenants under any of the agreements governing our indebtedness could result in an event of default under such agreements.

Our ability to comply with the covenants in the agreements and instruments governing our indebtedness will depend upon our future performance and various other factors, such as market prices for our fertilizer products, natural gas prices and other business, competitive and regulatory factors, many of which are beyond our control. We may not be able to maintain compliance with all of these covenants. In that event, we would need to seek an amendment to our debt agreements or would need to refinance our indebtedness. There can be no assurance that we can obtain future amendments or waivers of our debt agreements and instruments, or refinance our debt, and, even if we were able to do so, such relief might only last for a limited period, potentially necessitating additional amendments, waivers or refinancings. Any noncompliance by us with the covenants under our debt agreements and instruments could result in an event of default under those debt agreements and instruments. An event of default under an agreement or instrument governing any of our indebtedness may allow our creditors to accelerate the related debt and may result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies. If our lenders or holders of our debt securities accelerate the repayment of borrowings, we may be forced to liquidate certain assets to repay all or part of our indebtedness, which could materially and adversely impair our business operations. An event of default under our Revolving Credit Agreement would permit the lenders thereunder to terminate all commitments to extend further credit under our Revolving Credit Agreement. Furthermore, our Revolving Credit Agreement and senior secured notes provide for liens on specified collateral to secure our obligations thereunder, and if we were unable to repay amounts due and payable under our Revolving Credit Agreement or the senior secured notes, our Revolving Credit Agreement lenders or holders of the senior secured notes, as applicable, could proceed against the collateral granted to them, which could have a material adverse effect on our business, financial condition and results of operations. In the event our creditors accelerate the repayment of our indebtedness, we cannot assure that we would have sufficient assets to make such repayment.

Potential future downgrades of our credit ratings could adversely affect our access to capital and could otherwise have a material adverse effect on us.

In October 2016, each of the three credit rating agencies reviewed our corporate credit rating as follows. S&P Global Ratings reduced our corporate credit rating to BB+ from BBB- and indicated the outlook was negative; Moody's Investors Service, Inc. reduced our corporate credit rating to Baa3 from Baa2 and indicated the rating was under further review; and Fitch Ratings, Inc. reduced our corporate credit rating to BB+ from BBB and indicated the outlook

was stable. In November 2016 Moody's Investors Service, Inc. further reduced our corporate credit rating to Ba2 from Baa3 and updated the outlook to stable. These ratings and our current credit condition affect, among other things, our ability to access new capital, especially debt, and negative changes in these ratings may result in more stringent covenants and higher interest rates under the terms of any new debt. Our credit ratings could be downgraded or rating agencies could issue adverse commentaries in the future, which could have a material adverse effect on our business, results of operations, financial condition and liquidity. In particular, a weakening of our financial condition, including a significant increase in our leverage or decrease in our profitability or cash flows, could adversely affect our ability to obtain necessary funds, result in a credit rating downgrade or change in outlook, or otherwise increase our cost of borrowing.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Cyber security risks could result in disruptions in business operations and adverse operating results.

We rely on information technology and computer control systems in many aspects of our business, including internal and external communications, the management of our accounting, financial and supply chain functions and plant operations. Business and supply chain disruptions, plant and utility outages and information technology system and network disruptions due to cyber attacks could seriously harm our operations and materially adversely affect our operating results. Cyber security risks include attacks on information technology and infrastructure by hackers, damage or loss of information due to viruses, the unintended disclosure of confidential information, the misuse or loss of control over computer control systems, and breaches due to employee error. Our exposure to cyber security risks includes exposure through third parties on whose systems we place significant reliance for the conduct of our business. We routinely review and implement security procedures and measures in order to protect our systems and information from being vulnerable to evolving cyber attacks. We believe these measures and procedures are appropriate. However, we may not have the resources or technical sophistication to anticipate, prevent, or recover from rapidly evolving types of cyber attacks. Compromises to our information and control systems could have severe financial and other business implications.

Adverse weather conditions may decrease demand for our fertilizer products, increase the cost of natural gas or materially disrupt our operations.

Weather conditions that delay or disrupt field work during the planting, growing, harvesting or application periods may cause agricultural customers to use different forms of nitrogen fertilizer, which may adversely affect demand for the forms that we sell or may impede farmers from applying our fertilizers until the following application period, resulting in lower demand for our products.

Adverse weather conditions during or following harvest may delay or eliminate opportunities to apply fertilizer in the fall. Weather can also have an adverse effect on crop yields, which could lower the income of growers and impair their ability to purchase fertilizer from our customers. Our quarterly financial results can vary significantly from one year to the next due to weather-related shifts in planting schedules and purchasing patterns.

Weather conditions or, in certain cases, weather forecasts, also can affect the price of natural gas, the principal raw material used to make our nitrogen fertilizer products. Colder than normal winters and warmer than normal summers increase the demand for natural gas for power generation and for residential and industrial use, which can increase the cost and/or decrease the availability of natural gas. In addition, adverse weather events such as very low temperatures leading to well freeze-offs or hurricanes affecting the Gulf of Mexico coastal states can impact the supply of natural gas and cause prices to rise.

Our ability to use our tax net operating losses and certain other tax assets to offset taxable income could be negatively impacted if there is a change in our ownership.

We estimate that we generated a federal tax net operating loss of approximately \$2 billion in 2016, arising primarily from accelerated federal tax depreciation and federal bonus depreciation on our capital projects. In addition, we generated significant state income tax loss carryforwards and credit carryforwards as a result of state tax depreciation and loss carryforwards, as well as foreign tax credit carryforwards. We project that we will generate additional federal tax loss carryforwards in 2017 primarily arising from accelerated federal tax depreciation on our capital projects. Our ability to use our tax net operating losses, tax credits and certain other tax assets (the Tax Benefits) to offset taxable income could be substantially limited if we experienced an “ownership change” as defined under Section 382 of the Internal Revenue Code and related Internal Revenue Service (IRS) pronouncements. In general, an ownership change would occur if the Company’s “5-percent shareholders,” as defined under Section 382, collectively increase their ownership in the Company by more than 50 percentage points during the relevant testing period. Additionally, various states have similar limitations on the use of state net operating losses following an ownership change.

If an ownership change occurs, our ability to use our Tax Benefits to reduce taxable income is generally limited to an annual amount equal to (1) the fair market value of our stock immediately prior to the ownership change multiplied by the long-term tax-exempt interest rate plus (2) built-in gains on certain assets held prior to the ownership change that are recognized during the five-year period following the ownership change.

On September 6, 2016, the Board adopted a tax benefits preservation plan (the Plan) designed to preserve our ability to utilize our Tax Benefits. Although the Plan is intended to reduce the likelihood of an ownership change that could adversely affect us, there is no assurance that the restrictions on transferability in the Plan will prevent all transfers that could result in such an ownership change.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

In addition, we intend to file a claim to carry back federal and state tax losses from 2016 to prior income tax years and receive a refund of federal and state taxes paid in those prior years. We currently estimate that the amount of this refund will be approximately \$800 million and expect to receive it in the third quarter of 2017. The majority of the refund relates to accelerated depreciation on the Donaldsonville and Port Neal capacity expansion projects and certain 2016 operating losses and other expenditures.

Tax matters, including changes in tax laws or rates, adverse determinations by taxing authorities and imposition of new taxes could adversely affect our results of operations and financial condition.

We are subject to taxes in the United States, where most of our operations are located, and numerous foreign jurisdictions where our subsidiaries are organized. Tax rates in various jurisdictions in which we operate may be subject to significant change. Our future effective tax rate could be affected by changes in our mix of earnings from countries with differing statutory tax rates and tax systems, changes in valuation of deferred tax assets and liabilities or changes in tax laws or their interpretation.

We are also subject to regular reviews, examinations and audits by the IRS and other taxing authorities with respect to taxes inside and outside of the United States. Although we believe our tax estimates are reasonable, if a taxing authority disagrees with the positions we have taken, we could face additional tax liability, including interest and penalties. There can be no assurance that payment of such additional amounts upon final adjudication of any disputes will not have a material impact on our results of operations and financial condition.

We have used the cash we generate outside the United States primarily to fund development of our business in non-U.S. jurisdictions. If the funds generated by our U.S. business are not sufficient to meet our need for cash in the United States, we may need to repatriate a portion of our future international earnings to the United States. Under current U.S. tax laws, those international earnings would be subject to U.S. tax, and the repatriation of those earnings could result in an increase in our worldwide effective tax rate and an increase in our use of cash to pay U.S. income taxes.

We also need to comply with other new, evolving or revised tax laws and regulations. The enactment of, or increases in, tariffs or value added taxes, or other changes in the application of existing taxes, in markets in which we are currently active, or may be active in the future, or on specific products that we sell or with which our products compete, could have an adverse effect on our results of operations and financial condition.

The rules dealing with U.S. federal income taxation are continually under review by Congress, the IRS and the U.S. Department of the Treasury. According to publicly released statements, a top legislative priority of the new Congress and administration may be to enact significant reform of the Internal Revenue Code, including, but not limited to, significant changes to the taxation of business entities and the deductibility of interest expense and capital investment. There is a substantial lack of clarity as to the likelihood, timing and details of any such tax reform and the impact of any potential tax reform on us, and we cannot, at this time, determine whether any such changes will adversely affect us or our taxation.

We may not be successful in the expansion of our business.

We routinely consider possible expansions of our business, both within the United States and elsewhere. Major investments in our business, including as a result of acquisitions, partnerships, joint ventures, business combination transactions or other major investments require significant managerial resources, the diversion of which from our other activities may impair the operation of our business. We may be unable to identify or successfully compete for certain acquisition targets, which may hinder or prevent us from acquiring a target or completing other transactions. The risks of any expansion of our business through investments, acquisitions, partnerships, joint ventures or business combination transactions are increased due to the significant capital and other resources that we may have to commit to any such expansion, which may not be recoverable if the expansion initiative to which they were devoted is ultimately not implemented. As a result of these and other factors, including general economic risk, we may not be able to realize our projected returns from any future acquisitions, partnerships, joint ventures, business combination transactions or other major investments. Among the risks associated with the pursuit and consummation of acquisitions, partnerships, joint ventures or other major investments or business combination transactions are those involving:

- difficulties in integrating the parties' operations, systems, technologies, products and personnel;
- incurrance of significant transaction-related expenses;
- potential integration or restructuring costs;
- potential impairment charges related to the goodwill, intangible assets or other assets to which any such transaction relates, in the event that the economic benefits of such transaction prove to be less than anticipated;
- other unanticipated costs associated with such transactions;
- our ability to achieve operating and financial efficiencies, synergies and cost savings;
- our ability to obtain the desired financial or strategic benefits from any such transaction;

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

the parties' ability to retain key business relationships, including relationships with employees, customers, partners and suppliers;

potential loss of key personnel;

entry into markets or involvement with products with which we have limited current or prior experience or in which competitors may have stronger positions;

assumption of contingent liabilities, including litigation;

exposure to unanticipated liabilities;

differences in the parties' internal control environments, which may require significant time and resources to resolve in conformity with applicable legal and accounting standards;

increased scope, geographic diversity and complexity of our operations;

the tax effects of any such transaction; and

the potential for costly and time-consuming litigation, including stockholder lawsuits.

International acquisitions, partnerships, joint ventures, business combinations or investments and other international expansions of our business involve additional risks and uncertainties, including, but not limited to:

the impact of particular economic, tax, currency, political, legal and regulatory risks associated with specific countries;

challenges caused by distance and by language and cultural differences;

difficulties and costs of complying with a wide variety of complex laws, treaties and regulations;

unexpected changes in regulatory environments;

political and economic instability, including the possibility for civil unrest;

nationalization of properties by foreign governments;

tax rates that may exceed those in the United States, and earnings that may be subject to withholding requirements;

the imposition of tariffs, exchange controls or other restrictions; and

the impact of currency exchange rate fluctuations.

If we finance acquisitions, partnerships, joint ventures, business combination transactions or other major investments by issuing equity or convertible or other debt securities or loans, our existing stockholders may be diluted or we could face constraints under the terms of, and as a result of the repayment and debt-service obligations under, the additional indebtedness. A business combination transaction between us and another company could result in our stockholders receiving cash or shares of another entity on terms that such stockholders may not consider desirable. Moreover, the regulatory approvals associated with a business combination may result in divestitures or other changes to our business, the effects of which are difficult to predict.

We are subject to numerous environmental, health and safety laws, regulations and permitting requirements, as well as potential environmental liabilities, which may require us to make substantial expenditures.

We are subject to numerous environmental, health and safety laws and regulations in the United States, Canada, the United Kingdom and the Republic of Trinidad and Tobago, including laws and regulations relating to the generation and handling of hazardous substances and wastes; the cleanup of hazardous substance releases; the discharge of regulated substances to air or water; and the demolition of existing plant sites upon permanent closure. In the United States, these laws include the Clean Air Act, the Clean Water Act, the Resource Conservation and Recovery Act, the Comprehensive Environmental Response, Compensation and Liability Act, the Toxic Substances Control Act and various other federal, state, provincial, local and international statutes.

As a fertilizer company working with hazardous substances, our business faces risks of spills, discharges or other releases of those substances into the environment. Certain environmental laws, including CERCLA, impose joint and several liability, without regard to fault, for cleanup costs on persons who have disposed of or released hazardous substances into the environment. Given the nature of our business, we have incurred, are incurring currently, and are likely to incur periodically in the future, liabilities under CERCLA and other environmental cleanup laws at our current facilities or facilities previously owned by us or other acquired businesses, adjacent or nearby third-party facilities or offsite disposal locations. The costs associated with future cleanup activities that we may be required to conduct or finance may be material. Additionally, we may become liable to third parties for damages, including

personal injury and property damage, resulting from the disposal or release of hazardous substances into the environment.

Violations of environmental, health and safety laws can result in substantial penalties, court orders to install pollution-control equipment, civil and criminal sanctions, permit revocations and facility shutdowns. Environmental, health and safety laws change regularly and have tended to become more stringent over time. As a result, we have not always been and may not always be in compliance with all environmental, health and safety laws and regulations. We may be subject to more stringent

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

enforcement of existing or new environmental, health and safety laws in the future. Additionally, future environmental, health and safety laws and regulations or reinterpretation of current laws and regulations may require us to make substantial expenditures. We sell, among other products, diesel exhaust fluid, which is subject to EPA emissions standards that may become more stringent in the future. Our costs to comply with, or any liabilities under, these laws and regulations could have a material adverse effect on our business, financial condition, results of operations and cash flows.

From time to time, our production of anhydrous ammonia has resulted in accidental releases that have temporarily disrupted our manufacturing operations and resulted in liability for administrative penalties and claims for personal injury. To date, our costs to resolve these liabilities have not been material. However, we could incur significant costs if our liability coverage is not sufficient to pay for all or a large part of any judgments against us, or if our insurance carrier refuses coverage for these losses.

We hold numerous environmental and other governmental permits and approvals authorizing operations at each of our facilities. Expansion or modification of our operations is predicated upon securing necessary environmental or other permits or approvals. A decision by a government agency to deny or delay issuing a new or renewed regulatory material permit or approval, or to revoke or substantially modify an existing permit or approval, or a determination that we have violated a law or permit as a result of a governmental inspection of our facilities could have a material adverse effect on our ability to continue operations at our facilities and on our business, financial condition, results of operations and cash flows. On October 26, 2015, the EPA published a final regulation lowering the national ambient air quality standard for ozone. Ozone attainment designations are expected by October 2017, and this action is expected to result in additional areas of the country being classified as being in nonattainment with the ozone standard and subject to more stringent permitting requirements, which in turn could make it much more difficult and expensive to obtain permits to construct new facilities or expand our existing operations.

Future regulatory restrictions on greenhouse gas emissions in the jurisdictions in which we operate could materially adversely affect our business, financial condition, results of operations and cash flows.

We are subject to greenhouse gas regulations in the United Kingdom, Canada and the United States. In the United States, our existing facilities currently are only subject to GHG emissions reporting obligations, although our new and modified facilities are likely to be subject to GHG emissions standards included in their air permits. Our facilities in the United Kingdom are subject to regulatory emissions trading systems, which generally require us to hold or obtain emissions allowances to offset GHG emissions from those aspects of our operations that are subject to regulation under this program. Our facility in Alberta, Canada is subject to a provincial regulation requiring reductions in the facility's net emissions intensity, which can be met by facility improvements, the purchase of emissions offsets or performance credits, or contributions to a non-profit climate change fund established by Alberta. In June 2016, Alberta promulgated the Climate Leadership Implementation Act, which will impose a wide-ranging carbon tax. The carbon tax will be set at \$20 per ton (Canadian dollars) effective January 1, 2017, rise to \$30 per ton (Canadian dollars) effective January 1, 2018 and increase with the rate of inflation thereafter. Facilities such as ours that are subject to the existing specified gas emitters regulation will continue to be subject to this regulation in the near term, after which new product and sector-based performance standards (to be developed) will become effective. Our Courtright, Ontario facility will be subject to Ontario's GHG cap and trade program beginning in January 2017, which regulation was finalized in May 2016. In addition, in October 2016, Canadian Prime Minister Justin Trudeau announced that his government will introduce a plan to put a nationwide price on carbon emissions, which plan would serve as a floor for the GHG emissions reduction requirements of the separate Canadian provinces and territories. The announced plan would impose a \$10 per ton (Canadian dollars) charge beginning in 2018, rising to \$50 per ton by 2022.

There are substantial uncertainties as to the nature, stringency and timing of any future GHG regulations. On December 12, 2015, 195 countries adopted by consensus a new international agreement known as the Paris Agreement. The Paris Agreement is intended to provide a framework pursuant to which the parties to the agreement will attempt to hold the increase in global average temperatures to below 2 °C above pre-industrial levels and to pursue efforts to limit the temperature increase to 1.5 °C above pre-industrial levels. The Paris Agreement, which has

been accepted by the United States and ratified by Canada and the United Kingdom, went into effect in November 2016. However, as a result of the recent presidential election, the United States may decide to withdraw from the Paris Agreement (or the United Nations Framework Convention on Climate Change, which would also result in withdrawal from the Paris Agreement) or, prior to taking such actions, could disregard its commitments under the Paris Agreement. The impact of such actions, if they take place, on the future implementation of the Paris Agreement is uncertain. If the Paris Agreement remains in effect, it could result in more aggressive efforts to reduce GHG emissions in the jurisdictions in which we operate. More stringent GHG limitations, if they are enacted, are likely to have a significant impact on us, because our production facilities emit GHGs such as carbon dioxide and nitrous oxide and because natural gas, a fossil fuel, is a primary raw material used in our nitrogen production process. Regulation of GHGs may require us to make changes in our operating activities that would increase our operating costs, reduce our efficiency, limit our output,

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

require us to make capital improvements to our facilities, increase our costs for or limit the availability of energy, raw materials or transportation, or otherwise materially adversely affect our business, financial condition, results of operations and cash flows. In addition, to the extent that GHG restrictions are not imposed in countries where our competitors operate or are less stringent than regulations that may be imposed in the United States, Canada or the United Kingdom, our competitors may have cost or other competitive advantages over us.

Our operating results fluctuate due to seasonality. Our inability to predict future seasonal fertilizer demand accurately could result in our having excess inventory, potentially at costs in excess of market value, or product shortages.

The fertilizer business is seasonal. The degree of seasonality of our business can change significantly from year to year due to conditions in the agricultural industry and other factors. The strongest demand for our products in North America occurs during the spring planting season, with a second period of strong demand following the fall harvest. We and our customers generally build inventories during the low demand periods of the year to ensure timely product availability during the peak sales seasons. Seasonality is greatest for ammonia due to the short application season and the limited ability of our customers and their customers to store significant quantities of this product. The seasonality of fertilizer demand generally results in our sales volumes and net sales being the highest during the spring and our working capital requirements being the highest just prior to the start of the spring planting season.

If seasonal demand is less than we expect, we may be left with excess inventory that will have to be stored (in which case our results of operations will be negatively affected by any related increased storage costs) or liquidated (in which case the selling price may be below our production, procurement and storage costs). The risks associated with excess inventory and product shortages are exacerbated by the volatility of natural gas and nitrogen fertilizer prices and the relatively brief periods during which farmers can apply nitrogen fertilizers. If prices for our products rapidly decrease, we may be subject to inventory write-downs, adversely affecting our operating results. If seasonal demand is greater than we expect, we may experience product shortages, and customers of ours may turn to our competitors for products that they would otherwise have purchased from us.

A change in the volume of products that our customers purchase on a forward basis, or the percentage of our sales volume that is sold to our customers on a forward basis, could increase our exposure to fluctuations in our profit margins and materially adversely affect our business, financial condition, results of operations and cash flows.

We offer our customers the opportunity to purchase products from us on a forward basis at prices and delivery dates we propose. Under our forward sales programs, customers generally make an initial cash down payment at the time of order and pay the remaining portion of the contract sales value in advance of the shipment date. Forward sales improve our liquidity due to the cash payments received from customers in advance of shipment of the product and allow us to improve our production scheduling and planning and the utilization of our manufacturing and distribution assets.

Any cash payments received in advance from customers in connection with forward sales are reflected on our consolidated balance sheets as a current liability until the related orders are shipped, which can take up to several months.

We believe the ability to purchase products on a forward basis is most appealing to our customers during periods of generally increasing prices for nitrogen fertilizers. Our customers may be less willing or even unwilling to purchase products on a forward basis during periods of generally decreasing or stable prices or during periods of relatively high fertilizer prices due to the expectation of lower prices in the future or limited capital resources. In periods of rising fertilizer prices, selling our nitrogen fertilizers on a forward basis may result in lower profit margins than if we had not sold fertilizer on a forward basis. Conversely, in periods of declining fertilizer prices, selling our nitrogen fertilizers on a forward basis may result in higher profit margins than if we had not sold fertilizer on a forward basis. In addition, fixing the selling prices of our products, often months in advance of their ultimate delivery to customers, typically causes our reported selling prices and margins to differ from spot market prices and margins available at the time of shipment.

Our business is subject to risks involving derivatives, including the risk that our hedging activities might not prevent losses.

We often utilize natural gas derivatives to hedge our financial exposure to the price volatility of natural gas, the principal raw material used in the production of nitrogen-based fertilizers. We have used fixed-price, physical purchase and sales contracts, futures, financial swaps and option contracts traded in the over-the-counter markets or on exchanges. In order to manage our exposure to changes in foreign currency exchange rates, from time to time, we may use foreign currency derivatives, primarily forward exchange contracts.

Our use of derivatives can result in volatility in reported earnings due to the unrealized mark-to-market adjustments that occur from changes in the value of the derivatives that do not qualify for, or to which we do not apply, hedge accounting. To the

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

extent that our derivative positions lose value, we may be required to post collateral with our counterparties, adversely affecting our liquidity.

Hedging arrangements are imperfect and unhedged risks will always exist. In addition, our hedging activities may themselves give rise to various risks that could adversely affect us. For example, we are exposed to counterparty credit risk when our derivatives are in a net asset position. Additionally, the International Swaps and Derivative Association master netting arrangements for most of our derivative instruments contain credit-risk-related contingent features, such as cross default provisions and credit support requirements. In the event of certain defaults or a credit ratings downgrade, our counterparty may request early termination and net settlement of certain derivative trades or may require us to collateralize derivatives in a net liability position.

The counterparties to our derivatives are multi-national commercial banks, major financial institutions or large energy companies. We monitor the derivative portfolio and credit quality of our counterparties and adjust the level of activity we conduct with individual counterparties as necessary. We also manage the credit risk through the use of multiple counterparties, credit limits, credit monitoring procedures, cash collateral requirements and master netting arrangements. However, our liquidity could be negatively impacted by a counterparty default on settlement of one or more of our derivative financial instruments or by the trigger of any cross default provisions or credit support requirements.

We are reliant on a limited number of key facilities.

Our nitrogen fertilizer operations are concentrated in nine separate nitrogen complexes, the largest of which is the Donaldsonville complex, which represented approximately 40% of our ammonia production capacity as of December 31, 2016, including the Donaldsonville and Port Neal capacity expansion projects, which were completed in 2016. The suspension of operations at any of these complexes could adversely affect our ability to produce our products and fulfill our commitments, and could have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, our Donaldsonville complex is located in an area of the United States that experiences a relatively high level of hurricane or high wind activity and our other complexes are located in areas that experience severe weather. Such storms, depending on their severity and location, have the potential not only to damage our facilities and disrupt our operations, but also to adversely affect the shipping and distribution of our products and the supply and price of natural gas in the respective regions. Moreover, our facilities may be subject to failure of equipment that may be difficult to replace and could result in operational disruptions.

We are subject to risk associated with our strategic venture with CHS Inc.

We may not realize the full benefits from our strategic venture with CHS that are expected. The realization of the expected benefits of the CHS strategic venture depends on our ability to successfully operate and manage the strategic venture, and on the market prices of the nitrogen fertilizer products that are the subject of our supply agreement with CHS over the life of the agreement, among other factors. Additionally, any challenges related to the CHS strategic venture could harm our relationships with CHS or our other customers.

We are exposed to risks associated with our joint venture.

We have a 50% ownership interest in PLNL, which owns and operates an ammonia production facility in the Republic of Trinidad and Tobago. Our joint venture partner shares a measure of control over the operations of our PLNL joint venture. As a result, our investment in our PLNL joint venture involves risks that are different from the risks involved in owning facilities and operations independently. These risks include the possibility that our PLNL joint venture or our partner: have economic or business interests or goals that are or become inconsistent with our economic or business interests or goals; are in a position to take action contrary to (or have veto rights over) our instructions, requests, policies or objectives; subject our PLNL joint venture to liabilities exceeding those contemplated; take actions that reduce our return on investment; or take actions that harm our reputation or restrict our ability to run our business.

In addition, we may become involved in disputes with our PLNL joint venture partner, which could lead to impasses or situations that could harm the joint venture, which could reduce our revenues or increase our costs.

PLNL's ammonia plant relies on natural gas supplied by the National Gas Company of Trinidad and Tobago Limited pursuant to a gas sales contract (the NGC Contract). The joint venture has experienced curtailments in the supply of

natural gas from NGC, which have reduced the ammonia production at PLNL. In 2016, NGC communicated to PLNL that it does not recognize the joint venture's exercise of its option to renew the NGC Contract for an additional five-year term beyond its current termination date in September 2018, and that any NGC commitment to supply gas beyond 2018 will need to be based on new agreements regarding volume and price. PLNL has initiated arbitration proceedings against NGC and asserted claims in connection with NGC's failure to supply the contracted quantities of natural gas, and its refusal to recognize the joint venture's exercise of its option to extend the NGC Contract. PLNL is seeking declaratory and injunctive relief, as well as damages for

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

past and ongoing curtailments. Although the joint venture believes its claims against NGC to be meritorious, it is not possible to predict the outcome of the arbitration. There are significant assumptions in the future operations of the joint venture that are uncertain at this time, including the quantities of gas NGC will make available, the cost of such gas, the estimates that are used to determine the useful lives of fixed assets and the assumptions in the discounted cash flow models utilized for recoverability and impairment testing.

As part of our impairment assessment of our equity method investment in PLNL, we determined the carrying value exceeded the fair value and recognized a \$134 million impairment charge in 2016. Previously, in 2015, we recognized an impairment charge of \$62 million related to our equity method investment in PLNL. The carrying value of our equity method investment in PLNL at December 31, 2016 is approximately \$139 million. Failure to secure a long-term gas supply from NGC on a cost effective basis could adversely affect our ability to produce ammonia at the joint venture and could result in further impairment to the value of the joint venture, such as ceasing operations and writing off the remaining investment in PLNL, which could have a material adverse effect on our results of operations.

Acts of terrorism and regulations to combat terrorism could negatively affect our business.

Like other companies with major industrial facilities, we may be targets of terrorist activities. Many of our plants and facilities store significant quantities of ammonia and other materials that can be dangerous if mishandled. Any damage to infrastructure facilities, such as electric generation, transmission and distribution facilities, or injury to employees, who could be direct targets or indirect casualties of an act of terrorism, may affect our operations. Any disruption of our ability to produce or distribute our products could result in a significant decrease in revenues and significant additional costs to replace, repair or insure our assets, which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Due to concerns related to terrorism or the potential use of certain fertilizers as explosives, we are subject to various security laws and regulations. In the United States, these security laws include the Maritime Transportation Security Act of 2002 and the Chemical Facilities Anti-Terrorism Standards regulation. In addition, President Obama issued Executive Order 13650 Improving Chemical Facility Safety and Security to improve chemical facility safety in coordination with owners and operators. Governmental entities could implement new or impose more stringent regulations affecting the security of our plants, terminals and warehouses or the transportation and use of fertilizers. These regulations could result in higher operating costs or limitations on the sale of our products and could result in significant unanticipated costs, lower revenues and reduced profit margins. We manufacture and sell certain nitrogen fertilizers that can be used as explosives. It is possible that governmental entities in the United States or elsewhere could impose additional limitations on the use, sale or distribution of nitrogen fertilizers, thereby limiting our ability to manufacture or sell those products, or that illicit use of our products could result in liability for us.

We are subject to risks associated with international operations.

Our international business operations are subject to numerous risks and uncertainties, including difficulties and costs associated with complying with a wide variety of complex laws, treaties and regulations; unexpected changes in regulatory environments; currency fluctuations; tax rates that may exceed those in the United States; earnings that may be subject to withholding requirements; and the imposition of tariffs, exchange controls or other restrictions. Our principal reporting currency is the U.S. dollar and our business operations and investments outside the United States increase our risk related to fluctuations in foreign currency exchange rates. The main currencies to which we are exposed, besides the U.S. dollar, are the Canadian dollar, the British pound and the euro. These exposures may change over time as business practices evolve and economic conditions change, including, for example, in response to sudden global economic conditions resulting from measures like the referendum in the United Kingdom in June 2016, which resulted in a vote in favor of exiting the European Union (Brexit). We may selectively reduce some foreign currency exchange rate risk by, among other things, requiring contracted purchases of our products to be settled in, or indexed to, the U.S. dollar or a currency freely convertible into U.S. dollars, or hedging through foreign currency derivatives. These efforts, however, may not be effective and could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We are subject to anti-corruption laws and regulations and economic sanctions programs in various jurisdictions, including the U.S. Foreign Corrupt Practices Act of 1977, the United Kingdom Bribery Act of 2010, and economic sanctions programs administered by the United Nations, the European Union and the Office of Foreign Assets Control of the U.S. Department of the Treasury, and regulations set forth under the Comprehensive Iran Accountability Divestment Act. As a result of doing business internationally, we are exposed to a risk of violating anti-corruption laws and sanctions regulations applicable in those countries where we, our partners or agents operate. Violations of anti-corruption and sanctions laws and regulations are punishable by civil penalties, including fines, denial of export privileges, injunctions, asset seizures, debarment from

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

government contracts (and termination of existing contracts) and revocations or restrictions of licenses, as well as criminal fines and imprisonment. The violation of applicable laws by our employees, consultants, agents or partners could subject us to penalties and could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We are subject to antitrust and competition laws in various countries throughout the world. We cannot predict how these laws or their interpretation, administration and enforcement will change over time. Changes in antitrust laws globally, or in their interpretation, administration or enforcement, may limit our existing or future operations and growth.

Deterioration of global market and economic conditions could have a material adverse effect on our business, financial condition, results of operations and cash flows.

A slowdown of, or persistent weakness in, economic activity caused by a deterioration of global market and economic conditions could adversely affect our business in the following ways, among others: conditions in the credit markets could affect the ability of our customers and their customers to obtain sufficient credit to support their operations; the failure of our customers to fulfill their purchase obligations could result in increases in bad debts and impact our working capital; and the failure of certain key suppliers could increase our exposure to disruptions in supply or to financial losses. We also may experience declining demand and falling prices for some of our products due to our customers' reluctance to replenish inventories. Changes in global economic conditions can arise suddenly and the full impact of such changes can be difficult to ascertain, resulting in anxiety among market participants that can persist for protracted periods. For example, concern and uncertainty over the potential impact of Brexit on the global economy has resulted in increased volatility in global financial markets. The overall impact of changes in global economic conditions on us is difficult to predict, and our business could be materially adversely impacted.

In addition, conditions in the international market for nitrogen fertilizers significantly influence our operating results. The international market for fertilizers is influenced by such factors as currency exchange rates, including the relative value of the U.S. dollar and its impact upon the cost of importing of nitrogen fertilizers into the United States, foreign agricultural policies, the existence of, or changes in, import or foreign currency exchange barriers in certain foreign markets and the laws and policies of the markets in which we operate that affect foreign trade and investment.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

FORWARD LOOKING STATEMENTS

From time to time, in this Annual Report on Form 10-K as well as in other written reports and oral statements, we make forward-looking statements that are not statements of historical fact and may involve a number of risks and uncertainties. These statements relate to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. These statements may also relate to our prospects, future developments and business strategies. We have used the words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "predict," "project," "will" or "would" and similar terms and phrases, including references to assumptions, to identify forward-looking statements in this document. These forward-looking statements are made based on currently available competitive, financial and economic data, our current expectations, estimates, forecasts and projections about the industries and markets in which we operate and management's beliefs and assumptions concerning future events affecting us. These statements are not guarantees of future performance and are subject to risks, uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Therefore, our actual results may differ materially from what is expressed in or implied by any forward-looking statements. We want to caution you not to place undue reliance on any forward-looking statements. We do not undertake any responsibility to release publicly any revisions to these forward-looking statements to take into account events or circumstances that occur after the date of this document. Additionally, we do not undertake any responsibility to provide updates regarding the occurrence of any unanticipated events which may cause actual results to differ from those expressed or implied by the forward-looking statements contained in this document.

Important factors that could cause actual results to differ materially from our expectations are disclosed under "Risk Factors" and elsewhere in this Annual Report on Form 10-K. Such factors include, among others:

- the cyclical nature of our business and the agricultural sector;
- the global commodity nature of our fertilizer products, the impact of global supply and demand on our selling prices, and the intense global competition from other fertilizer producers;
- conditions in the U.S. and European agricultural industry;
- the volatility of natural gas prices in North America and Europe;
- difficulties in securing the supply and delivery of raw materials, increases in their costs or delays or interruptions in their delivery;
- reliance on third party providers of transportation services and equipment;
- the significant risks and hazards involved in producing and handling our products against which we may not be fully insured;
- our ability to manage our indebtedness;
- operating and financial restrictions imposed on us by the agreements governing our senior secured indebtedness;
- risks associated with our incurrence of additional indebtedness;
- our ability to maintain compliance with covenants under the agreements governing our indebtedness;
- downgrades of our credit ratings;
- risks associated with cyber security;
- weather conditions;
- risks associated with our ability to utilize our tax net operating losses and other tax assets, including the risk that the use of such tax benefits is limited by an "ownership change;"
- risks associated with changes in tax laws and disagreements with taxing authorities;
- risks associated with expansions of our business, including unanticipated adverse consequences and the significant resources that could be required;
- potential liabilities and expenditures related to environmental, health and safety laws and regulations and permitting requirements;
- future regulatory restrictions and requirements related to greenhouse gas emissions;
- the seasonality of the fertilizer business;
- the impact of changing market conditions on our forward sales programs;

- risks involving derivatives and the effectiveness of our risk measurement and hedging activities;
- our reliance on a limited number of key facilities;
 - risks associated with the operation or management of the CHS strategic venture, risks and uncertainties relating to the market prices of the fertilizer products that are the subject of our supply agreement with CHS over the life of the supply agreement, and the risk that any challenges related to the CHS strategic venture will harm our other business relationships;
- risks associated with our PLNL joint venture;
- acts of terrorism and regulations to combat terrorism;
- risks associated with international operations; and
- deterioration of global market and economic conditions.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

ITEM 2. PROPERTIES.

Information regarding our facilities and properties is included in Part I, Item 1. Business—Reportable Segments and Part I, Item 1. Business—Storage Facilities and Other Properties.

ITEM 3. LEGAL PROCEEDINGS.

Litigation

West Fertilizer Co.

On April 17, 2013, there was a fire and explosion at the West Fertilizer Co. fertilizer storage and distribution facility in West, Texas. According to published reports, 15 people were killed and approximately 200 people were injured in the incident, and the fire and explosion damaged or destroyed a number of homes and buildings around the facility. Various subsidiaries of CF Industries Holdings, Inc. (the CF Entities) have been named as defendants along with other companies in lawsuits filed in 2013, 2014 and 2015 in the District Court of McLennan County, Texas by the City of West, individual residents of the County and other parties seeking recovery for damages allegedly sustained as a result of the explosion. The cases have been consolidated for discovery and pretrial proceedings in the District Court of McLennan County under the caption "In re: West Explosion Cases." The two-year statute of limitations expired on April 17, 2015. As of that date, over 400 plaintiffs had filed claims, including at least 9 entities, 325 individuals, and 80 insurance companies. Plaintiffs allege various theories of negligence, strict liability, and breach of warranty under Texas law. Although we do not own or operate the facility or directly sell our products to West Fertilizer Co., products that the CF Entities have manufactured and sold to others have been delivered to the facility and may have been stored at the West facility at the time of the incident.

The Court granted in part and denied in part the CF Entities' Motions for Summary Judgment in August 2015.

Thirty-four cases have been resolved pursuant to confidential settlements fully funded by insurance. The remaining cases are in various stages of discovery and pre-trial proceedings. The next group of cases was reset for trial beginning on April 3, 2017. While we believe we have strong legal and factual defenses and intend to continue defending the CF Entities vigorously in the pending lawsuits, including in any appeals that may follow, we have concluded based on continuing developments in the case that some loss is probable for a subset of the outstanding claims. We have made an accrual for this subset of the outstanding claims, which is not material to the Consolidated Financial Statements. Beyond the amounts accrued, the Company cannot provide a range of reasonably possible loss due to the lack of damages discovery for the remaining claims and the uncertain nature of this litigation, including uncertainties around the potential allocation of responsibility by a jury to other defendants or responsible third parties. The recognition of a potential loss in the future in the West Fertilizer Co. litigation could negatively affect our results in the period of recognition. However, based upon currently available information, including available insurance coverage, we do not believe that this litigation will have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Yazoo City Clean Air Act

On February 10, 2016, CFN was orally informed by representatives of the Mississippi Department of Environmental Quality (MDEQ) of MDEQ's intent to impose a civil penalty of an amount exceeding \$100,000 for alleged violations of certain fuel firing rate limits in the Company's Clean Air Act Title V Permit for the Yazoo City, Mississippi facility. Representatives of the Company attended an administrative conference with MDEQ in early July 2016 to discuss MDEQ's findings and calculation of the proposed penalty. On September 23, 2016, the Company agreed to a settlement that will require it to pay \$95,625 to resolve the alleged violations. The Company expects to finalize the terms of an Agreed Order with MDEQ that will fully and finally resolve the alleged permit limit exceedances at issue in this matter.

Environmental

Florida Environmental Matters

On March 17, 2014, we completed the sale of our phosphate mining and manufacturing business, which was located in Florida, to Mosaic. Pursuant to the terms of the definitive agreement executed in October 2013 among CF

Industries Holdings, Inc., CF Industries and Mosaic, Mosaic has assumed the following environmental matters and we have agreed to indemnify Mosaic with respect to losses arising out of the matters below, subject to a maximum indemnification cap and the other terms of the definitive agreement.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Clean Air Act Notice of Violation

We received a Notice of Violation (NOV) from the EPA by letter dated June 16, 2010, alleging that we violated the Prevention of Significant Deterioration Clean Air Act regulations relating to certain projects undertaken at the former Plant City, Florida facility's sulfuric acid plants. This NOV further alleges that the actions that are the basis for the alleged PSD violations also resulted in violations of Title V air operating permit regulations. Finally, the NOV alleges that we failed to comply with certain compliance dates established by hazardous air pollutant regulations for phosphoric acid manufacturing plants and phosphate fertilizer production plants. We had several meetings with the EPA with respect to this matter prior to our sale of the phosphate mining and manufacturing business in March 2014. We do not know at this time if this matter will be settled prior to initiation of formal legal action.

We cannot estimate the potential penalties, fines or other expenditures, if any, that may result from the Clean Air Act NOV and, therefore, we cannot determine if the ultimate outcome of this matter will have a material impact on our consolidated financial position, results of operations or cash flows.

EPCRA/CERCLA Notice of Violation

By letter dated July 6, 2010, the EPA issued a NOV to us alleging violations of Section 313 of the Emergency Planning and Community Right-to-Know Act (EPCRA) in connection with the former Plant City facility. EPCRA requires annual reports to be submitted with respect to the use of certain toxic chemicals. The NOV also included an allegation that we violated Section 304 of EPCRA and Section 103 of CERCLA by failing to file a timely notification relating to the release of hydrogen fluoride above applicable reportable quantities. We do not know at this time if this matter will be settled prior to initiation of formal legal action.

We do not expect that penalties or fines, if any, that may arise out of the EPCRA/CERCLA matter will have a material impact on our consolidated financial position, results of operations or cash flows.

Other

CERCLA/Remediation Matters

For information on pending proceedings relating to environmental remediation matters, see Item 1.

Business—Environmental, Health and Safety and Note 20—Contingencies.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Our common stock is traded on the New York Stock Exchange, Inc. (NYSE) under the symbol "CF". Quarterly high and low sales prices, as reported by the NYSE, are provided below:

2016	Sales Prices		Dividends per Share
	High	Low	
First Quarter	\$40.95	\$26.10	\$ 0.30
Second Quarter	35.84	23.15	0.30
Third Quarter	28.32	20.77	0.30
Fourth Quarter	32.61	22.00	0.30

2015	Sales Prices		Dividends per Share
	High	Low	
First Quarter	\$62.89	\$54.60	\$ 0.30
Second Quarter	65.69	55.60	0.30
Third Quarter	70.32	43.88	0.30
Fourth Quarter	54.27	39.64	0.30

As of February 16, 2017, there were 779 stockholders of record.

The following table sets forth stock repurchases for each of the three months of the quarter ended December 31, 2016.

Period	Issuer Purchases of Equity Securities		
	Total Number of Shares (Units) Purchased	Average Price Paid per Share (Unit) Purchased	Cumulative Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs
October 1, 2016 - October 31, 2016	—	—	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (in thousands) ⁽¹⁾
November 1, 2016 - November 30, 2016	—	—	\$ 100,000
December 1, 2016 - December 31, 2016 ⁽²⁾	—	—	100,000
Total	—	—	—

(1) Represents the authorized share repurchase program announced on August 6, 2014 that allowed management to repurchase common stock for a total expenditure of up to \$1.0 billion through December 31, 2016 (the 2014 Program). See Note 18—Stockholders' Equity for additional information about the 2014 program.

(2) The \$100 million of authorized share repurchases remaining under the 2014 Program expired on December 31, 2016.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

ITEM 6. SELECTED FINANCIAL DATA.

The following selected historical financial data as of December 31, 2016 and 2015 and for the years ended December 31, 2016, 2015 and 2014 have been derived from our audited consolidated financial statements and related notes included elsewhere in this document. The following selected historical financial data as of December 31, 2014, 2013 and 2012 and for the years ended December 31, 2013 and 2012 have been derived from our consolidated financial statements, which are not included in this document. The selected historical financial data should be read in conjunction with the information contained in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 8. Financial Statements and Supplementary Data.

	Year ended December 31,				
	2016	2015 ⁽¹⁾	2014 ⁽²⁾	2013	2012
	(in millions, except per share amounts)				
Statement of Operations Data:					
Net sales	\$3,685	\$4,308	\$4,743	\$5,475	\$6,104
Cost of sales	2,845	2,761	2,965	2,955	2,991
Gross margin	840	1,547	1,778	2,520	3,113
Selling, general and administrative expenses	174	170	152	166	152
Transaction costs	179	57	—	—	—
Other operating—net	208	92	53	(16)	49
Total other operating costs and expenses	561	319	205	150	201
Gain on sale of phosphate business	—	—	750	—	—
Equity in (losses) earnings of operating affiliates	(145)	(35)	43	42	47
Operating earnings	134	1,193	2,366	2,412	2,959
Interest expense (income)—net	195	131	177	147	131
Loss on debt extinguishment	167	—	—	—	—
Other non-operating—net	(2)	4	2	55	(1)
(Loss) earnings before income taxes and equity in earnings of non-operating affiliates	(226)	1,058	2,187	2,210	2,829
Income tax (benefit) provision	(68)	396	773	687	964
Equity in earnings of non-operating affiliates—net of taxes	—	72	23	10	58
Net (loss) earnings	(158)	734	1,437	1,533	1,923
Less: Net earnings attributable to noncontrolling interests	119	34	47	68	75
Net (loss) earnings attributable to common stockholders	\$(277)	\$700	\$1,390	\$1,465	\$1,848
Cash dividends declared per common share	\$1.20	\$1.20	\$1.00	\$0.44	\$0.32
Share and per share data:					
Net (loss) earnings per share attributable to common stockholders:					
Basic	\$(1.19)	\$2.97	\$5.43	\$4.97	\$5.79
Diluted	(1.19)	2.96	5.42	4.95	5.72
Weighted-average common shares outstanding:					
Basic	233.1	235.3	255.9	294.4	319.3
Diluted	233.1	236.1	256.7	296.0	323.3
Other Financial Data:					
Depreciation, depletion and amortization	\$678	\$480	\$393	\$411	\$420
Capital expenditures	2,211	2,469	1,809	824	524

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

	December 31,				
	2016	2015 ⁽¹⁾	2014 ⁽²⁾	2013	2012
	(in millions)				
Balance Sheet Data:					
Cash and cash equivalents	\$1,164	\$ 286	\$1,997	\$1,711	\$2,275
Total assets ⁽³⁾	15,131	12,683	11,200	10,574	10,122
Customer advances	42	162	325	121	381
Total debt ⁽³⁾	5,778	5,537	4,538	3,054	1,570
Total equity	6,492	4,387	4,572	5,438	6,282

On July 31, 2015, we acquired the remaining 50% equity interest in CF Fertilisers UK not previously owned by us. CF Fertilisers UK is now wholly owned by us. The financial results of CF Fertilisers UK have been consolidated within our financial results since July 31, 2015. Prior to July 31, 2015, our initial 50% equity interest in CF Fertilisers UK was accounted for as an equity method investment and the financial results of this investment were included in equity in earnings of non-operating affiliates—net of taxes. See Note 4—Acquisitions and Divestitures for additional information.

On March 17, 2014, we completed the sale of our phosphate mining and manufacturing business. The selected historical financial data above includes the results of the phosphate business through March 17, 2014, plus the continuing sales of the phosphate inventory in the distribution network after March 17, 2014. The remaining phosphate inventory was sold in the second quarter of 2014. The results of the phosphate mining and manufacturing business are not reported as discontinued operations in our consolidated statements of operations. See Note 4—Acquisitions and Divestitures for additional information.

Total debt and total assets have been retroactively restated for the years ended December 31, 2015, 2014, 2013 and 2012 to reflect our adoption during fiscal year 2016 of Accounting Standards Update 2015-03, Interest—Imputation of Interest: Simplifying the Presentation of Debt Issuance Costs, which resulted in the reclassification of deferred debt issuance costs from other assets to an offset of long-term debt on our consolidated balance sheets. See Note 3—New Accounting Standards and Note 12—Financing Agreements for additional information.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

You should read the following discussion and analysis in conjunction with the consolidated financial statements and related notes included in Item 8. Financial Statements and Supplementary Data. All references to "CF Holdings," "we," "us," "our" and "the Company" refer to CF Industries Holdings, Inc. and its subsidiaries, except where the context makes clear that the reference is only to CF Industries Holdings, Inc. itself and not its subsidiaries. All references to "CF Industries" refer to CF Industries, Inc., a 100% owned subsidiary of CF Industries Holdings, Inc. References to tons refer to short-tons. Notes referenced in this discussion and analysis refer to the notes to consolidated financial statements that are found in Item 8. Financial Statements and Supplementary Data—Notes to Consolidated Financial Statements. The following is an outline of the discussion and analysis included herein:

Overview of CF Holdings

Our Company

Industry Factors and Market Conditions

Items Affecting Comparability of Results

Financial Executive Summary

Results of Consolidated Operations

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

Operating Results by Business Segment

Liquidity and Capital Resources

Off-Balance Sheet Arrangements

Critical Accounting Policies and Estimates

Recent Accounting Pronouncements

Overview of CF Holdings

Our Company

We are one of the largest manufacturers and distributors of nitrogen fertilizer and other nitrogen products in the world. Our principal customers are cooperatives, independent fertilizer distributors, farmers and industrial users. Our principal nitrogen fertilizer products are ammonia, granular urea, urea ammonium nitrate solution (UAN) and ammonium nitrate (AN). Our other nitrogen products include diesel exhaust fluid (DEF), urea liquor, nitric acid and aqua ammonia, which are sold primarily to our industrial customers, and compound fertilizer products (NPKs), which are solid granular fertilizer products for which the nutrient content is a combination of nitrogen, phosphorus, and potassium. Our manufacturing and distribution facilities are concentrated in the midwestern United States and other major agricultural areas of the United States, Canada and the United Kingdom. We also export nitrogen fertilizer products from our Donaldsonville, Louisiana and Yazoo City, Mississippi manufacturing facilities, and our United Kingdom manufacturing facilities in Billingham and Ince.

Our principal assets include:

four U.S. nitrogen fertilizer manufacturing facilities, located in Donaldsonville, Louisiana (the largest nitrogen fertilizer complex in the world); Port Neal, Iowa; Yazoo City, Mississippi; and Woodward, Oklahoma. These facilities are owned by CF Industries Nitrogen, LLC (CFN), in which we own a majority equity interest and CHS Inc. (CHS) owns a minority equity interest. See Note 17—Noncontrolling Interests to our consolidated financial statements included in Item 8 of this report for additional information on our strategic venture with CHS;

an approximately 75.3% interest in Terra Nitrogen Company, L.P. (TNCLP), a publicly traded limited partnership of which we are the sole general partner and the majority limited partner and which, through its subsidiary Terra Nitrogen, Limited Partnership (TNLP), operates a nitrogen fertilizer manufacturing facility in Verdigris, Oklahoma; two Canadian nitrogen fertilizer manufacturing facilities, located in Medicine Hat, Alberta (the largest nitrogen fertilizer complex in Canada) and Courtright, Ontario;

two United Kingdom nitrogen manufacturing complexes, located in Ince and Billingham;

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

an extensive system of terminals and associated transportation equipment located primarily in the midwestern United States; and

a 50% interest in Point Lisas Nitrogen Limited (PLNL), an ammonia production joint venture located in the Republic of Trinidad and Tobago that we account for under the equity method.

Industry Factors and Market Conditions

We operate in a highly competitive, global industry. Our operating results are influenced by a broad range of factors, including those outlined below.

Global Commodities

Our products are globally traded commodities and are subject to price competition. The customers for our products make their purchasing decisions principally on the basis of delivered price and, to a lesser extent, on customer service and product quality. The selling prices of our products fluctuate in response to global market conditions and changes in supply and demand.

Global Supply and Demand Factors

Historically, global fertilizer demand has been driven primarily by population growth, gross domestic product growth, changes in dietary habits and planted acreage, and application rates, among other things. We expect these key variables to continue to have major impacts on long-term fertilizer demand for the foreseeable future. Short-term fertilizer demand depends on global economic conditions, weather patterns, the level of global grain stocks relative to consumption, governmental regulations, including requirements mandating increased use of bio-fuels and farm sector income. Other geopolitical factors like temporary disruptions in fertilizer trade related to government intervention or changes in the buying/selling patterns of key exporting/consuming countries such as China, India, Russia and Brazil, among others, often play a major role in shaping near-term market fundamentals. The economics of nitrogen-based fertilizer manufacturing play a key role in decisions to increase or reduce production capacity. Supply of fertilizers is generally driven by available capacity and operating rates, raw material costs and availability, government policies and global trade. Raw materials are dependent on energy sources such as natural gas or coal; supply costs are affected by the supply of and demand for these commodities.

Over the last decade, strong demand, high capacity utilization and increasing operating margins as a result of higher global nitrogen fertilizer prices stimulated global investment in nitrogen production facilities, which resulted in an increase in global nitrogen fertilizer production capacity. As a result, global nitrogen fertilizer supply increased faster than global nitrogen fertilizer demand, creating the current global oversupply in the market, and leading to lower nitrogen fertilizer selling prices. In addition, lower global production costs, driven by lower feedstock costs and foreign exchange rate changes, and reduced ocean freight costs have further contributed to the lower priced environment.

Global Trade in Fertilizer

In addition to the relationship between global supply and demand, profitability within a particular geographic region is determined by the supply/demand balance within that region. Regional supply and demand can be influenced significantly by factors affecting trade within regions. Some of these factors include the relative cost to produce and deliver product, relative currency values, the availability of credit and governmental trade policies. The development of additional natural gas reserves in North America over the last decade has decreased natural gas costs relative to the rest of the world, making North American nitrogen fertilizer producers more competitive. These lower natural gas costs contributed to announcements of several nitrogen fertilizer capacity expansion projects in North America, including our capacity expansion projects in Donaldsonville, Louisiana and Port Neal, Iowa. Changes in currency values may also alter our cost competitiveness relative to producers in other regions of the world.

Imports account for a significant portion of the nitrogen fertilizer consumed in North America. Producers of nitrogen-based fertilizers located in the Middle East, Ukraine, the Republic of Trinidad and Tobago, Venezuela, North Africa, Russia and China are major exporters to North America.

Farmers' Economics

The demand for fertilizer is affected by the aggregate crop planting decisions and fertilizer application rate decisions of individual farmers. Individual farmers make planting decisions based largely on prospective profitability of a

harvest, while the specific varieties and amounts of fertilizer they apply depend on factors like their current liquidity, soil conditions, weather patterns, crop prices and the types of crops planted.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

2016 Market Conditions

Our 2016 results were impacted by excess global nitrogen supply and the resulting low nitrogen fertilizer selling prices. The U.S. Gulf is a major global fertilizer pricing point due to the volume of nitrogen fertilizer that trades there. Through most of 2016, nitrogen pricing at the U.S. Gulf declined, often trading below parity with other international pricing points due to excess global nitrogen supply as a result of continued imports from various exporting regions and decreased buyer interest. Seasonal decreases in agricultural demand combined with delayed customer purchasing activity resulted in multi-year lows in nitrogen fertilizer selling prices in the second half of the year. The average selling price for our products in 2016 was \$217 per ton compared to \$314 per ton in 2015, a decrease of 31%, resulting in a decrease in both net sales and gross margin of approximately \$1.38 billion between the periods. The decline in selling prices has impacted each of our reportable segments. In addition, during periods of declining prices, customers tend to delay purchasing fertilizer in anticipation of prices in the future being lower than current prices, which has also negatively impacted our sales volume.

In the fourth quarter of 2016, the following developments impacted the global nitrogen fertilizer market:

• A decline in Chinese nitrogen fertilizer operating rates due to rising production costs and lower global selling prices led to reduced Chinese urea supply availability in China and in international markets.

• Higher global oil prices have resulted in higher effective natural gas prices in Europe and Russia, and this has contributed to increasing nitrogen fertilizer manufacturers' production costs in these regions.

Customers delayed purchasing into the fourth quarter of 2016, which reduced inventory levels in the supply chain.

• Increases in demand caused higher pricing as 2016 ended as customers began taking deliveries in anticipation of the 2017 spring application season.

These factors have led to an increase in global nitrogen pricing at the end of 2016. A significant amount of new nitrogen production capacity came on line in 2016, and additional production capacity is expected to come on line in 2017, including a significant increase in production capacity located in North America. The new capacity will further increase supply. We expect nitrogen fertilizer prices to rise going into the 2017 spring application season due to seasonal demand. However, we expect the lower priced environment to continue until global supply and demand become more balanced through a combination of continued demand growth and supply reductions as producers respond to lower realized margins by taking higher cost production facilities off line.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Items Affecting Comparability of Results

During the years ended December 31, 2016, 2015 and 2014, certain significant items impacted our financial results. The following table and related discussion outline these significant items and how they impacted the comparability of our financial results during these periods. For the year ended December 31, 2016, we reported a net loss attributable to common stockholders of \$277 million, while in the years ended December 31, 2015 and 2014, we reported net earnings attributable to common stockholders of \$700 million and \$1.39 billion, respectively. Positive amounts in the table below are costs or expenses incurred, while negative amounts are income recognized in the periods presented.

		2016		2015		2014	
		Pre-Tax	After-Tax	Pre-Tax	After-Tax	Pre-Tax	After-Tax
(in millions)							
Capacity Expansion Projects:							
Expansion project depreciation	(1)	\$ 116	\$ 73	\$ 13	\$ 8	\$ —	\$ —
Start-up costs - Donaldsonville / Port Neal expansion plants	(1)	52	32	—	—	—	—
Expansion project expenses	(2)	73	46	51	32	31	19
Loss on foreign currency derivatives	(2)	—	—	22	13	38	24
Strategic Venture with CHS:							
Noncontrolling interest	(7)	93	93	—	—	—	—
Loss on embedded derivative liability	(2)	23	14	—	—	—	—
Debt Restructuring:							
Loss on debt extinguishment		167	105	—	—	—	—
Debt and revolver amendment fees	(3)	16	10	—	—	—	—
Private Senior Notes arrangement fees	(4)	2	1	—	—	—	—
CF Fertilisers UK Acquisition:							
Gain on remeasurement of CF Fertilisers UK investment	(5)	—	—	(94)	(94)	—	—
Equity Method Investments:							
Impairment of equity method investment in PLNL	(6)	134	134	62	62	—	—
Loss on sale of equity method investments	(5)	—	—	43	31	—	—
Transaction Costs and Termination of Agreement with OCI:							
Transaction costs		179	96	57	37	—	—
Financing costs related to bridge loan commitment fee	(3)	28	18	6	4	—	—
Other Items:							
Unrealized net mark-to-market (gain) loss on natural gas derivatives	(1)	(260)	(163)	176	111	79	50
Loss (gain) on foreign currency transactions including intercompany loans	(2)	93	93	(8)	—	(15)	(9)
Gain on sale of phosphate business		—	—	—	—	(750)	(463)
Retirement benefit settlement charges	(1)(4)	—	—	—	—	13	8
Total Impact of Significant Items		\$ 716	\$ 552	\$ 328	\$ 204	\$ (604)	\$ (371)

(1) Included in cost of sales in our consolidated statement of operations.

(2) Included in other operating—net in our consolidated statement of operations.

(3) Included in interest expense in our consolidated statement of operations.

(4) Included in selling, general and administrative expenses in our consolidated statement of operations.

(5) Included in equity in earnings of non-operating affiliates in our consolidated statement of operations.

(6) Included in equity in (losses) earnings of operating affiliates in our consolidated statement of operations.

(7) Included in net earnings attributable to noncontrolling interests in our consolidated statement of operations.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

	2016	2015	2014
Subtotals of Amounts Above by Line Item in the Consolidated Statements of Operations:	(in millions)		
Cost of sales	\$(92)	\$189	\$88
Selling, general and administrative expenses	2	—	4
Transaction costs	179	57	—
Other operating—net	189	65	54
Gain on sale of phosphate business	—	—	(750)
Equity in (losses) earnings of operating affiliates	134	62	—
Interest expense	44	6	—
Loss on debt extinguishment	167	—	—
Equity in earnings of non-operating affiliates—net of taxes	—	(51)	—
Net earnings attributable to noncontrolling interests	93	—	—
Total Impact of Significant Items	\$716	\$328	\$(604)

The following describes the significant items that impacted the comparability of our financial results in 2016, 2015 and 2014. Descriptions of items below that refer to amounts in the table above, refer to the pre-tax amounts.

Capacity Expansion Projects

In 2016, we completed capacity expansion projects at Donaldsonville, Louisiana and Port Neal, Iowa. These projects, originally announced in 2012, included the construction of new ammonia, urea, and UAN plants at our Donaldsonville, Louisiana complex and new ammonia and urea plants at our Port Neal, Iowa complex. These plants increased our overall production capacity by approximately 25%, improved our product mix flexibility at Donaldsonville, and improved our ability to serve upper-Midwest urea customers from our Port Neal location. In combination, these new facilities are able to produce 2.1 million tons of gross ammonia per year, upgraded products ranging from 2.0 million to 2.7 million tons of granular urea per year and up to 1.8 million tons of UAN 32% solution per year, depending on our choice of product mix. These new facilities will allow us to benefit from the cost advantages of North American natural gas.

At our Donaldsonville complex, the ammonia plant was placed in service in the fourth quarter of 2016, the UAN plant was placed in service in the first quarter of 2016 and the granular urea plant was placed in service during fourth quarter of 2015. At our Port Neal, Iowa complex, both the ammonia and granular urea plants were placed in service in the fourth quarter of 2016. The total capital cost of the capacity expansion projects was \$5.2 billion. Depreciation expense pertaining to each of our capacity expansion plants commenced once the respective plant was placed in service. Total depreciation expense pertaining to our capacity expansion plants recognized in 2016 and 2015 was \$116 million and \$13 million, respectively.

Start-up costs of \$52 million, which primarily relate to the cost of commencing production at the ammonia plants, were incurred in 2016. Expansion project expenses, consisting primarily of administrative costs and other project costs that do not qualify for capitalization, totaled \$73 million, \$51 million and \$31 million in 2016, 2015 and 2014, respectively.

Losses on foreign currency derivatives of \$22 million and \$38 million in 2015 and 2014, respectively, relate to hedges of European euro denominated equipment purchased as part of the capacity expansion projects.

Strategic Venture with CHS

We commenced a strategic venture with CHS on February 1, 2016, at which time CHS purchased a minority equity interest in CFN for \$2.8 billion. CHS also began receiving deliveries pursuant to a supply agreement under which CHS has the right to purchase annually from CFN up to approximately 1.1 million tons of granular urea and 580,000 tons of UAN at market prices. As a result of its minority equity interest in CFN, CHS is entitled to semi-annual cash distributions from CFN. We are also entitled to semi-annual cash distributions from CFN. The amounts of distributions from CFN to us and CHS are based generally on the profitability of CFN and determined based on the volume of granular urea and UAN sold by CFN to us and CHS pursuant to supply agreements, less a formula driven amount based primarily on the cost of natural gas used to produce the granular urea and UAN, and adjusted for the allocation of items such as operational efficiencies and overhead amounts. We began recognizing the noncontrolling

interest pertaining to CHS' ownership interest in CFN on February 1, 2016, and during 2016, we recognized \$93 million of earnings attributable to the noncontrolling interest in CFN. See Note 17—Noncontrolling Interests to our consolidated financial statements included in Item 8 of this report for additional information regarding our strategic venture with CHS.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Under the terms of our strategic venture with CHS, if our credit rating is reduced below certain levels by two of three specified credit rating agencies, we are required to make a non-refundable yearly payment of \$5 million to CHS. During 2016, our credit rating was reduced and we made the first payment to CHS. The payments continue on a yearly basis until the earlier of the date that our credit rating is upgraded to or above certain levels by two of three specified credit rating agencies or February 1, 2026. We recognized this term of the strategic venture as an embedded derivative and recorded a charge of \$23 million in 2016 for this item.

Debt Restructuring

Due to the uncertain duration of the prevailing low nitrogen fertilizer selling price environment and in order to provide liquidity and covenant flexibility for the future, in the fourth quarter of 2016, we took certain steps with respect to the Revolving Credit Agreement and our senior notes due 2022, 2025 and 2027 (the Private Senior Notes). On November 21, 2016, we prepaid the \$1.0 billion aggregate principal amount of the Private Senior Notes, and paid the related make-whole amount of approximately \$170 million. We made the prepayment and make-whole payment using the proceeds from an offering of \$1.25 billion aggregate principal amount of senior secured notes comprising \$500 million aggregate principal amount of senior secured notes due 2021 and \$750 million aggregate principal amount of senior secured notes due 2026 (collectively referred to as the "Senior Secured Notes"). We recognized \$167 million of the \$170 million cash make-whole payment on the Private Senior Notes as a debt extinguishment charge, with the \$3 million remainder being a debt modification cost that will be amortized over the term of the Senior Secured Notes. In connection with the completion of the offering of the Senior Secured Notes and the prepayment of the Private Senior Notes, certain amendments to the Revolving Credit Agreement became effective. The amendments included, among other things, changes in and additions to the financial and other covenants and a reduction in the size of the facility from \$1.5 billion to \$750 million.

In conjunction with our debt restructuring, including amendments to the Revolving Credit Agreement, we recognized \$18 million of debt issuance and amendment fees in 2016. See further discussion below under "Liquidity and Capital Resources" and Note 12—Financing Agreements to our consolidated financial statements included in Item 8 of this report for additional information.

CF Fertilisers UK Acquisition

On July 31, 2015, we acquired the remaining 50% equity interest in CF Fertilisers UK Group Limited (formerly known as GrowHow UK Group Limited) (CF Fertilisers UK) not previously owned by us for total consideration of \$570 million, and CF Fertilisers UK became a wholly owned subsidiary. CF Fertilisers UK Limited (formerly known as GrowHow UK Limited), a wholly owned subsidiary of CF Fertilisers UK, operates two nitrogen manufacturing complexes in the United Kingdom, in the cities of Ince and Billingham. This transaction increased our manufacturing capacity with the acquisition of CF Fertilisers UK's nitrogen manufacturing complexes. The Ince complex is located in northwestern England and consists of an ammonia plant, three nitric acid plants, an AN plant and three NPK plants. The Billingham complex is located in the Teesside chemical area in northeastern England, and consists of an ammonia plant, three nitric acid plants, a carbon dioxide plant and an AN fertilizer plant. See Note 4—Acquisitions and Divestitures to our consolidated financial statements included in Item 8 of this report for additional information regarding the acquisition.

The financial results of CF Fertilisers UK have been consolidated within our financial results since July 31, 2015. Prior to July 31, 2015, our initial 50% equity interest in CF Fertilisers UK was accounted for as an equity method investment, and the financial results of this investment were included in our consolidated statements of operations in equity in earnings of non-operating affiliates—net of taxes. In the third quarter of 2015, upon the acquisition of the remaining 50% equity interest in CF Fertilisers UK, we recognized a \$94 million gain on the remeasurement to fair value of our initial 50% equity investment in CF Fertilisers UK.

Our consolidated segment results for 2016 include the results of CF Fertilisers UK for the full year. Our consolidated segment results for 2015 include five months of CF Fertilisers UK results (from the July 31, 2015 acquisition date to December 31, 2015). As a result, the impact of the acquisition on the comparison of 2016 versus 2015 is the additional seven months of results in 2016 (the seven months ended July 31, 2016). To quantify and provide comparability of the impact of the acquisition on 2016 results as compared to 2015, the following table summarizes the sales volume, net

sales, and gross margin of the CF Fertilisers UK business for the seven months ended July 31, 2016:

36

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

CF Fertilisers UK Financial Results	CF Holdings Reportable Segments			
	Ammonia	AN	Other	Consolidated
(dollars in millions)				
Seven months ended July 31, 2016				
Sales volume by product tons (000s)	100	737	468	1,305
Net sales	\$26	\$164	\$79	\$ 269
Cost of sales	22	155	74	251
Gross margin	\$4	\$9	\$5	\$ 18
Gross margin percentage	15.4%	5.5 %	6.3 %	6.7 %

To quantify and provide comparability of the impact of the acquisition on 2015 results as compared to 2014, the following table summarizes the sales volume, net sales, and gross margin of the CF Fertilisers UK business for the five months ended December 31, 2015:

CF Fertilisers UK Financial Results	CF Holdings Reportable Segments			
	Ammonia	AN	Other	Consolidated
(dollars in millions)				
Five months ended December 31, 2015				
Sales volume by product tons (000s)	112	436	277	825
Net sales	\$38	\$117	\$53	\$ 208
Cost of sales	30	109	46	185
Gross margin	\$8	\$8	\$7	\$ 23
Gross margin percentage	20.1%	7.2 %	14.0%	11.3 %

Equity Method Investments

In 2016 and 2015, our equity in (losses) earnings of operating affiliates includes an impairment charge of our equity method investment in Point Lisas Nitrogen Limited (PLNL). PLNL is our joint venture investment in the Republic of Trinidad and Tobago and operates an ammonia plant that relies on natural gas supplied by the National Gas Company of Trinidad and Tobago Limited (NGC) pursuant to a gas sales contract (the NGC Contract). The joint venture has experienced curtailments in the supply of natural gas from NGC, which have reduced the ammonia production at PLNL. In 2016, NGC communicated to PLNL that it does not recognize the joint venture's exercise of its option to renew the NGC Contract for an additional five-year term beyond its current termination date in September 2018, and that any NGC commitment to supply gas beyond 2018 will need to be based on new agreements regarding volume and price. PLNL has initiated arbitration proceedings against NGC and asserted claims in connection with NGC's failure to supply the contracted quantities of natural gas, and its refusal to recognize the joint venture's exercise of its option to extend the NGC Contract. As part of our impairment assessment of our equity method investment in PLNL, we determined the carrying value exceeded the fair value and recognized a \$134 million impairment charge in 2016. Previously, in 2015, we recognized an impairment charge of \$62 million related to our equity method investment in PLNL. See Note 8—Equity Method Investments to our consolidated financial statements included in Item 8 of this report and "Critical Accounting Policies and Estimates" below, for additional information regarding our equity method investment in PLNL.

During 2015, we recognized a loss of \$43 million related to the sale of our 50% investment in Keytrade AG and the sale of our 50% investment in an ammonia storage joint venture in Houston, Texas. See Note 8—Equity Method Investments to our consolidated financial statements included in Item 8 of this report for additional information regarding our equity method investments.

Transaction Costs and Termination of Agreement to Combine with Certain of OCI N.V.'s Businesses

On August 6, 2015, we entered into a definitive agreement (as amended, the Combination Agreement) to combine with the European, North American and global distribution businesses of OCI N.V. (OCI). On May 22, 2016, CF Holdings, OCI and the other parties to the Combination Agreement entered into a termination agreement (the

Termination Agreement) under which the parties agreed to terminate the Combination Agreement by mutual written consent. Pursuant to the Termination Agreement, CF Holdings paid OCI a termination fee of \$150 million. Under the Termination Agreement, the parties to the Combination Agreement also agreed to release each other from any and all claims, actions, obligations, liabilities, expenses and fees in connection with, arising out of or related to the Combination Agreement and all ancillary agreements contemplated thereby (other than the confidentiality agreement between CF Holdings and OCI) or the transactions contemplated therein or thereby.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

In 2016, we incurred \$179 million of transaction costs associated with the proposed combination with certain businesses of OCI and our strategic venture with CHS. This includes the \$150 million termination fee paid to OCI in the second quarter of 2016, which is described above, and costs for various consulting and legal services. In 2015, we incurred \$57 million of transaction costs associated with the proposed combination with certain businesses of OCI, our strategic venture with CHS, and the acquisition of the remaining 50% equity interest in CF Fertilisers UK not previously owned by us.

On September 18, 2015, in connection with our proposed combination with OCI, we entered into a senior unsecured 364-day Bridge Credit Agreement (as amended, the Bridge Credit Agreement). Upon the termination of the Combination Agreement on May 22, 2016, the lenders' commitment under the Bridge Credit Agreement terminated automatically and we recognized \$28 million in bridge loan commitment fees. In 2015, we recognized \$6 million of fees related to the initiation of the bridge loan.

Other items

Unrealized net mark-to-market (gain) loss on natural gas derivatives - Natural gas is typically the largest and most volatile single component of the manufacturing cost for nitrogen-based products. We manage the risk of changes in natural gas prices through the use of derivative financial instruments. The derivatives that we use for this purpose are primarily natural gas fixed price swaps and natural gas options. We use natural gas derivatives as an economic hedge of natural gas price risk, but without the application of hedge accounting. This can result in volatility in reported earnings due to the unrealized mark-to-market adjustments that occur from changes in the value of the derivatives. In 2016, 2015 and 2014, we recognized unrealized net mark-to-market (gains) losses on natural gas derivatives of \$(260) million, \$176 million and \$79 million, respectively, which is reflected in cost of sales in our consolidated statements of operations.

Loss (gain) on foreign currency transactions including intercompany loans - In 2016 and 2015, we recognized losses (gains) of \$93 million and (\$8) million, respectively, from the impact of changes in foreign currency exchange rates on primarily British pound and Canadian dollar denominated intercompany loans that are not permanently invested. In 2014, we recognized a \$15 million gain from the impact of changes in foreign currency exchange rates on Canadian dollar denominated intercompany loans that were not permanently invested.

Gain on sale of phosphate business - On March 17, 2014, we sold our phosphate mining and manufacturing business to The Mosaic Company (Mosaic) and recognized a pre-tax gain on the sale of the phosphate business of \$750 million. Under the terms of the definitive transaction agreement, the accounts receivable and accounts payable pertaining to the phosphate mining and manufacturing business and certain phosphate inventory held in distribution facilities were not sold to Mosaic in the transaction and were settled in the ordinary course.

Upon selling the phosphate business, we began to supply Mosaic with ammonia produced by our PLNL joint venture. The contract to supply ammonia to Mosaic from our PLNL joint venture represents the continuation of a supply practice that previously existed between our former phosphate mining and manufacturing business and other operations of the Company. Prior to March 17, 2014, PLNL sold ammonia to us for use in the phosphate business and the cost was included in our production costs in our phosphate segment. Subsequent to the sale of the phosphate business, we now sell the PLNL-sourced ammonia to Mosaic. The revenue from these sales to Mosaic and the costs to purchase the ammonia from PLNL are now included in our ammonia segment. Our 50% share of the operating results of our PLNL joint venture continues to be included in our equity in earnings of operating affiliates in our consolidated statements of operations. Because of the significance of this continuing supply practice, in accordance with U.S. generally accepted accounting principles (U.S. GAAP), the phosphate mining and manufacturing business is not reported as discontinued operations in our consolidated statements of operations.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Financial Executive Summary

We reported a net loss attributable to common stockholders of \$277 million in 2016, compared to net earnings attributable to common stockholders of \$700 million in 2015, or a decline of \$977 million.

Diluted net loss per share attributable to common stockholders was \$1.19 per share in 2016 compared to diluted net earnings per share of \$2.96 per share in 2015.

In 2016, we experienced lower net earnings attributable to common stockholders compared to 2015 due primarily to a lower gross margin as a result of lower average selling prices resulting from the excess global supply of nitrogen fertilizer, combined with the impact of several significant items which are discussed above under "Items Affecting Comparability of Results."

Our total gross margin declined by \$707 million, or 46%, to \$840 million in 2016 from \$1.55 billion in 2015. The impact of the CF Fertilisers UK acquisition increased gross margin by \$18 million, or 1%. The remaining decline in our gross margin of \$725 million was due primarily to lower average selling prices and higher capacity expansion project related costs, partially offset by the impact of unrealized net mark-to-market gains on natural gas derivatives, increased sales volume, and lower physical natural gas costs and production costs:

Average selling prices declined by 31%, which reduced gross margin by \$1.38 billion.

Unrealized net mark-to-market gains on natural gas derivatives increased gross margin by \$436 million as 2016 included a \$260 million gain and 2015 included a \$176 million loss.

Sales volume, primarily granular urea and UAN, increased by 14%, which increased gross margin by \$215 million.

Sales volume increased due to the completion of our capacity expansion project upgrading facilities at our Donaldsonville, Louisiana complex for granular urea and UAN.

Donaldsonville and Port Neal expansion project depreciation reduced gross margin by approximately \$103 million.

Start-up costs for the Donaldsonville ammonia and Port Neal ammonia and urea plants reduced gross margin by \$52 million.

Lower physical natural gas costs in 2016 increased gross margin by \$108 million as natural gas prices were lower in 2016, particularly in the first half of the year with high storage levels and strong production in North America. Natural gas prices rose towards the end of 2016.

Realized net mark-to-market losses on natural gas derivatives decreased gross margin by \$62 million as 2016 included a \$132 million loss and 2015 included a \$70 million loss.

Lower production, distribution and freight costs, increased gross margin by approximately \$104 million.

Our income tax (benefit) provision declined by \$464 million to a net benefit of \$68 million in 2016 from an income tax provision of \$396 million for 2015 primarily as a result of the loss recognized in 2016. See Note 10—Income Taxes to our consolidated financial statements included in Item 8 of this report for additional information on our income tax benefit.

Selling, general and administrative expenses increased \$4 million to \$174 million in 2016 from \$170 million in 2015.

The increase was due primarily to the impact of the CF Fertilisers UK acquisition, partly offset by lower costs for corporate initiatives and lower intangible asset amortization expense.

Transaction costs incurred in 2016 of \$179 million are associated primarily with the agreements pertaining to the proposed combination with certain businesses of OCI that was terminated on May 22, 2016 and our strategic venture with CHS. Transaction costs include the \$150 million termination fee paid by CF Holdings to OCI in the second quarter of 2016 as a result of the termination of the Combination Agreement and costs for various consulting and legal services.

Other operating—net increased by \$116 million from \$92 million in 2015 to \$208 million in 2016. The increased expense was due primarily to realized and unrealized losses on foreign currency transactions primarily related to British pound sterling denominated intercompany debt that has not been permanently invested. The increased expense also reflects higher expansion project costs pertaining to our Donaldsonville, Louisiana and Port Neal, Iowa capacity expansion projects that did not qualify for capitalization and the loss of \$23 million representing the net fair value adjustments to an embedded derivative related to our strategic venture with CHS. These increases were partly offset by a decrease in realized and unrealized losses on foreign currency derivatives of \$22 million.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Net interest expense increased by \$64 million to \$195 million in 2016 from \$131 million in 2015. The \$64 million increase in net interest expense was due primarily to the combination of higher debt levels due to the issuance of \$1.0 billion of Private Senior Notes in September 2015 and debt amendment fees and accelerated amortization of debt issuance costs due to restructuring of our debt and the Revolving Credit Agreement in 2016. In 2016, we modified the Revolving Credit Agreement by reducing its size from \$2.0 billion to \$750 million and modifying certain covenants and other terms. As a result of these changes, we recognized \$16 million of debt amendment fees and accelerated amortization of loan fees in interest expense. The increase in interest expense—net in 2016 also includes the amortization of capitalized Bridge Credit Agreement fees of \$28 million pertaining to the bridge loan for our proposed combination with certain of the OCI businesses. We also recorded capitalized interest of \$166 million in 2016 related primarily to our capacity expansion projects compared to \$154 million in 2015.

In 2016, we prepaid in full the outstanding \$1.0 billion aggregate principal amount of our Private Senior Notes and recognized a loss on debt extinguishment of \$167 million. The prepayment of \$1.18 billion included the payment of a make-whole amount of approximately \$170 million and accrued interest. Loss on debt extinguishment of \$167 million on our consolidated statement of operations excludes \$3 million of the make-whole payment, which was accounted for as a modification and recognized on our consolidated balance sheet as deferred financing fees, a reduction of long-term debt, and is being amortized using the effective interest rate method over the term of the Senior Secured Notes.

Net cash provided by operating activities in 2016 was \$617 million as compared to \$1.21 billion in 2015, a decline of \$590 million. The decline resulted primarily from lower net earnings during 2016 due to lower average selling prices from excess global nitrogen supply, partially offset by lower amounts of cash used for working capital purposes. Lower working capital levels in accounts receivable and inventory, plus lower amounts paid for income taxes and certain income tax refunds received in 2016, contributed to the reduction in cash used for working capital. Favorable changes in working capital also included a greater proportion of sales was paid in 2016 as compared to the prior year period as we entered 2016 with a lower level of customer advances than in 2015 due to customers' hesitancy to enter into prepaid contracts in a declining fertilizer price environment.

Net cash used in investing activities was \$2.18 billion in 2016 compared to \$2.98 billion in 2015. This decrease is due primarily to the 2015 acquisition of the remaining 50% equity interest in CF Fertilisers UK not previously owned by us for a net cash payment of \$552 million, which was net of cash acquired of \$18 million. This decrease was also attributable in part to a decline in capital expenditures related primarily to the capacity expansion projects in Donaldsonville, Louisiana and Port Neal, Iowa. During 2016, capital expenditures totaled \$2.21 billion compared to \$2.47 billion in 2015.

Net cash provided by financing activities was \$2.44 billion in 2016 compared to \$77 million in 2015. In 2016, CHS purchased a minority equity interest in CFN for \$2.8 billion. We distributed \$119 million to the noncontrolling interests, including CHS, in 2016, compared to \$45 million in 2015. In 2016, we received proceeds of approximately \$1.24 billion, net of discounts, from the issuance of the Senior Secured Notes which were used to fund the prepayment of the \$1.0 billion of Private Senior Notes and the related make-whole payment of \$170 million. No share repurchases were made during 2016 compared to 8.9 million shares repurchased for \$556 million in cash in 2015. Dividends paid on common stock were \$280 million and \$282 million in 2016 and 2015, respectively.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Results of Consolidated Operations

The following table presents our consolidated results of operations and supplemental data:

	Twelve months ended December 31,							
	2016	2015	2014	2016 v. 2015		2015 v. 2014		
	(in millions, except as noted)							
Net sales	\$3,685	\$4,308	\$4,743	\$(623)	(14)%	\$(435)	(9)%	
Cost of sales (COS)	2,845	2,761	2,965	84	3 %	(204)	(7)%	
Gross margin	840	1,547	1,778	(707)	(46)%	(231)	(13)%	
Gross margin percentage	22.8 %	35.9 %	37.5 %	(13.1)%		(1.6)%		
Selling, general and administrative expenses	174	170	152	4	2 %	18	12 %	
Transaction costs	179	57	—	122	214 %	57	N/M	
Other operating—net	208	92	53	116	126 %	39	74 %	
Total other operating costs and expenses	561	319	205	242	76 %	114	56 %	
Gain on sale of phosphate business	—	—	750	—	N/M	(750)	(100)%	
Equity in (losses) earnings of operating affiliates	(145)	(35)	43	(110)	N/M	(78)	N/M	
Operating earnings	134	1,193	2,366	(1,059)	(89)%	(1,173)	(50)%	
Interest expense—net	195	131	177	64	49 %	(46)	(26)%	
Loss on debt extinguishment	167	—	—	167	N/M	—	N/M	
Other non-operating—net	(2)	4	2	(6)	N/M	2	100 %	
(Loss) earnings before income taxes and equity in earnings of non-operating affiliates	(226)	1,058	2,187	(1,284)	N/M	(1,129)	(52)%	
Income tax (benefit) provision	(68)	396	773	(464)	N/M	(377)	(49)%	
Equity in earnings of non-operating affiliates—net of taxes	—	72	23	(72)	(100)%	49	213 %	
Net (loss) earnings	(158)	734	1,437	(892)	N/M	(703)	(49)%	
Less: Net earnings attributable to noncontrolling interests	119	34	47	85	250 %	(13)	(28)%	
Net (loss) earnings attributable to common stockholders	\$(277)	\$700	\$1,390	\$(977)	N/M	\$(690)	(50)%	
Diluted net earnings (loss) per share attributable to common stockholders	\$(1.19)	\$2.96	\$5.42	\$(4.15)	N/M	\$(2.46)	(45)%	
Diluted weighted-average common shares outstanding	233.1	236.1	256.7	(3.0)	(1)%	(20.6)	(8)%	
Dividends declared per common share	\$1.20	\$1.20	\$1.00	\$—		\$0.20		
Natural Gas Supplemental Data (per MMBtu)								
Natural gas costs in COS ⁽¹⁾	\$2.61	\$3.00	\$4.46	\$(0.39)	(13)%	\$(1.46)	(33)%	
Realized derivatives loss (gain) in COS ⁽²⁾	0.46	0.28	(0.24)	0.18	64 %	0.52	N/M	
Cost of natural gas in COS	\$3.07	\$3.28	\$4.22	\$(0.21)	(6)%	\$(0.94)	(22)%	
Average daily market price of natural gas Henry Hub (Louisiana)	\$2.48	\$2.61	\$4.32	\$(0.13)	(5)%	\$(1.71)	(40)%	
Average daily market price of natural gas National Balancing Point (UK) ⁽³⁾	\$4.66	\$6.53	\$—	\$(1.87)	(29)%	\$6.53	N/M	
Unrealized net mark-to-market (gain) loss on natural gas derivatives	\$(260)	\$176	\$79	\$(436)	N/M	\$97	123 %	
Capital expenditures	\$2,211	\$2,469	\$1,809	\$(258)	(10)%	\$660	36 %	
Sales volume by product tons (000s)	16,957	13,718	13,763	3,239	24 %	(45)	— %	
Production volume by product tons (000s):								

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Ammonia ⁽⁴⁾	8,307	7,673	7,011	634	8	%	662	9	%
Granular urea	3,368	2,520	2,347	848	34	%	173	7	%
UAN (32%)	6,698	5,888	5,939	810	14	%	(51)	(1)	%
AN	1,845	1,283	950	562	44	%	333	35	%

N/M—Not Meaningful

(1) Includes the cost of natural gas that is included in cost of sales during the period under the first-in, first-out (FIFO) inventory cost method.

41

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

- (2) Includes realized gains and losses on natural gas derivatives settled during the period. Excludes unrealized mark-to-market gains and losses on natural gas derivatives.
- (3) Amount represents average daily market price for the full year 2015 and 2016.
- (4) Gross ammonia production, including amounts subsequently upgraded on-site into granular urea, UAN, or AN. Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Consolidated Operating Results

Our reportable segments consist of ammonia, granular urea, UAN, AN and Other and include the results of CF Fertilisers UK from July 31, 2015, the date we acquired the remaining 50% equity interest in CF Fertilisers UK. We reported a net loss attributable to common stockholders of \$277 million in 2016, compared to net earnings attributable to common stockholders of \$700 million in 2015, a decline of \$977 million. We experienced lower net earnings attributable to common stockholders in 2016 compared to 2015 due primarily to a lower gross margin as a result of lower average selling prices resulting from excess global nitrogen supply, combined with a number of significant items that are described above under "Overview of CF Holdings—Items Affecting Comparability of Results." Our total gross margin declined by \$707 million, or 46%, to \$840 million in 2016 from \$1.55 billion in 2015. The impact of the CF Fertilisers UK acquisition increased gross margin by \$18 million, or 1%. The remaining decline in our gross margin of \$725 million was due primarily to lower average selling prices and higher capacity expansion project related costs, partially offset by the impact of unrealized net mark-to-market gains on natural gas derivatives, increased sales volume, and lower physical natural gas costs and production costs:

- Average selling prices declined by 31% in 2016 compared to 2015, which reduced gross margin by \$1.38 billion.
- Unrealized net mark-to-market gains on natural gas derivatives increased gross margin by \$436 million as 2016 included a \$260 million gain and 2015 included a \$176 million loss.

- Sales volume, primarily granular urea and UAN, increased by 14%, which increased gross margin by \$215 million.
- Sales volume increased due to the completion of our capacity expansion project upgrading facilities at our Donaldsonville, Louisiana complex for granular urea and UAN.

- Donaldsonville and Port Neal expansion project depreciation reduced gross margin by approximately \$103 million.
- Start-up costs for the Donaldsonville ammonia and Port Neal ammonia and urea plants reduced gross margin by \$52 million.

- Lower physical natural gas costs in 2016 increased gross margin by \$108 million as natural gas prices were lower in 2016, particularly in the first half of the year with high storage levels and strong production in North America. Natural gas prices rose towards the end of 2016.

- Realized net mark-to-market losses on natural gas derivatives decreased gross margin by \$62 million as 2016 included a \$132 million loss and 2015 included a \$70 million loss.

- Lower production, distribution and freight costs increased gross margin by approximately \$104 million.

During 2016, primarily as a result of lower net earnings, our income tax (benefit) provision declined by \$464 million to a net benefit of \$68 million from an income tax provision of \$396 million for 2015. See Note 10—Income Taxes to our consolidated financial statements included in Item 8 of this report for additional information on our income tax benefit.

Net Sales

Our net sales are derived primarily from the sale of nitrogen fertilizers and are determined by the quantities of fertilizers we sell and the selling prices we realize. The volumes, mix and selling prices we realize are determined to a great extent by a combination of global and regional supply and demand factors. Net sales also include shipping and handling costs that are billed to our customers. Sales incentives are reported as a reduction in net sales.

Our total net sales decreased \$623 million, or 14%, to \$3.69 billion in 2016 compared to \$4.31 billion in 2015. The impact of the CF Fertilisers UK acquisition increased our net sales by \$269 million, or 6%. The remaining decline in our net sales of \$892 million, or 21%, was due to a 31% decline in average selling prices partially offset by a 14% increase in sales volume.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Average selling prices, excluding the CF Fertilisers UK acquisition impact, were \$218 per ton in 2016 compared to \$318 per ton in 2015 due primarily to lower selling prices across all products. Selling prices were negatively impacted by excess global nitrogen supply. Pricing for nitrogen fertilizer products in the U.S. Gulf declined during most of 2016, often trading below parity with other international pricing points, as a result of continued imports from various exporting regions and decreased buyer interest. Seasonal decreases in agricultural demand combined with delayed customer purchasing activity resulted in multi-year lows in nitrogen fertilizer selling prices in the second half of the year.

Our total sales volume increased by 24% from 2015 to 2016. The impact of the CF Fertilisers UK acquisition increased our sales volume by 10%. The remaining increase in our sales volume of 14% was due primarily to greater granular urea and UAN volume available for sale due to our completed capacity expansion projects, partly offset by lower ammonia sales volume due to lower demand in North America during the fall application season. In addition, our ammonia sales volumes were lower in 2016 as we upgraded existing ammonia production as a result of our granular urea and UAN capacity expansion projects coming on line at our Donaldsonville, Louisiana complex.

Cost of Sales

Our cost of sales includes manufacturing costs, purchased product costs, and distribution costs. Manufacturing costs, the most significant element of cost of sales, consist primarily of raw materials, realized and unrealized gains and losses on natural gas derivative instruments, maintenance, direct labor, depreciation and other plant overhead expenses. Purchased product costs primarily include the cost to purchase nitrogen fertilizers to augment or replace production at our facilities. Distribution costs include the cost of freight required to transport finished products from our plants to our distribution facilities and storage costs incurred prior to final shipment to customers.

Our cost of sales increased \$84 million, or 3%, from 2015 to 2016. The overall increase in cost of sales is due primarily to the impact of the CF Fertilisers UK acquisition, which increased cost of sales by \$251 million, or 9%, as 2016 includes a full year of CF Fertilisers UK results and 2015 includes five months of CF Fertilisers UK results. The remaining decrease in our cost of sales of \$167 million, or 6%, was due primarily to the combination of unrealized net mark-to-market gains on natural gas derivatives and lower realized natural gas costs, partly offset by higher capacity expansion project related costs. Cost of sales includes a \$260 million unrealized net mark-to-market gain in 2016 as compared to a \$176 million unrealized net mark-to-market loss in 2015. Realized natural gas costs, including the impact of lower purchased natural gas costs and realized derivatives, declined 6% from \$3.28 per MMBtu in 2015 to \$3.07 per MMBtu in 2016 as natural gas prices were lower in 2016, particularly in the first half of the year with high storage levels and strong production in North America, although natural gas prices increased towards the end of 2016. Capacity expansion project costs, including depreciation expense, which commenced once the respective expansion plant was placed in service, and start-up costs, which primarily relate to the cost of commencing production at the new ammonia plants for our Donaldsonville, Louisiana and Port Neal, Iowa plants totaled \$116 million and \$52 million in 2016, respectively.

Cost of goods sold per ton declined \$34 per ton, or 17%, from \$201 in 2015 to \$167 in 2016, as a result of the factors noted above.

Selling, General and Administrative Expenses

Our selling, general and administrative expenses consist primarily of corporate office expenses such as salaries and other payroll-related costs for our executive, administrative, legal, financial and marketing functions, as well as certain taxes and insurance and other professional service fees, including those for corporate initiatives.

Selling, general and administrative expenses increased \$4 million to \$174 million in 2016 from \$170 million in 2015. The increase was due primarily to the impact of the CF Fertilisers UK acquisition, partly offset by lower costs for corporate office initiatives and lower intangible asset amortization expense.

Transaction Costs

Transaction costs consist of various consulting and legal services associated with the proposed combination with certain businesses of OCI that was terminated on May 22, 2016, our strategic venture with CHS, which began on February 1, 2016, and our July 31, 2015 acquisition of the remaining 50% equity interest in CF Fertilisers UK not previously owned by us.

In 2016, we incurred \$179 million of transaction costs, including the \$150 million termination fee paid by CF Holdings to OCI in the second quarter of 2016 as a result of the termination of the Combination Agreement and costs for various consulting and legal services. In 2015, we incurred \$57 million of transaction costs associated with the agreements pertaining to the proposed combination with certain businesses of OCI and our strategic venture with CHS.

43

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Other Operating—Net

Other operating—net includes administrative costs associated with our capacity expansion projects and other costs that do not relate directly to our central operations. Costs included in "other costs" can include foreign exchange gains and losses, unrealized gains and losses on foreign currency derivatives, costs associated with our closed facilities, amounts recorded for environmental remediation for other areas of our business, litigation expenses and gains and losses on the disposal of fixed assets.

Other operating—net was \$208 million in 2016 compared to \$92 million in 2015. The increased expense was due primarily to \$93 million of realized and unrealized losses on foreign currency transactions primarily related to British pound sterling denominated intercompany debt that has not been permanently invested. In addition, the increased expense also reflects higher expansion project costs pertaining to our Donaldsonville, Louisiana and Port Neal, Iowa capacity expansion projects that did not qualify for capitalization and the loss of \$23 million representing the net fair value adjustments to an embedded derivative related to our strategic venture with CHS. See Note 9—Fair Value Measurements to our consolidated financial statements included in Item 8 of this report for additional information. These increases were partly offset by a decrease in realized and unrealized losses on foreign currency derivatives of \$22 million.

Equity in (Losses) Earnings of Operating Affiliates

Equity in (losses) earnings of operating affiliates consists of our 50% ownership interest in PLNL. We include our share of the net earnings from our equity method investment in PLNL as an element of earnings from operations because this investment provides additional production and is integrated with our other supply chain and sales activities. Our share of the net earnings includes the amortization of certain tangible and intangible assets identified as part of the application of purchase accounting at acquisition. In 2016 and 2015, equity in (losses) earnings of operating affiliates also includes impairments of our equity method investment in PLNL.

Equity in (losses) earnings of operating affiliates decreased by \$110 million in 2016 as compared to 2015 due primarily to a \$134 million impairment of our equity method investment in PLNL that was recognized in the fourth quarter of 2016. In the fourth quarter of 2015, we recognized a \$62 million impairment of our equity method investment in PLNL. The remaining decrease was due primarily to lower operating results from PLNL, which included costs of \$21 million that were incurred during 2016 related to a planned maintenance activity at the PLNL ammonia plant that resulted in the shutdown of the plant for approximately 45 days and the impact of lower ammonia selling prices in 2016 compared to 2015. For additional information regarding the impairment of our equity method investment in PLNL, see Note 8—Equity Method Investments to our consolidated financial statements included in Item 8 of this report and "Critical Accounting Policies and Estimates," below.

Interest Expense—Net

Our interest expense—net includes the interest expense on our long-term debt, amortization of the related fees required to execute financing agreements and annual fees pursuant to our Revolving Credit Agreement. Capitalized interest relating to the construction of major capital projects reduces interest expense as the interest is capitalized and amortized over the estimated useful lives of the facility along with all other construction costs. Our interest expense—net also includes interest income, which represents amounts earned on our cash, cash equivalents, investments and advances to unconsolidated affiliates.

Net interest expense increased by \$64 million to \$195 million in 2016 from \$131 million in 2015. The \$64 million increase in net interest expense was due primarily to the combination of higher debt levels due to the issuance of \$1.0 billion of Private Senior Notes in September 2015 and debt amendment fees and accelerated amortization of debt issuance costs due to the restructuring of our debt and the Revolving Credit Agreement in 2016. Due to the uncertain duration of the prevailing low nitrogen fertilizer selling price environment and in order to provide liquidity and covenant flexibility for the future, we modified the Revolving Credit Agreement in 2016 by reducing its size from \$2.0 billion to \$750 million and modifying certain covenants and other terms. As a result of these changes, we recognized \$16 million of debt amendment fees and accelerated amortization of loan fees in interest expense. The increase in interest expense—net in 2016 also includes the amortization of capitalized Bridge Credit Agreement fees of \$28 million pertaining to the bridge loan for our proposed combination with certain of the OCI businesses. We also

recorded capitalized interest of \$166 million in 2016 related primarily to our capacity expansion projects compared to \$154 million in 2015.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Loss on Debt Extinguishment

Loss on debt extinguishment of \$167 million consists of the make-whole payment, which resulted from our November 21, 2016 prepayment of the \$1.0 billion aggregate principal amount of Private Senior Notes. This amount excludes \$3 million (of the \$170 million make-whole payment), which was accounted for as a modification and recognized on our consolidated balance sheet as deferred financing fees, a reduction of long-term debt, and is being amortized using the effective interest rate method over the term of the Senior Secured Notes.

Income Tax (Benefit) Provision

Our income tax benefit for 2016 was \$68 million on a pre-tax loss of \$226 million, resulting in an effective tax rate of 30.0%, compared to an income tax provision of \$396 million on pre-tax income of \$1.06 billion, or an effective tax rate of 37.4%, in the prior year.

State income taxes for 2016 were favorably impacted by investment tax credits of \$13 million related to capital assets placed in service at our production facilities in Oklahoma that are indefinitely available to offset income taxes in that jurisdiction in future years. Our effective state income tax rate was also reduced as a result of the changes to our legal entity structure effected in the first quarter of 2016 as part of our strategic venture with CHS. See Note

17—Noncontrolling Interests to our consolidated financial statements included in Item 8 of this report for additional information.

State income taxes for 2016 includes a tax benefit of \$46 million, net of federal tax effect, for state net operating loss carryforwards. A valuation allowance of \$4 million is recorded for certain loss carryforwards for which we do not expect to realize in the future.

The income tax provision for 2016 includes the tax impact of the U.S. manufacturing profits deductions claimed in prior years that will not be deductible as a result of our intention to carryback the tax net operating loss for the year ended December 31, 2016 to those prior tax years.

Non-deductible capital costs for the tax year ended December 31, 2016 include certain transaction costs capitalized in the prior year that are now deductible as a result of the termination of the proposed combination with certain businesses of OCI. See Note 4—Acquisitions and Divestitures to our consolidated financial statements included in Item 8 of this report for additional information.

Foreign subsidiaries of the Company have incurred capital losses of \$109 million that are indefinitely available to offset capital gains in those foreign jurisdictions. As the future realization of these carryforwards is not anticipated, a valuation allowance of \$28 million was recorded in 2016.

In the fourth quarters of 2016 and 2015, we determined the carrying value of our equity method investment in PLNL exceeded fair value and recognized an impairment of our equity method investment in PLNL of \$134 million and \$62 million, respectively, which is included in the equity in earnings of operating affiliates. Our respective income tax provisions do not include a tax benefit for the impairment of our equity method investment as it will not give rise to a tax deduction.

During the third quarter of 2015, we acquired the remaining 50% equity interest in CF Fertilisers UK not previously owned by us and recognized a \$94 million gain on the remeasurement to fair value of our initial 50% equity interest in CF Fertilisers UK. The earnings in CF Fertilisers UK have been permanently reinvested. Therefore, the recognition of the \$94 million gain on the remeasurement of the historical equity investment does not include the recognition of tax expense on the gain.

In addition, our effective tax rate is impacted by earnings attributable to noncontrolling interests in CFN and TNCLP, as our consolidated income tax provision does not include a tax provision on the earnings attributable to the noncontrolling interests. Earnings attributable to noncontrolling interests increased in 2016 due to our strategic venture with CHS that commenced on February 1, 2016, at which time CHS purchased a minority equity interest in CFN. See Note 17—Noncontrolling Interests to our consolidated financial statements included in Item 8 of this report for additional information.

See Note 10—Income Taxes to our consolidated financial statements included in Item 8 of this report for additional information.

Equity in Earnings of Non-Operating Affiliates—Net of Taxes

Equity in earnings of non-operating affiliates—net of taxes represents our share of the net earnings of the entities that we account for using the equity method and exclude from operating earnings. Equity in earnings of non-operating affiliates—net of taxes in 2015 included the previously owned 50% equity method earnings of CF Fertilisers UK and also included our share of

45

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

operating losses experienced at Keytrade. On July 31, 2015, we acquired the remaining 50% equity interest in CF Fertilisers UK not previously owned by us for total consideration of \$570 million, and CF Fertilisers UK became wholly owned by us and part of our consolidated financial results. We recorded a \$94 million gain on the remeasurement to fair value of our initial 50% equity interest in CF Fertilisers UK in connection with the closing of the acquisition. Equity in earnings of non-operating affiliates—net of taxes on 2015 also included our share of CF Fertilisers UK operating results up to the date of the acquisition. In addition, during the second quarter of 2015, we sold our interests in Keytrade and recorded an after-tax loss of \$29 million (pre-tax loss of \$40 million).

Net Earnings Attributable to Noncontrolling Interests

Net earnings attributable to noncontrolling interests includes the net earnings attributable to the 24.7% interest of the publicly-held common units of TNCLP. We own approximately 75.3% of TNCLP and outside investors own the remaining 24.7%. Net earnings attributable to noncontrolling interests also includes the net earnings attributable to the CHS minority equity interest in CFN, a subsidiary of CF Holdings, purchased for \$2.8 billion on February 1, 2016. Net earnings attributable to noncontrolling interests increased \$85 million in 2016 compared to 2015 due primarily to the earnings attributable to the noncontrolling interest in CFN. This increase is partly offset by lower net earnings attributable to the approximately 24.7% interest of the publicly held common units of TNCLP.

Diluted Net Earnings (Loss) Per Share Attributable to Common Stockholders

Diluted net (loss) earnings per share attributable to common stockholders decreased \$4.15 to a loss of \$1.19 per share in 2016 from diluted net earnings per share attributable to common stockholders of \$2.96 per share in 2015. This decrease is due to lower net earnings.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

Consolidated Operating Results

The ammonia, granular urea, UAN, AN and Other segments are referred to in this section of the discussion and analysis as the “Nitrogen Product Segments.”

Our total gross margin declined by \$231 million, or 13%, to \$1.55 billion in 2015 from \$1.78 billion in 2014. The impact of the CF Fertilisers UK acquisition increased gross margin by \$23 million. The remaining decline in our gross margin of \$254 million, or 14%, was due to the \$244 million decrease in gross margin in the Nitrogen Product Segments and the \$10 million decline in gross margin in the phosphate segment as the phosphate business was sold in the first quarter of 2014. The remaining decrease in Nitrogen Product Segments gross margin, as more fully described below, was due primarily to lower average selling prices, lower sales volume, and the impact of mark-to-market losses on natural gas derivatives, partially offset by lower physical natural gas costs.

Average selling prices, primarily UAN and granular urea, decreased by 8%, which reduced gross margin by \$349 million as international nitrogen fertilizer prices declined due to excess global supply. The combination of falling global production costs, foreign currency devaluation and reduced ocean freight costs allowed many international producers to continue operations and the resulting supply weighed on global prices.

Sales volume, primarily ammonia, decreased by 3%, which decreased gross margin by \$72 million due primarily to a poor fall application season and weaker demand as customers were unable to apply ammonia due to poor weather conditions and customers were hesitant to buy in a declining pricing environment.

Unrealized net mark-to-market losses on natural gas derivatives decreased gross margin by \$97 million as 2015 included a \$176 million loss compared to a \$79 million loss in 2014.

Lower physical natural gas costs in 2015, partially offset by the impact of natural gas derivatives that settled in the period, increased gross margin by \$230 million compared to 2014. Lower natural gas costs were primarily driven by increased North American natural gas production, as increased well efficiencies increased supply. Warm weather conditions, especially in the fourth quarter of 2015, also contributed to high storage levels and the resulting decline in natural gas prices.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Net earnings attributable to common stockholders was \$700 million and \$1.39 billion in the years ended December 31, 2015 and 2014, respectively. The results of operations in 2015 and 2014 were impacted by a number of significant items that are described in further detail above under "Overview of CF Holdings—Items Affecting Comparability of Results."

Net Sales

Our total net sales decreased \$435 million, or 9%, to \$4.31 billion in 2015 compared to \$4.74 billion in 2014. The impact of the CF Fertilisers UK acquisition increased our net sales by \$208 million. The remaining decline in our net sales of \$643 million, or 14%, included a \$475 million decrease attributable to the Nitrogen Product Segments and a \$168 million decrease due to the sale of the phosphate business in March 2014. The remaining Nitrogen Product Segments net sales decreased due to an 8% decline in average selling prices and a 3% decline in sales volume. Nitrogen Product Segments average selling prices, excluding the impact of the CF Fertilisers UK acquisition, were \$318 per ton in 2015 compared to \$345 per ton in 2014 due primarily to lower UAN, granular urea and ammonia selling prices in 2015 as international nitrogen fertilizer prices declined due to excess global supply. The combination of falling global production costs, foreign currency devaluation and reduced ocean freight costs allowed many international producers to continue operations and the resulting supply weighed on global prices. The decline in UAN average selling prices was due primarily to excess global supply. Granular urea exports from China were at a record high in 2015 and Russian exports increased significantly while global capacity additions in 2015 further contributed to the global supply excess and the decline in average selling prices compared to 2014. The decrease in ammonia average selling prices from prior year levels is due primarily to weaker nitrogen fertilizer market conditions compared to the prior year, as a weak fall application season combined with higher producer inventory levels and slowing demand from phosphate fertilizer producers weighed on prices at the end of 2015.

Our total Nitrogen Product Segments sales volume increased by 3%. The impact of the CF Fertilisers UK acquisition increased our sales volume by 6%. The remaining decline in our Nitrogen Product Segments sales volume of 3% was due primarily to lower ammonia and UAN sales volume. Our ammonia sales volume was lower in 2015 partly due to a poor fall application season in North America as a result of poor weather conditions in the Midwest. The season started late and ended early in November due to snow in the Midwest. In addition, our ammonia and UAN sales volume were lower as customers were hesitant to buy in a declining pricing environment.

Cost of Sales

Our total cost of sales decreased \$204 million, or 7%, from 2014 to 2015 including the impact of the CF Fertilisers UK acquisition which increased cost of sales by \$185 million, or 6%. The remaining decrease in our cost of sales of \$389 million, or 13%, was due primarily to lower natural gas costs. The realized natural gas costs, including the impact of lower purchased natural gas costs and realized derivative losses during 2015, decreased 28% compared to 2014. Cost of sales in 2015 also included \$176 million of unrealized net mark-to-market losses on natural gas derivatives compared to losses of \$79 million in 2014. Lower gas costs were primarily driven by increasing North American natural gas production, as increased well efficiencies increased supply. Warm weather conditions, especially in the fourth quarter, also contributed to the high storage levels and the resulting decline in gas prices. The cost of sales per ton in our Nitrogen Product Segments averaged \$200 in 2015, a 5% decrease from the \$211 per ton in 2014.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased \$18 million to \$170 million in 2015 from \$152 million in 2014. The increase was due primarily to the impact of the CF Fertilisers UK acquisition, an increase in corporate project activities, and higher intangible asset amortization expense.

Transaction Costs

In 2015, we incurred \$57 million of transaction costs for various consulting and legal services associated primarily with executing the strategic agreements in connection with, and preparing for the proposed combination with certain businesses of OCI, our strategic venture with CHS and our acquisition of the remaining 50% equity interest in CF Fertilisers UK not previously owned by us.

Other Operating—Net

Other operating—net changed by \$39 million from \$53 million of expense in 2014 to expense of \$92 million in 2015. The increased expense was due primarily to higher expansion project costs pertaining to our Donaldsonville, Louisiana and Port Neal, Iowa capacity expansion projects that did not qualify for capitalization. This was partially offset by the decrease in realized and unrealized losses on foreign currency derivatives from \$38 million of losses in 2014 to \$22 million of losses in 2015.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Equity in (Losses) Earnings of Operating Affiliates

Equity in (losses) earnings of operating affiliates consists of our 50% share of the operating results of PLNL. Equity in (losses) earnings of operating affiliates decreased by \$78 million in 2015 as compared to 2014 due primarily to a \$62 million impairment of our equity method investment in PLNL that was recognized in the fourth quarter of 2015. The remaining decrease was due primarily to lower operating results from PLNL due to lower average selling prices.

Interest Expense—Net

Interest expense—net was \$131 million in 2015 compared to \$177 million in 2014. The \$46 million decrease in net interest expense was due primarily to higher amounts of capitalized interest related to our capacity expansion projects, partially offset by higher interest expense pertaining to the \$1.0 billion and \$1.5 billion of senior notes issued in September 2015 and in March 2014, respectively. We recorded capitalized interest of \$154 million in 2015 primarily related to our capacity expansion projects compared to \$74 million in 2014.

Other Non-Operating—Net

Other non-operating—net was a \$4 million expense in 2015 compared to expense of \$2 million in 2014.

Income Tax (Benefit) Provision

Our income tax provision for 2015 was \$396 million on pre-tax income of \$1.06 billion, or an effective tax rate of 37.4%, compared to an income tax provision of \$773 million on pre-tax income of \$2.19 billion, or an effective tax rate of 35.3% in the prior year. The increase in the effective tax rate in 2015 was due primarily to the impact of certain transactional expenses that are not deductible for tax purposes. The income tax provision in 2014 included \$287 million of income tax expense relating to the phosphate business sale, which increased the effective tax rate by 1.5%.

During the third quarter of 2015, we acquired the remaining 50% equity interest in CF Fertilisers UK not previously owned by us and recognized a \$94 million gain on the remeasurement to fair value of our initial 50% equity interest in CF Fertilisers UK. The earnings in CF Fertilisers UK have been permanently reinvested. Therefore, the recognition of the \$94 million gain on the remeasurement of the historical equity investment does not include the recognition of tax expense on the gain.

In the fourth quarter of 2015, we determined the carrying value of our equity method investment in PLNL exceeded fair value and recognized an impairment of our equity method investment in PLNL of \$62 million, which is included in the equity in earnings of operating affiliates in 2015. Our income tax provision does not include a tax benefit for the impairment of our equity method investment as it does not give rise to a tax deduction.

The effective tax rate does not reflect a tax provision on the earnings attributable to noncontrolling interest in TNCLP (a partnership), which is not a taxable entity. See Note 10—Income Taxes to our consolidated financial statements included in Item 8 of this report for additional information on income taxes.

Equity in Earnings of Non-Operating Affiliates—Net of Taxes

Equity in earnings of non-operating affiliates—net of taxes consists of our share of the financial results of unconsolidated joint venture interests in CF Fertilisers UK and Keytrade. During the second quarter of 2015, we sold our interests in Keytrade. On July 31, 2015, we completed the CF Fertilisers UK acquisition for total consideration of \$570 million, and CF Fertilisers UK became wholly owned by us and became part of our consolidated financial results.

Equity in earnings of non-operating affiliates—net of taxes increased by \$49 million in 2015 compared to 2014 due primarily to the \$94 million gain on the remeasurement to fair value of our initial 50% equity interest in CF Fertilisers UK that was recorded in connection with the closing of the transaction. This was partially offset by the combination of operating losses experienced at Keytrade and from the loss on sale of our investments in Keytrade during the second quarter of 2015.

Net Earnings Attributable to Noncontrolling Interest

Net earnings attributable to noncontrolling interest decreased \$13 million in 2015 compared to 2014 due primarily to lower net earnings attributable to the approximately 24.7% interest of the publicly-held common units of TNCLP.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Diluted Net Earnings (losses) Per Share Attributable to Common Stockholders

Diluted net earnings per share attributable to common stockholders decreased \$2.46, or 45%, to \$2.96 per share in 2015 from \$5.42 per share in 2014. This decrease is due primarily to the \$1.80 per share gain from the sale of the phosphate business in 2014, partially offset by the impact of lower diluted weighted-average shares outstanding in 2015 as compared to 2014 due to the impact of our share repurchase programs. We repurchased 8.9 million shares in 2015 for \$527 million, or an average cost of \$59 per share. The total shares repurchased during 2015 represented 4% of the shares outstanding as of December 31, 2014.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Operating Results by Business Segment

Our reportable segment structure reflects how our chief operating decision maker (CODM), as defined under U.S. GAAP, assesses the performance of our reportable segments and makes decisions about resource allocation. These segments are differentiated by products. Our management uses gross margin to evaluate segment performance and allocate resources. Total other operating costs and expenses (consisting of selling, general and administrative expenses and other operating—net) and non-operating expenses (interest and income taxes), are centrally managed and are not included in the measurement of segment profitability reviewed by management.

The phosphate segment reflects the reported results of the phosphate business through March 17, 2014, plus the continuing sales of the phosphate inventory in the distribution network after March 17, 2014. The remaining phosphate inventory was sold in the second quarter of 2014 and reportable results ceased.

The following table presents summary operating results by business segment:

	Ammonia	Granular Urea ⁽¹⁾	UAN ⁽¹⁾	AN ⁽¹⁾	Other ⁽¹⁾	Phosphate	Consolidated
	(in millions, except percentages)						
Year ended December 31, 2016							
Net sales	\$981	\$831	\$1,196	\$411	\$266	\$ —	\$ 3,685
Cost of sales	715	584	920	409	217	—	2,845
Gross margin	\$266	\$247	\$276	\$2	\$49	\$ —	\$ 840
Gross margin percentage	27.1 %	29.7 %	23.1 %	0.5 %	18.4 %	— %	22.8 %
Year ended December 31, 2015							
Net sales	\$1,523	\$788	\$1,480	\$294	\$223	\$ —	\$ 4,308
Cost of sales	884	469	955	291	162	—	2,761
Gross margin	\$639	\$319	\$525	\$3	\$61	\$ —	\$ 1,547
Gross margin percentage	42.0 %	40.4 %	35.5 %	1.1 %	27.2 %	— %	35.9 %
Year ended December 31, 2014							
Net sales	\$1,576	\$915	\$1,670	\$243	\$171	\$ 168	\$ 4,743
Cost of sales	983	517	998	189	120	158	2,965
Gross margin	\$593	\$398	\$672	\$54	\$51	\$ 10	\$ 1,778
Gross margin percentage	37.6 %	43.5 %	40.3 %	22.1 %	30.0 %	6.0 %	37.5 %

⁽¹⁾ The cost of ammonia that is upgraded into other products is transferred at cost into the upgraded product results.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Ammonia Segment

Our ammonia segment produces anhydrous ammonia (ammonia), which is our most concentrated nitrogen fertilizer as it contains 82% nitrogen. The results of our ammonia segment consist of sales of ammonia to external customers. In addition, ammonia is the "basic" nitrogen product that we upgrade into other nitrogen products such as granular urea, UAN and AN. We produce ammonia at all of our nitrogen manufacturing complexes.

The following table presents summary operating data for our ammonia segment, including the impact of our acquisition of the remaining 50% equity interest in CF Fertilisers UK:

	Twelve months ended December 31,						
	2016	2015	2014	2016 v. 2015	2015 v. 2014		
	(in millions, except as noted)						
Net sales	\$981	\$1,523	\$1,576	\$(542)	(36)%	\$(53)	(3)%
Cost of sales	715	884	983	(169)	(19)%	(99)	(10)%
Gross margin	\$266	\$639	\$593	\$(373)	(58)%	\$46	8 %
Gross margin percentage	27.1 %	42.0 %	37.6 %	(14.9)%		4.4 %	
Sales volume by product tons (000s)	2,874	2,995	2,969	(121)	(4)%	26	1 %
Sales volume by nutrient tons (000s) ⁽¹⁾	2,358	2,456	2,434	(98)	(4)%	22	1 %
Average selling price per product ton	\$341	\$509	\$531	\$(168)	(33)%	\$(22)	(4)%
Average selling price per nutrient ton ⁽¹⁾	\$416	\$620	\$648	\$(204)	(33)%	\$(28)	(4)%
Gross margin per product ton	\$93	\$213	\$200	\$(120)	(56)%	\$13	7 %
Gross margin per nutrient ton ⁽¹⁾	\$113	\$260	\$244	\$(147)	(57)%	\$16	7 %
Depreciation and amortization	\$96	\$95	\$69	\$1	1 %	\$26	38 %
Unrealized net mark-to-market loss (gain) on natural gas derivatives	\$(85)	\$40	\$25	\$(125)	N/M	\$15	60 %

⁽¹⁾ Ammonia represents 82% nitrogen content. Nutrient tons represent the tons of nitrogen within the product tons.

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Net Sales. Total net sales in the ammonia segment decreased by \$542 million, or 36%, to \$981 million in 2016 from \$1.52 billion in 2015 due primarily to a 33% decrease in average selling prices and a 4% decrease in sales volume. These results include the impact of the CF Fertilisers UK acquisition, which increased net sales by \$26 million, or 2%. The remaining decrease in our ammonia net sales of \$568 million, or 37%, was due primarily to lower average selling prices and sales volume. Selling prices declined due to excess global nitrogen supply. In addition, our selling prices reflect the impact of a higher proportion of export sales, the volumes of which increased as a result of the weak fall application season attributable to the combined impact of weather conditions and low crop prices on our customers' decisions related to applying fertilizer in the fall. Sales volume in 2016 declined due to combination of the weak fall application season and the impact of upgrading additional ammonia production at our Donaldsonville facility into granular urea and UAN as a result of our capacity expansion projects coming on line at our Donaldsonville, Louisiana complex.

Cost of Sales. Cost of sales per ton in our ammonia segment averaged \$248 per ton in 2016, including the impact of the CF Fertilisers UK acquisition, which averaged \$220 per ton. The remaining cost of sales per ton was \$250 in 2016, a 16% decrease from the \$296 per ton in 2015. The decrease was due primarily to the impact of unrealized net mark-to-market gains on natural gas derivatives in 2016 compared to losses in 2015 and to the impact of lower realized natural gas costs in 2016. This was partly offset by capacity expansion project start-up costs of \$50 million and an increase in expansion project depreciation as a result of the new ammonia plants at our Donaldsonville and Port Neal facilities.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

Net Sales. Net sales in the ammonia segment decreased by \$53 million, or 3%, to \$1.52 billion in 2015 from \$1.58 billion in 2014 due primarily to a 4% decrease in average selling prices, partially offset by a 1% increase in sales volume. These results include the impact of the CF Fertilisers UK acquisition completed on July 31, 2015 which increased net sales by \$38 million, or 2%. The remaining decrease in our ammonia net sales of \$91 million, or 6%, was due to lower average selling prices and lower sales volume compared to 2014. The decrease in average ammonia selling prices from prior year levels was due primarily to weaker nitrogen fertilizer market conditions compared to the prior year as a weak fall application season combined with higher producer inventory levels and slowing demand from phosphate fertilizer producers weighed on prices at the end of 2015. At the end of 2014, the pricing environment was stronger due to a tighter supply after the strong North American 2014 spring season and a higher level of global production outages in 2014. Sales volume was lower in 2015 due to the weak fall application season in North America as a result of poor weather conditions in the Midwest. The fall application season started late and then ended early in November due to snow in the Midwest.

Cost of Sales. Cost of sales per ton in our ammonia segment averaged \$296 in 2015, a 11% decrease over the \$331 per ton in 2014. The decrease was due primarily to lower realized natural gas costs during 2015 partly offset by increased unrealized net mark-to-market losses on natural gas derivatives in 2015 compared to 2014.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Granular Urea Segment

Our granular urea segment produces granular urea, which contains 46% nitrogen. Produced from ammonia and carbon dioxide, it has the highest nitrogen content of any of our solid nitrogen fertilizers. Granular urea is produced at our Courtright, Ontario; Donaldsonville, Louisiana; Medicine Hat, Alberta; and Port Neal, Iowa nitrogen complexes.

The following table presents summary operating data for our granular urea segment:

	Twelve months ended December 31,						
	2016	2015	2014	2016 v. 2015		2015 v. 2014	
	(in millions, except as noted)						
Net sales	\$831	\$788	\$915	\$43	5 %	\$(127)	(14)%
Cost of sales	584	469	517	115	25 %	(48)	(9)%
Gross margin	\$247	\$319	\$398	\$(72)	(23)%	\$(79)	(20)%
Gross margin percentage	29.7 %	40.4 %	43.5 %	(10.7)%		(3.1)%	
Sales volume by product tons (000s)	3,597	2,460	2,459	1,137	46 %	1	— %
Sales volume by nutrient tons (000s) ⁽¹⁾	1,654	1,132	1,131	522	46 %	1	— %
Average selling price per product ton	\$231	\$320	\$372	\$(89)	(28)%	\$(52)	(14)%
Average selling price per nutrient ton ⁽¹⁾	\$502	\$696	\$809	\$(194)	(28)%	\$(113)	(14)%
Gross margin per product ton	\$69	\$129	\$162	\$(60)	(47)%	\$(33)	(20)%
Gross margin per nutrient ton ⁽¹⁾	\$149	\$281	\$352	\$(132)	(47)%	\$(71)	(20)%
Depreciation and amortization	\$112	\$51	\$37	\$61	120 %	\$14	38 %
Unrealized net mark-to-market loss (gain) on natural gas derivatives	\$(67)	\$47	\$17	\$(114)	N/M	\$30	176 %

⁽¹⁾ Granular urea represents 46% nitrogen content. Nutrient tons represent the tons of nitrogen within the product tons.

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Net Sales. Net sales in the granular urea segment increased by \$43 million, or 5%, in 2016 compared to 2015 due primarily to a 46% increase in sales volume partially offset by a 28% decrease in average selling prices. Sales volume was higher due to increased production available as a result of our expanded urea capacity at our Donaldsonville, Louisiana complex that came on line in November of 2015. Average selling prices decreased to \$231 per ton in 2016 compared to \$320 per ton in 2015 due primarily to excess global nitrogen supply weighing on global nitrogen fertilizer selling prices.

Cost of Sales. Cost of sales per ton in our granular urea segment averaged \$162 in 2016, a 15% decrease from the \$191 per ton in 2015. The decrease was due primarily to the impact of unrealized net mark-to-market gains on natural gas derivatives in 2016 compared to losses in 2015. This was partly offset by increased depreciation expense related to our expanded urea production at our Donaldsonville, Louisiana complex and \$2 million of start-up costs at our Port Neal, Iowa complex that came on line in December 2016.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

Net Sales. Net sales in the granular urea segment decreased by \$127 million, or 14%, for 2015 compared to 2014 due primarily to a 14% decrease in average selling prices. Average selling prices decreased to \$320 per ton in 2015 compared to \$372 per ton in 2014 due primarily to excess global nitrogen supply weighing on global nitrogen fertilizer selling prices. Granular urea exports from China were at a record high in 2015 and Russian exports had increased significantly while global capacity additions in 2015 further contributed to the excess global nitrogen supply. Our sales volume in 2015 was flat compared to the prior year as we offset weaker domestic demand with sales out of our new urea production at our Donaldsonville, Louisiana complex that came on line in November 2015.

Cost of Sales. Cost of sales per ton in our granular urea segment averaged \$191 in 2015, a 9% decrease over the \$210 per ton in 2014. The decrease was due primarily to lower realized natural gas costs partly offset by the impact of increased unrealized net mark-to-market losses on natural gas derivatives in 2015 compared to 2014.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

UAN Segment

Our UAN segment produces urea ammonium nitrate solution (UAN). UAN, a liquid fertilizer product with a nitrogen content that typically ranges from 28% to 32%, is produced by combining urea and ammonium nitrate. UAN is produced at our nitrogen complexes in Courtright, Ontario; Donaldsonville, Louisiana; Port Neal, Iowa; Verdigris, Oklahoma; Woodward, Oklahoma; and Yazoo City, Mississippi.

The following table presents summary operating data for our UAN segment:

	Twelve months ended December 31,						
	2016	2015	2014	2016 v. 2015		2015 v. 2014	
	(in millions, except as noted)						
Net sales	\$1,196	\$1,480	\$1,670	\$(284)	(19)%	\$(190)	(11)%
Cost of sales	920	955	998	(35)	(4)%	(43)	(4)%
Gross margin	\$276	\$525	\$672	\$(249)	(47)%	\$(147)	(22)%
Gross margin percentage	23.1	% 35.5	% 40.3	% (12.4)	%	(4.8)	%
Sales volume by product tons (000s)	6,681	5,865	6,092	816	14	% (227)	(4)%
Sales volume by nutrient tons (000s) ⁽¹⁾	2,109	1,854	1,925	255	14	% (71)	(4)%
Average selling price per product ton	\$179	\$252	\$274	\$(73)	(29)%	\$(22)	(8)%
Average selling price per nutrient ton ⁽¹⁾	\$567	\$798	\$867	\$(231)	(29)%	\$(69)	(8)%
Gross margin per product ton	\$41	\$90	\$110	\$(49)	(54)%	\$(20)	(18)%
Gross margin per nutrient ton ⁽¹⁾	\$131	\$283	\$349	\$(152)	(54)%	\$(66)	(19)%
Depreciation and amortization	\$247	\$192	\$179	\$55	29	% \$13	7
Unrealized net mark-to-market loss (gain) on natural gas derivatives	\$(81)) \$73	\$30	\$(154)	N/M	\$43	143

⁽¹⁾ UAN represents between 28% and 32% of nitrogen content, depending on the concentration specified by the customer. Nutrient tons represent the tons of nitrogen within the product tons.

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Net Sales. Net sales in the UAN segment decreased \$284 million, or 19%, in 2016 due primarily to a 29% decrease in average selling prices partially offset by a 14% increase in sales volume. Average selling prices decreased to \$179 per ton in 2016 compared to \$252 in 2015. UAN selling prices were lower due to excess global nitrogen supply weighing on global nitrogen fertilizer selling prices. Increases in UAN exports at lower selling prices also negatively impacted our average selling price. Sales volume was higher due to increased production as a result of expanded UAN capacity at our Donaldsonville, Louisiana complex that came on line in the first quarter of 2016.

Cost of Sales. Cost of sales per ton in our UAN segment averaged \$138 in 2016, a 15% decrease from the average of \$162 per ton in 2015. The decrease was due primarily to the impact of unrealized net mark-to-market gains on natural gas derivatives in 2016 compared to losses in 2015 and the impact of lower realized natural gas cost in 2016. This was partly offset by increased depreciation expense related to the expanded UAN capacity at our Donaldsonville, Louisiana complex that came on line in the first quarter of 2016.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

Net Sales. Net sales in the UAN segment decreased by \$190 million, or 11%, due to a 8% decrease in average selling prices and a 4% decrease in sales volume. Average selling prices decreased to \$252 per ton in 2015 compared to \$274 per ton in 2014. The decline in UAN average selling prices was due to excess global nitrogen supply weighing on global nitrogen fertilizer selling prices. Sales volume was lower as customers delayed purchases in the declining pricing environment.

Cost of Sales. Cost of sales per ton in our UAN segment averaged \$162 in 2015, a 1% decrease over the \$164 per ton in 2014. The decrease was due primarily to lower realized natural gas costs partly offset by the impact of higher unrealized net mark-to-market losses on natural gas derivatives in 2015 compared to 2014.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

AN Segment

Our AN segment produces ammonium nitrate (AN). AN is a nitrogen-based product with a nitrogen content between 29% and 35%. AN is used as nitrogen fertilizer and is also used by industrial customers for commercial explosives and blasting systems. AN is produced at our nitrogen complexes in Yazoo City, Mississippi and Ince and Billingham, United Kingdom.

The following table presents summary operating data for our AN segment, including the impact of our acquisition of the remaining 50% equity interest in CF Fertilisers UK:

	Twelve months ended December 31,							
	2016	2015	2014	2016 v. 2015		2015 v. 2014		
	(in millions, except as noted)							
Net sales	\$411	\$294	\$243	\$117	40 %	\$51	21 %	
Cost of sales	409	291	189	118	41 %	102	54 %	
Gross margin	\$2	\$3	\$54	\$(1)	(33)%	\$(51)	(94)%	
Gross margin percentage	0.5 %	1.1 %	22.1 %	(0.6)%		(21.0)%		
Sales volume by product tons (000s)	2,151	1,290	958	861	67 %	332	35 %	
Sales volume by nutrient tons (000s) ⁽¹⁾	726	437	329	289	66 %	108	33 %	
Average selling price per product ton	\$191	\$228	\$253	\$(37)	(16)%	\$(25)	(10)%	
Average selling price per nutrient ton ⁽¹⁾	\$566	\$673	\$738	\$(107)	(16)%	\$(65)	(9)%	
Gross margin per product ton	\$1	\$2	\$56	\$(1)	(50)%	\$(54)	(96)%	
Gross margin per nutrient ton ⁽¹⁾	\$3	\$7	\$163	\$(4)	(57)%	\$(156)	(96)%	
Depreciation and amortization	\$93	\$66	\$47	\$27	41 %	\$19	40 %	
Unrealized net mark-to-market loss (gain) on natural gas derivatives	\$(10)	\$16	\$7	\$(26)	N/M	\$9	129 %	

⁽¹⁾ Nutrient tons represent the tons of nitrogen within the product tons.

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Net Sales. Total net sales in our AN segment increased \$117 million, or 40%, in 2016 from 2015 due primarily to a 67% increase in sales volume partially offset by a 16% decrease in average selling prices. These results include the impact of the CF Fertilisers UK acquisition, which increased net sales by \$164 million, or 56%. The remaining decrease in our AN net sales of \$47 million, or 16%, was due primarily to lower average selling prices from excess global nitrogen supply weighing on global nitrogen fertilizer selling prices.

Cost of Sales. Total cost of sales per ton in our AN segment averaged \$190 in 2016 including the impact of the CF Fertilisers UK acquisition, which averaged \$211 per ton. The remaining cost of sales per ton averaged \$180 in 2016, a 20% decrease from 2015 due primarily to unrealized net mark-to-market gains on natural gas derivatives in 2016 compared to losses in 2015 and the impact of lower realized natural gas costs. This decrease also includes the impact of the purchase accounting inventory valuation step-up in 2015 arising out of the CF Fertilisers UK acquisition.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

Net Sales. Net sales in our AN segment increased \$51 million, or 21%, to \$294 million in 2015 from \$243 million in 2014 due primarily to a 35% increase in sales volume partially offset by a 10% decrease in average selling prices. This total includes the impact of the CF Fertilisers UK acquisition completed on July 31, 2015, which increased net sales by \$117 million, or 48%. The remaining decrease in our AN net sales of \$66 million, or 27%, was due primarily to 18% lower average selling prices and 11% lower sales volume as a result of weak North American domestic demand.

Cost of Sales. Total cost of sales per ton in our AN segment averaged \$226 in 2015. This total cost of sales per ton includes the impact of the CF Fertilisers UK acquisition, which averaged \$249 per ton and includes the revaluation of the CF Fertilisers UK inventory in acquisition accounting of \$7 million in the second half of 2015. The remaining cost of sales per ton averaged \$213 in 2015, an 8% increase from the average of \$197 per ton in 2014, due primarily to the impact of higher unrealized net mark-to-market losses on natural gas derivatives in 2015 compared to 2014.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Other Segment

Our Other segment primarily includes the following products:

• Diesel exhaust fluid (DEF) is an aqueous urea solution typically made with 32.5% high-purity urea and 67.5% deionized water.

• Urea liquor is a liquid product that we sell in concentrations of 40%, 50% and 70% urea as a chemical intermediate.

• Nitric acid is a nitrogen-based product with a nitrogen content of 22.2%.

• Compound fertilizer products (NPKs) are solid granular fertilizer products for which the nutrient content is a combination of nitrogen, phosphorus and potassium.

The following table presents summary operating data for our Other segment, including the impact of our acquisition of the remaining 50% equity interest in CF Fertilisers UK:

	Twelve months ended December 31,							
	2016	2015	2014	2016 v. 2015		2015 v. 2014		
	(in millions, except as noted)							
Net sales	\$266	\$223	\$171	\$43	19 %	\$52	30 %	
Cost of sales	217	162	120	55	34 %	42	35 %	
Gross margin	\$49	\$61	\$51	\$(12)	(20)%	\$10	20 %	
Gross margin percentage	18.4 %	27.2 %	30.0 %	(8.8)%		(2.8)%		
Sales volume by product tons (000s)	1,654	1,108	798	546	49 %	310	39 %	
Sales volume by nutrient tons (000s) ⁽¹⁾	317	215	155	102	47 %	60	39 %	
Average selling price per product ton	\$161	\$202	\$215	\$(41)	(20)%	\$(13)	(6)%	
Average selling price per nutrient ton ⁽¹⁾	\$839	\$1,040	\$1,106	\$(201)	(19)%	\$(66)	(6)%	
Gross margin per product ton	\$30	\$55	\$64	\$(25)	(45)%	\$(9)	(14)%	
Gross margin per nutrient ton ⁽¹⁾	\$155	\$283	\$332	\$(128)	(45)%	\$(49)	(15)%	
Depreciation and amortization	\$46	\$35	\$20	\$11	31 %	\$15	75 %	
Unrealized net mark-to-market loss (gain) on natural gas derivatives	\$(17)	\$—	\$—	\$(17)	N/M	\$—	— %	

⁽¹⁾ Nutrient tons represent the tons of nitrogen within the product tons.

Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

Net Sales. Total net sales in our Other segment increased \$43 million, or 19%, in 2016 from 2015 due to a 49% increase in sales volume partially offset by a 20% decrease in average selling prices. These results include the impact of the CF Fertilisers UK acquisition, which increased net sales by \$79 million, or 35%. The remaining decrease in our Other segment net sales of \$36 million, or 16%, was due primarily to lower average selling prices due to excess global nitrogen supply weighing on global nitrogen fertilizer selling prices.

Cost of Sales. Cost of sales per ton in our Other segment averaged \$131 in 2016, including the impact of the CF Fertilisers UK acquisition, which averaged \$158 per ton. The remaining cost of sales per ton averaged \$121 in 2016, an 18% decrease from the \$147 per ton in 2015 due to the unrealized net mark-to-market gains on natural gas derivatives in 2016 and the impact of the purchase accounting inventory valuation step-up in 2015 arising out of the CF Fertilisers UK acquisition.

Year Ended December 31, 2015 Compared to Year Ended December 31, 2014

Net Sales. Total net sales in our Other segment increased \$52 million, or 30%, in 2015 from 2014 due to a 39% increase in sales volume. These results include the impact of the CF Fertilisers UK acquisition completed on July 31, 2015, which increased net sales by \$53 million, or 31%. The remaining decrease in our Other net sales of \$1 million, or 1%, was due primarily to lower average selling prices, primarily urea liquor, due to overall weaker pricing conditions. This decrease was partially offset by an increase in our DEF average selling prices and sales volume as the North American DEF market continued to grow in response to stricter diesel engine emission requirements.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Cost of Sales. Cost of sales per ton in our Other segment averaged \$147 in 2015, a 3% decrease from the \$151 per ton in 2014 due primarily to lower realized natural gas costs in 2015 compared to 2014.

Phosphate Segment

On March 17, 2014, we sold our phosphate mining and manufacturing business to Mosaic pursuant to the terms of the definitive transaction agreement executed in October 2013, among CF Industries Holdings, Inc., CF Industries and Mosaic. The phosphate segment reflects the reported results of the phosphate business through March 17, 2014, plus the continuing sales of the phosphate inventory in the distribution network after March 17, 2014. The remaining phosphate inventory was sold in the second quarter of 2014 and reportable results ceased.

The following table presents summary operating data for our phosphate segment for the year ended December 31, 2014:

	2014
	(in
	millions,
	except as
	noted)
Net sales	\$ 168
Cost of sales	158
Gross margin	\$ 10
Gross margin percentage	6.0 %
Sales volume by product tons (000s) ⁽¹⁾	487
Average selling price per product ton	\$ 346
Gross margin per product ton	\$ 21
Depreciation, depletion and amortization ⁽²⁾	\$ —

⁽¹⁾ Represents DAP and MAP product sales.

⁽²⁾ On March 17, 2014, we sold our phosphate mining and manufacturing business. The assets and liabilities sold were classified as held for sale as of December 31, 2013; therefore, no depreciation, depletion or amortization was recorded in 2014 for the related property, plant and equipment.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Liquidity and Capital Resources

Our primary uses of cash are generally for operating costs, working capital, capital expenditures, debt service, investments, taxes, share repurchases and dividends. Our working capital requirements are affected by several factors, including demand for our products, selling prices, raw material costs, freight costs and seasonal factors inherent in the business. Generally, our primary source of cash is cash from operations, which includes cash generated by customer advances. We may also from time to time access the capital markets or engage in borrowings under our credit agreements.

Lower selling prices resulting from excess global nitrogen supply affected our financial performance in 2016. Global nitrogen fertilizer supply increased faster than global nitrogen fertilizer demand, creating the current global oversupply of nitrogen fertilizer and the resulting low nitrogen fertilizer selling prices. See discussion under "Overview of CF Holdings—Industry Factors and Market Conditions—2016 Market Conditions," above, for further information.

In response to the prevailing market circumstances, in July 2016, we entered into an amendment to the Revolving Credit Agreement, and, in September 2016, we entered into an amendment to the note purchase agreement governing the Private Senior Notes (the Note Purchase Agreement). The amendments increased, through the end of 2017, the maximum total leverage ratio permitted under the Revolving Credit Agreement and the Note Purchase Agreement and reduced the size of our revolving credit facility under the Revolving Credit Agreement.

Due to the uncertainty of the duration of the prevailing low price environment and in order to provide liquidity and covenant flexibility for the future, in the fourth quarter of 2016, we took certain additional steps with respect to the Revolving Credit Agreement and the Private Senior Notes. The steps we took included entering into the November 2016 Credit Agreement Amendment described under "—Debt—Revolving Credit Agreement," below, and the prepayment in full of the \$1.0 billion principal amount of Private Senior Notes on November 21, 2016. We funded that prepayment and the related make-whole amount of approximately \$170 million with the issuance of new long-term secured debt, as described in further detail below under "—Debt—Senior Secured Notes."

In 2016, we completed capacity expansion projects at Donaldsonville, Louisiana and Port Neal, Iowa that were originally announced in 2012. These projects provided us with an increase of approximately 25% in production capacity and had a total capital cost of \$5.2 billion. The completion of our capacity expansion projects will reduce what had been a substantial use of liquidity in recent years. See "—Capacity Expansion Projects and Restricted Cash," below, for further information on these projects.

A significant portion of the capital assets that were constructed as part of the capacity expansion projects is expected to qualify for bonus depreciation under the Protecting Americans from Tax Hikes Act of 2015 (the PATH Act). Under the provisions of the PATH Act, eligible capital additions will be subject to 50% bonus depreciation. We intend to file a claim to carry back the 2016 federal tax loss to prior periods and receive a refund of federal taxes paid in those prior years. As of December 31, 2016, we have prepaid income taxes of \$841 million, which includes approximately \$816 million for the carryback of certain U.S. tax losses from 2016 to prior tax periods. See "—Realization of Current Year Tax Assets Resulting From Bonus Depreciation," below, and Note 10—Income Taxes to our consolidated financial statements included in Item 8 of this report for additional information.

In October 2016 each of the three credit rating agencies reviewed our corporate credit rating as follows. S&P Global Ratings reduced our corporate credit rating to BB+ from BBB- and indicated the outlook was negative; Moody's Investors Service, Inc. reduced our corporate credit rating to Baa3 from Baa2 and indicated the rating was under further review; and Fitch Ratings, Inc. reduced our corporate credit rating to BB+ from BBB and indicated the outlook was stable. In November 2016, Moody's Investors Service, Inc. further reduced our corporate credit rating to Ba2 from Baa3 and updated the outlook to stable.

At December 31, 2016, our balance of cash and cash equivalents was \$1.16 billion and we were in compliance with all applicable covenant requirements under the Revolving Credit Agreement and our senior notes.

Cash and Cash Equivalents

We had cash and cash equivalents of \$1.16 billion and \$286 million as of December 31, 2016 and 2015, respectively. Cash equivalents include highly liquid investments that are readily convertible to known amounts of cash with

original maturities of three months or less. Under our short-term investment policy, we may invest our cash balances, either directly or through mutual funds, in several types of investment-grade securities, including notes and bonds issued by governmental entities or corporations. Securities issued by governmental entities include those issued directly by the U.S. and Canadian federal governments; those issued by state, local or other governmental entities; and those guaranteed by entities affiliated with governmental entities.

58

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Capacity Expansion Projects and Restricted Cash

In 2016, we completed our capacity expansion projects at Donaldsonville, Louisiana and Port Neal, Iowa. These projects, originally announced in 2012, included the construction of new ammonia, urea, and UAN plants at our Donaldsonville, Louisiana complex and new ammonia and urea plants at our Port Neal, Iowa complex. These plants increased our overall production capacity by approximately 25%, improved our product mix flexibility at Donaldsonville, and improved our ability to serve upper-Midwest urea customers from our Port Neal location. In combination, these new facilities are able to produce 2.1 million tons of gross ammonia per year, upgraded products ranging from 2.0 million to 2.7 million tons of granular urea per year and up to 1.8 million tons of UAN 32% solution per year, depending on our choice of product mix. These new facilities will allow us to benefit from the cost advantages of North American natural gas. Further details regarding our production capacity and production flexibility are included in Part I, Item 1. Business.

At our Donaldsonville complex, the ammonia plant was placed in service in the fourth quarter of 2016, the UAN plant was placed in service in the first quarter of 2016 and the granular urea plant was placed in service in the fourth quarter of 2015. At our Port Neal, Iowa complex, both the ammonia and granular urea plants were placed in service in the fourth quarter of 2016. Depreciation expense pertaining to each of our capacity expansion plants commenced once the applicable plant was placed in service, and the total depreciation expense pertaining to our capacity expansion plants recognized in 2016 and 2015 was \$116 million and \$13 million, respectively.

Start-up costs of \$52 million, which primarily relate to the cost of commencing production at the ammonia plants, were incurred in 2016. Expansion project expenses, consisting primarily of administrative costs and other project costs that do not qualify for capitalization, totaled \$73 million, \$51 million and \$31 million in 2016, 2015 and 2014, respectively.

The total cash spent on capital expenditures for the capacity expansion projects through December 31, 2016 was \$5.1 billion. We estimate that the final payments on the capital component of the capacity expansion projects will occur in early 2017 and will bring the total capital cash spending for the capacity expansion projects to approximately \$5.2 billion.

We retained an affiliate of ThyssenKrupp Industrial Solutions (ThyssenKrupp) to provide engineering and procurement services for both capacity expansion projects. Under the terms of the engineering and procurement services contract, we granted ThyssenKrupp a security interest in a restricted cash account and maintain a cash balance in that account equal to the cancellation fees for procurement services and equipment that would arise if we were to cancel the projects. The amount in the account changes over time based on procurement costs. As of December 31, 2016, there was \$5 million held in this account. This restricted cash is excluded from our cash and cash equivalents and reported separately on our consolidated balance sheets and statements of cash flows.

Capital Spending

We make capital expenditures to sustain our asset base, increase our capacity, improve plant efficiency and comply with various environmental, health and safety requirements. Capital expenditures totaled \$2.21 billion in 2016 compared to \$2.47 billion in 2015. The decrease in capital expenditures is primarily the result of the decrease in cash spent on the capacity expansion projects in 2016 compared to 2015.

Projected Capital Spending

New capital expenditures for 2017 are estimated to be in the range of approximately \$400 to \$450 million for sustaining and other capital expenditures. Actual cash expenditures will also reflect amounts accrued but not paid in 2016. At December 31, 2016, approximately \$225 million was accrued related to activities in 2016. Planned capital expenditures are subject to change due to delays in regulatory approvals or permitting, unanticipated increases in cost, changes in scope and completion time, performance of third parties, adverse weather, defects in materials and workmanship, labor or material shortages, transportation constraints, acceleration or delays in the timing of the work and other unforeseen difficulties.

Realization of Current Year Tax Assets Resulting From Bonus Depreciation

The PATH Act permits bonus depreciation on certain eligible capital additions in the year the assets are placed in service. Under the provisions of the PATH Act, eligible capital additions will be subject to 50% bonus depreciation in

the year the asset is placed in service. A significant portion of the capital assets constructed as part of the Donaldsonville, Louisiana and Port Neal, Iowa capacity expansion projects is expected to qualify for 50% bonus depreciation. Given the size of the bonus depreciation tax deduction, we estimate that we generated a substantial federal tax loss in 2016. We intend to file a claim to carry back the 2016 federal tax loss to prior income tax years and receive a refund of federal taxes paid in those prior years. We currently estimate that the amount of this refund will be approximately \$816 million and expect to receive it in the third quarter of 2017. As of December 31, 2016, we have prepaid income taxes in the amount of \$841 million.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Government Policies

The policies or laws of governments around the world can result in the imposition of taxes, duties, tariffs or other restrictions or regulatory requirements on imports and exports of raw materials, finished goods or services from a particular country or region of the world. The policies and laws of governments can also impact the subsidization of natural gas prices, and subsidies or quotas applied to domestic producers, or farmers. Due to the critical role that fertilizers play in food production, the construction and operation of fertilizer plants often are influenced by economic, political and social objectives. Additionally, the import or export of fertilizer can be subject to local taxes imposed by governments which can have the effect of either encouraging or discouraging import and export activity. The impact of changes in governmental policies or laws or the political or social objectives of a country could have a material impact on fertilizer demand, selling prices and therefore could impact our liquidity.

Ethanol Industry and the Renewable Fuel Standard

Corn used to produce ethanol accounts for approximately 37% of total U.S. corn demand. U.S. government policy, as expressed in the Renewable Fuel Standard (RFS), is a major determinant for the ethanol market. The RFS establishes minimum volumes of various types of renewable fuels, including ethanol, that must be included in the United States' supply of fuel for transportation. In addition, the U.S. Congress, at various times, has proposed legislation to either reduce or eliminate the RFS. While past legislation proposing changes to the RFS has not been enacted into law, there can be no assurance that future legislation will not be enacted into law. Other factors that drive the ethanol market include the prices of ethanol, gasoline and corn. Lower gasoline prices may put pressure on ethanol prices that could result in reduced profitability and lower production for the ethanol industry, which could impact the demand for corn and nitrogen fertilizer and therefore could impact our liquidity.

Repatriation of Foreign Earnings and Income Taxes

We have operations in Canada, the United Kingdom and an interest in a joint venture in the Republic of Trinidad and Tobago. The estimated additional U.S. and foreign income taxes due upon repatriation of the earnings of these foreign operations to the U.S. are recognized in our consolidated financial statements as the earnings are recognized, unless the earnings are considered to be permanently reinvested based upon our current plans. However, the cash payment of the income tax liabilities associated with repatriation of earnings from foreign operations occurs at the time of the repatriation. As a result, the recognition of income tax expense related to foreign earnings, as applicable, and the payment of taxes resulting from repatriation of those earnings can occur in different periods. Cash balances held by our joint venture are maintained at sufficient levels to fund local operations as accumulated earnings are repatriated from the joint venture on a periodic basis.

As of December 31, 2016, approximately \$127 million of our consolidated cash and cash equivalents balance of \$1.16 billion was held primarily by our Canadian and United Kingdom subsidiaries. The cash balance held by the Canadian subsidiaries represents accumulated earnings of our foreign operations that are not considered to be permanently reinvested. We have recognized deferred income taxes on these earnings for the foreign and domestic taxes that would be due upon their repatriation to the United States. As of December 31, 2016, the estimated cash tax cost to repatriate the Canadian and United Kingdom cash balances would be approximately \$6 million.

Share Repurchase Programs and Retirements

Our Board of Directors (the Board) has authorized certain programs to repurchase shares of our common stock. Each of these programs has permitted repurchases to be made from time to time in the open market, through privately-negotiated transactions, through block transactions or otherwise. Our management has determined the manner, timing and amount of repurchases based on the evaluation of market conditions, stock price and other factors.

In the third quarter of 2012, the Board authorized a program to repurchase up to \$3 billion of the common stock of CF Holdings through December 31, 2016 (the 2012 Program). The repurchases under the 2012 Program were completed in the second quarter of 2014. On August 6, 2014, the Board authorized a program to repurchase up to \$1 billion of the common stock of CF Holdings through December 31, 2016 (the 2014 Program). As of December 31, 2015, 15.9 million shares had been repurchased for an aggregate expenditure of \$900 million. The remaining \$100 million of share repurchase authorization under the 2014 Program expired on December 31, 2016.

The retirement of the repurchased shares of our common stock was recognized as follows:

In 2014, we retired 38.6 million shares of our common stock that had been repurchased. In our consolidated balance sheet, the retirement of these shares eliminated the recorded treasury stock and reduced retained earnings and paid-in capital by \$1.69 billion and \$220 million, respectively.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

In 2015, we retired 10.7 million shares of our common stock that had been repurchased. In our consolidated balance sheet, the retirement of these shares eliminated the recorded treasury stock and reduced retained earnings and paid-in capital by \$535 million and \$62 million, respectively.

In 2016, we retired 2.4 million shares of our common stock that had been repurchased. In our consolidated balance sheet, the retirement of these shares eliminated the recorded treasury stock and reduced retained earnings and paid-in capital by \$136 million and \$14 million, respectively.

Debt

Revolving Credit Agreement

We have a senior secured revolving credit agreement (as amended, including by an amendment effective July 29, 2016 (the July 2016 Credit Agreement Amendment) and an amendment entered into on October 31, 2016 and effective November 21, 2016 (the November 2016 Credit Agreement Amendment), the Revolving Credit Agreement) providing for a revolving credit facility of up to \$750 million (reflecting a reduction from \$1.5 billion as effected by the November 2016 Credit Agreement Amendment) with a maturity of September 18, 2020. The Revolving Credit Agreement includes a letter of credit sub-limit of \$125 million. Borrowings under the Revolving Credit Agreement may be used for working capital and general corporate purposes. CF Industries may designate as borrowers one or more wholly owned subsidiaries that are organized in the United States or any state thereof or the District of Columbia.

Borrowings under the Revolving Credit Agreement may be denominated in dollars, Canadian dollars, euro and British pounds, and bear interest at a per annum rate equal to an applicable eurocurrency rate or base rate plus, in either case, a specified margin, and the borrowers are required to pay an undrawn commitment fee on the undrawn portion of the commitments under the Revolving Credit Agreement and customary letter of credit fees. The specified margin and the amount of the commitment fee depend on CF Holdings' credit rating at the time.

The borrowers and guarantors under the Revolving Credit Agreement, which are currently comprised of CF Holdings, CF Industries and CF Holdings' wholly owned subsidiaries CF Industries Enterprises, Inc. (CFE) and CF Industries Sales, LLC (CFS), are referred to together herein as the Loan Parties. CF Holdings and CF Industries guaranteed the obligations of the Loan Parties under the Revolving Credit Agreement prior to the effectiveness of the November 2016 Credit Agreement Amendment, and, upon the effectiveness of the November 2016 Credit Agreement Amendment, CFE and CFS also became guarantors of the obligations of the Loan Parties under the Revolving Credit Agreement. Subject to specified exceptions, the Revolving Credit Agreement requires that each direct or indirect domestic subsidiary of CF Holdings that guarantees debt for borrowed money of any Loan Party in excess of \$150 million become a guarantor under the Revolving Credit Agreement. Subject to specified exceptions, the Revolving Credit Agreement requires a grant of a first priority security interest in substantially all of the assets of the Loan Parties, including a pledge by CFS of its equity interests in CF Industries Nitrogen, LLC (CFN) and mortgages over certain material fee-owned domestic real properties, to secure the obligations of the Loan Parties thereunder.

In addition to the obligations under the Revolving Credit Agreement, the Loan Parties also guarantee the obligations under any (i) letter of credit facilities, letter of credit reimbursement agreements, letters of credit, letters of guaranty, surety bonds or similar arrangements in an aggregate amount up to \$300 million and (ii) interest rate or other hedging arrangements, in each case between CF Holdings or certain of its subsidiaries, on the one hand, and any person that is a lender or the administrative agent under the Revolving Credit Agreement or an affiliate of such person, on the other hand, that are designated by CF Industries as Secured Bilateral LC Facilities or Secured Swap Agreements (each as defined in the Revolving Credit Agreement), as applicable, pursuant to the terms of the Revolving Credit Agreement (such additional obligations, the Additional Guaranteed Obligations). Obligations under Secured Bilateral LC Facilities in an aggregate amount up to \$300 million and obligations under Secured Swap Agreements are secured by the same security interest that secures the obligations under the Revolving Credit Agreement.

The Revolving Credit Agreement contains representations and warranties and affirmative and negative covenants customary for a financing of this type. Prior to the effectiveness of the November 2016 Credit Agreement Amendment, the Revolving Credit Agreement limited the ability of non-guarantor subsidiaries of CF Holdings to incur indebtedness and limited the ability of CF Holdings and its subsidiaries to grant liens, merge or consolidate with

other entities and sell, lease or transfer all or substantially all of the assets of CF Holdings and its subsidiaries to another entity, in each case, subject to specified exceptions. The November 2016 Credit Agreement Amendment modified the negative covenants in the Revolving Credit Agreement to limit further the ability of CF Holdings and its subsidiaries to grant liens and add limitations on the ability of CF Holdings and its subsidiaries to incur debt, pay dividends, voluntarily prepay certain debt, make investments and dispose of

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

assets, in each case, subject to specified exceptions (such further and additional limitations, the Additional Negative Covenants).

The financial covenants applicable to CF Holdings and its subsidiaries in the Revolving Credit Agreement (the New Financial Covenants):

- (i) restrict the ratio of total secured debt to EBITDA (as defined in the Revolving Credit Agreement) for the period of four consecutive fiscal quarters most recently ended to a maximum of 3.75:1.00, require the ratio of EBITDA for the period of four consecutive fiscal quarters most recently ended to consolidated interest expense (as defined in the Revolving Credit Agreement) for the period of four consecutive fiscal quarters most recently ended to be a minimum of 1.20:1.00 for the fiscal quarters ending on or prior to December 31, 2018, and 1.50:1.00 thereafter, and
- (ii) require the ratio of total debt to total capitalization as of the last day of any fiscal quarter to be less than or equal to 0.60:1.00.

As of December 31, 2016, we were in compliance with all covenants under the Revolving Credit Agreement.

Under the Revolving Credit Agreement, if on any date certain conditions were met, including (i) an absence of an event of default under the Revolving Credit Agreement, (ii) the receipt of an investment grade corporate rating for CF Holdings from two of three selected ratings agencies and (iii) the ratio of CF Holdings' total net debt to EBITDA for the period of four consecutive fiscal quarters most recently ended being less than 3.75:1.00, CF Industries would be able to, at its option, choose to (w) suspend the Additional Negative Covenants, (x) replace the New Financial Covenants with covenants requiring the ratio of total net debt to EBITDA for the period of four consecutive fiscal quarters most recently ended to be less than or equal to 3.75:1.00 and the ratio of EBITDA for the period of four consecutive fiscal quarters most recently ended to consolidated interest expense for the period of four consecutive fiscal quarters most recently ended to be not less than 2.75:1.00, (y) release the collateral securing the obligations under the Revolving Credit Agreement and (z) release the guarantees supporting, and the collateral securing, the Secured Bilateral LC Facilities and the Secured Swap Agreements. Such a choice by CF Industries would commence a "Covenant Suspension Period" that would expire upon the Company's no longer having an investment grade corporate rating from two of three selected rating agencies. Upon the expiration of a Covenant Suspension Period, the Additional Negative Covenants and the New Financial Covenants would be reinstated, and the Loan Parties party to the Revolving Credit Agreement would be required to guarantee the Additional Guaranteed Obligations and grant a first priority security interest in substantially all of each Loan Party's assets, including a pledge by CFS of its equity interests in CFN and mortgages over certain material fee-owned domestic real properties, subject to certain exceptions, to secure the obligations under the Revolving Credit Agreement, the Secured Bilateral LC Facilities and the Secured Swap Agreements.

The Revolving Credit Agreement contains events of default (with notice requirements and cure periods, as applicable) customary for a financing of this type, including, but not limited to, non-payment of principal, interest or fees; inaccuracy of representations and warranties in any material respect; and failure to comply with specified covenants. Upon the occurrence and during the continuance of an event of default under the Revolving Credit Agreement and after any applicable cure period, subject to specified exceptions, the administrative agent may, and at the request of the requisite lenders is required to, accelerate the loans under the Revolving Credit Agreement or terminate the lenders' commitments under the Revolving Credit Agreement.

As of December 31, 2016, we had excess borrowing capacity under the Revolving Credit Agreement of \$695 million (net of outstanding letters of credit of \$55 million). There were no borrowings outstanding under the Revolving Credit Agreement as of December 31, 2016 or December 31, 2015. Maximum borrowings outstanding under the Revolving Credit Agreement during the twelve months ended December 31, 2016 were \$150 million. The weighted-average annual interest rate of borrowings under the Revolving Credit Agreement during the twelve months ended December 31, 2016 was 1.85%. Maximum borrowings under the Revolving Credit Agreement during the twelve months ended December 31, 2015, were \$367 million with a weighted-average annual interest rate of 1.47%.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Senior Notes

Long-term debt presented on our consolidated balance sheets as of December 31, 2016 and December 31, 2015 consisted of the following Public Senior Notes (unsecured), Senior Secured Notes and Private Senior Notes (unsecured):

	Effective Interest Rate	December 31, 2016		December 31, 2015	
		Principal Outstanding	Carrying Amount ⁽¹⁾	Principal Outstanding	Carrying Amount ⁽¹⁾
(in millions)					
Public Senior Notes:					
6.875% due 2018	7.344%	\$ 800	\$ 795	\$ 800	\$ 792
7.125% due 2020	7.529%	800	791	800	788
3.450% due 2023	3.562%	750	745	750	745
5.150% due 2034	5.279%	750	739	750	739
4.950% due 2043	5.031%	750	741	750	741
5.375% due 2044	5.465%	750	741	750	740
Senior Secured Notes:					
3.400% due 2021	3.784%	500	491	—	—
4.500% due 2026	4.760%	750	735	—	—
Private Senior Notes:					
4.490% due 2022	4.664%	—	—	250	248
4.930% due 2025	5.061%	—	—	500	496
5.030% due 2027	5.145%	—	—	250	248
Total long-term debt		\$5,850	\$ 5,778	\$5,600	\$ 5,537

(1) Carrying amount is net of unamortized debt discount and deferred debt issuance costs. Total unamortized debt discount was \$12 million and \$7 million as of December 31, 2016 and December 31, 2015, respectively, and total deferred debt issuance costs were \$60 million and \$56 million as of December 31, 2016 and December 31, 2015, respectively.

Public Senior Notes

Under the indentures (including the applicable supplemental indentures) governing the senior notes due 2018, 2020, 2023, 2034, 2043 and 2044 identified in the table above (the Public Senior Notes), each series of Public Senior Notes is guaranteed by CF Holdings. Interest on the Public Senior Notes is payable semiannually, and the Public Senior Notes are redeemable at our option, in whole at any time or in part from time to time, at specified make-whole redemption prices. The indentures governing the Public Senior Notes contain customary events of default (including cross-default triggered by acceleration of, or a principal payment default that is not cured within an applicable grace period under, other debt having a principal amount of \$150 million or more) and covenants that limit, among other things, the ability of CF Holdings and its subsidiaries, including CF Industries, to incur liens on certain properties to secure debt.

If a Change of Control occurs together with a Ratings Downgrade (as both terms are defined under the indentures governing the Public Senior Notes), CF Industries would be required to offer to repurchase each series of Public Senior Notes at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest. In addition, in the event that a subsidiary of CF Holdings, other than CF Industries, becomes a borrower or a guarantor under the Revolving Credit Agreement (or any renewal, replacement or refinancing thereof), such subsidiary would be required to become a guarantor of the Public Senior Notes, provided that such requirement will no longer apply with respect to the Public Senior Notes due 2023, 2034, 2043 and 2044 following the repayment of the Public Senior Notes due 2018 and 2020 or the subsidiaries of ours, other than CF Industries, otherwise becoming no longer subject to such a

requirement to guarantee the Public Senior Notes due 2018 and 2020.

On November 21, 2016, in connection with the effectiveness of the November 2016 Credit Agreement Amendment, CFE and CFS became subsidiary guarantors of the Public Senior Notes.

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

Senior Secured Notes

On November 21, 2016, CF Industries issued \$500 million aggregate principal amount of 3.400% senior secured notes due 2021 (the 2021 Notes) and \$750 million aggregate principal amount of 4.500% senior secured notes due 2026 (the 2026 Notes, and together with the 2021 Notes, the Senior Secured Notes). The net proceeds, after deducting discounts and offering expenses, from the issuance and sale of the Notes were approximately \$1.23 billion. CF Industries used approximately \$1.18 billion of the net proceeds for the prepayment (including payment of a make-whole amount of approximately \$170 million and accrued interest) in full of the outstanding \$1.0 billion aggregate principal amount of the Private Senior Notes. See "—Private Senior Notes," below. The Company intends that the remainder of the net proceeds be used for general corporate purposes.

Interest on the Senior Secured Notes is payable semiannually on December 1 and June 1 beginning on June 1, 2017, and the Senior Secured Notes are redeemable at our option, in whole at any time or in part from time to time, at specified make-whole redemption prices.

Under the terms of the applicable indenture, the Senior Secured Notes of each series are fully and unconditionally guaranteed on a senior secured basis, jointly and severally, by CF Holdings and each current and future domestic subsidiary of CF Holdings (other than CF Industries) that from time to time is a borrower, or guarantees indebtedness, under the Revolving Credit Agreement. The requirement for any subsidiary of CF Holdings to guarantee the Senior Secured Notes of a series will apply only until, and the subsidiary guarantees of the Senior Secured Notes of a series will be automatically released upon, the latest to occur of (a) CF Holdings having an investment grade corporate rating, with a stable or better outlook, from two of three selected ratings agencies and there being no default or event of default under the applicable Indenture, (b) the retirement, discharge or legal or covenant defeasance of, or satisfaction and discharge of the supplemental indenture governing, the Public Senior Notes due 2018 or the subsidiaries of CF Holdings (other than CF Industries) otherwise becoming no longer subject to the requirement, described in the second paragraph under "—Public Senior Notes," above, to guarantee the Public Senior Notes due 2018 and (c) the retirement, discharge or legal or covenant defeasance of, or satisfaction and discharge of the supplemental indenture governing, the Public Senior Notes due 2020 or the subsidiaries of CF Holdings (other than CF Industries) otherwise becoming no longer subject to the requirement, described in the second paragraph under "—Public Senior Notes," above, to guarantee the Public Senior Notes due 2020. In accordance with the applicable indenture, CFE and CFS, in addition to CF Holdings, guaranteed the Senior Secured Notes of each series upon the initial issuance of the Senior Secured Notes.

Subject to certain exceptions, the obligations under each series of Senior Secured Notes and each guarantor's related guarantee are secured by a first priority security interest in substantially all of the assets of CF Industries, CF Holdings and the subsidiary guarantors, including a pledge by CFS of its equity interests in CFN and mortgages over certain material fee-owned domestic real properties (the Collateral). The obligations under the Revolving Credit Agreement, together with certain letter of credit, hedging and similar obligations and future pari passu secured indebtedness, will be secured by the Collateral on a pari passu basis with the Senior Secured Notes. The liens on the Collateral securing the obligations under the Senior Secured Notes of a series and the related guarantees will be automatically released and the covenant under the applicable indenture limiting dispositions of Collateral will no longer apply if on any date after the initial issuance of the Senior Secured Notes CF Holdings has an investment grade corporate rating, with a stable or better outlook, from two of three selected ratings agencies and there is no default or event of default under the applicable indenture.

Under each of the indentures governing the Senior Secured Notes, specified changes of control involving CF Holdings or CF Industries, when accompanied by a ratings downgrade, as defined with respect to the applicable series of Senior Secured Notes, constitute change of control repurchase events. Upon the occurrence of a change of control repurchase event with respect to the 2021 Notes or the 2026 Notes, as applicable, unless CF Industries has exercised its option to redeem such Senior Secured Notes, CF Industries will be required to offer to repurchase them at a price equal to 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but not including, the date of repurchase. The indentures governing the Senior Secured Notes contain covenants that limit, among other things, the ability of CF Holdings and its subsidiaries, including CF Industries, to incur liens on certain assets to secure debt, to engage in sale

and leaseback transactions, to sell or transfer Collateral, to merge or consolidate with other entities and to sell, lease or transfer all or substantially all of the assets of CF Holdings and its subsidiaries to another entity. Each of the indentures governing the Senior Secured Notes provides for customary events of default, which include (subject in certain cases to customary grace and cure periods), among others, nonpayment of principal or interest on the applicable Senior Secured Notes; failure to comply with other covenants or agreements under the indenture; certain defaults on other indebtedness; the failure of CF Holdings' or certain subsidiaries' guarantees of the applicable Senior Secured Notes to be enforceable; lack of validity or perfection of any lien securing the obligations under the Senior Secured Notes and the guarantees with respect to Collateral having an aggregate fair market value equal to or greater than a specified amount; and specified events of bankruptcy or insolvency. Under each indenture governing the Senior Secured Notes, in the case of an event of default arising from one of the specified events of

Table of Contents

CF INDUSTRIES HOLDINGS, INC.

bankruptcy or insolvency, the applicable Senior Secured Notes would become due and payable immediately, and, in the case of any other event of default (other than an event of default related to CF Industries' and CF Holdings' reporting obligations), the trustee or the holders of at least 25% in aggregate principal amount of the applicable Senior Secured Notes then outstanding may declare all of such Senior Secured Notes to be due and payable immediately.

Private Senior Notes

The senior notes due 2022, 2025 and 2027 (the Private Senior Notes), issued by CF Industries on September 24, 2015, were governed by the terms of a note purchase agreement (as amended, including by an amendment effective September 7, 2016, the Note Purchase Agreement). The Private Senior Notes were guaranteed by CF Holdings. All obligations under the Note Purchase Agreement were unsecured.

On November 21, 2016, we prepaid in full the outstanding \$1.0 billion aggregate principal amount of our Private Senior Notes. The prepayment of \$1.18 billion included the payment of a make-whole amount of approximately \$170 million and accrued interest. Loss on debt extinguishment of \$167 million on our consolidated statement of operations excludes \$3 million of the make-whole payment, which was accounted for as a modification and recognized on our consolidated balance sheet as deferred financing fees, a reduction of long-term debt, and is being amortized using the effective interest rate method over the term of the Senior Secured Notes.

Bridge Credit Agreement

On September 18, 2015, in connection with our proposed combination with certain businesses of OCI, CF Holdings and CF Industries entered into a senior unsecured 364-Day Bridge Credit Agreement (as amended, the Bridge Credit Agreement). Upon the termination of the Combination Agreement on May 22, 2016, the lenders' commitments under the Bridge Credit Agreement terminated automatically. There were no borrowings under the Bridge Credit Agreement. See Note 4—Acquisitions and Divestitures and Note 13—Interest Expense to our consolidated financial statements included in Item 8 of this report for additional information.

Forward Sales and Customer Advances

We offer our customers the opportunity to purchase products from us on a forward basis at prices and on delivery dates we propose. Therefore, our reported fertilizer selling prices and margins may differ from market spot prices and margins available at the time of shipment.

Customer advances, which typically represent a portion of the contract's sales value, are received shortly after the contract is executed, with any remaining unpaid amount generally being collected by the time the product is shipped, thereby reducing or eliminating the accounts receivable related to such sales. Any cash payments received in advance from customers in connection with forward sales contracts are reflected on our consolidated balance sheets as a current liability until related orders are shipped and revenue is recognized. As of December 31, 2016 and 2015, we had \$42 million and \$162 million, respectively, in customer advances on our consolidated balance sheets.

While customer adv