

Risk Factors Comparison 2024-02-22 to 2023-02-23 Form: 10-K

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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, individually or in combination, could materially and adversely affect our business, financial condition, results of operations and cash flows. References to tons refer to short tons and references to tonnes refer to metric tons.

Market Risks Our business is cyclical, resulting in periods of industry oversupply during which our business, financial condition, results of operations and cash flows tend to be negatively affected. Historically, selling prices for our products, which are generally global commodities, have fluctuated in response to periodic changes in supply and demand conditions. Demand for nitrogen is affected by planted acreage, crop selection and fertilizer application rates, driven by population growth, gross domestic product growth, changes in dietary habits and non- food use of crops, such as production of ethanol and other biofuels among other things. Demand also includes industrial uses of nitrogen, for example chemical manufacturing and emissions reductants such as diesel exhaust fluid (DEF). Supply is affected primarily by available production capacity and operating rates, raw material costs and availability, energy prices, government policies and global trade. Periods of strong demand, high capacity utilization and increasing operating margins tend to stimulate global investment in production capacity. In the past, ~~fertilizer producers~~ nitrogen manufacturers, including CF Holdings, have built new production facilities or expanded capacity of existing production assets, or announced plans to do so. The construction of new nitrogen ~~fertilizer~~ manufacturing capacity in the industry, plus improvements to increase output from the existing production assets, increase nitrogen supply availability and affect the balance of supply and demand and nitrogen selling prices. In certain years, global nitrogen ~~fertilizer~~ capacity has increased faster than global nitrogen ~~fertilizer~~ demand, creating a surplus of global nitrogen ~~fertilizer~~ capacity, which has led to lower nitrogen ~~fertilizer~~ selling prices. For example, in the two- year period ended December 31, 2017, additional production capacity came ~~on-line~~ online and, at the same time, the average selling price for our products declined 34 %, from \$ 314 per ton in 2015 to \$ 207 per ton in 2017. Additional nitrogen production capacity is expected to come ~~on-line~~ online over the next 12 months outside of North America. In addition, plans for building new facilities for green and ~~blue~~ low- carbon ammonia have been announced by other companies and CF Holdings, such as our proposed plans for an export- oriented greenfield ~~blue~~ low- carbon ammonia production facility in the southeastern United States. We cannot predict the impact of this additional capacity on nitrogen ~~fertilizer~~ selling prices. Also, global or local economic, political and financial conditions or changes in such conditions, or other factors, may cause acceleration of announced and / or ongoing projects. Similarly, lower energy prices can spur increases in production in high cost regions, which would result in increased supply and pressure on selling prices. Additionally, if imports increase into an oversupplied region, lower prices in that region could result. 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. ~~In recent years~~ From time to time, we have experienced periods of industry oversupply, which impacted our financial performance, credit ratings and the trading price for our common stock. Due to the cyclical nature of our industry, we cannot predict the timing or duration of such periods of industry oversupply ~~conditions~~ or the degree to which oversupply conditions would impact our business, financial condition, results of operations and cash flows. Nitrogen products are global commodities, and we face intense global competition from other producers. We are subject to intense price competition from our competitors. The nitrogen products that we produce 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, customer service and product quality. As a consequence, conditions in the international market for nitrogen products significantly influence our operating results. We compete with many producers, including state- owned and government- subsidized entities. Some of our competitors have greater total resources and are less dependent on earnings from fertilizer sales, which make them less vulnerable to fertilizer industry downturns and better positioned to pursue new expansion and development opportunities. Furthermore, certain governments, in some cases as owners of some of our competitors, may be willing to accept lower prices and profitability on their products or subsidize production inputs or consumption in order to support domestic employment or other political or social goals. Our competitive position could suffer as a result of these factors, including if we are not able to expand our own resources to a similar extent, either through investments in new or existing operations or through acquisitions or joint ventures.

CF INDUSTRIES HOLDINGS, INC. China, the world’ s largest producer and consumer of nitrogen fertilizers, currently has surplus capacity and many high- cost plants. As a result, the domestic nitrogen industry in China is operating at less than full capacity. In addition, the Chinese government is currently limiting exports through a variety of measures. A number of factors could encourage China to increase product capacity utilization, including changes in Chinese government policy, devaluation of the Chinese renminbi, the relaxation of Chinese environmental standards or decreases in Chinese producers’ underlying costs such as the price of Chinese coal. Any resulting increase in export volume could adversely affect the balance between global supply and demand and put downward pressure on global fertilizer prices, which could materially adversely affect our business, financial condition, results of operations and cash flows. From time to time, certain of our competitors with significant nitrogen fertilizer export capacity have benefited from non- market pricing of natural gas, which has resulted in significant volumes of exports to the United States. For example, the 2016 revocations of U. S. antidumping measures on solid urea and fertilizer grade ammonium nitrate from Russia allowed for increased imports from that country into the United States in recent years. In addition, in recent years, high volumes of urea ammonium nitrate solution (UAN) imports from Russia and The Republic of

Trinidad and Tobago (Trinidad) have negatively affected U. S. producers' UAN profitability. We also face competition from other fertilizer producers in the Middle East, Europe, Latin America and Africa. These producers, 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. Some of these producers also benefit from non- market or government- set rates for natural gas pricing. Government policies in these regions may also stimulate future ammonia or hydrogen investments. Recently, many proposed green and **blue-low- carbon** ammonia projects have been announced or considered, and future hydrogen, energy, or environmental / carbon policies may support development of additional nitrogen production in locations outside North America, including Europe, Australia, **India**, and the Middle East. In addition, the international market for nitrogen products is influenced by such factors as currency exchange rates, including the relative value of the U. S. dollar and its impact on the cost of importing nitrogen products 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, including the imposition of new duties, tariffs or quotas, that affect foreign trade and investment. For example, the imposition of duties, tariffs or quotas in a region can directly impact product pricing in that region, which can lead to changes in global trade flows and impact the global supply and demand balance and pricing. Market participants customarily move product between regions of the world, or adjust trade flows, in response to these factors. North America, where we manufacture and sell most of our products, is one of the largest and most accessible nitrogen trading regions in the world. As a result, other manufacturers, traders and other market participants can move nitrogen products to North America when there is uncertainty associated with the supply and demand balance in other regions or when duties, tariffs or quotas impact prices or trade flows in other regions. Thus, duties, tariffs and quotas can lead to uncertainty in the global marketplace and impact the supply and demand balance in many regions, which could adversely affect our business, financial condition, results of operations and cash flows. ~~On~~ **In** October 9, 2019, the European Commission (the Commission) imposed definitive anti- dumping duties on imports to the European Union (EU) of UAN manufactured in Russia, Trinidad and the United States. For imports of UAN manufactured in the United States, the fixed duty rate is € 29. 48 per tonne (or € 26. 74 per ton). The duties **will be expected to** remain in place for an initial five- year period **and to expire in October 2024** unless **there is a request submitted by July 10, 2024 to renew and continue the measures, which request would be investigated by** the Commission ~~suspends them before~~. **How long and at what level the these duties will remain in effect and five- year period has expired. After the (their) initial five- year period, the Commission may renew the measures. The long- term impact of these duties** on the international market for nitrogen products **is are** uncertain. A decline in agricultural production, limitations on the use of our products for agricultural purposes or developments in crop technology could materially adversely affect the demand for our products. Conditions in the United States, Europe, India, Brazil, China and other countries and regions of global significance in agricultural production 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, crop disease and / or livestock disease, demand for agricultural products and governmental policies regarding production of or trade in agricultural products. These factors are outside of our control. Governmental policies, including farm and biofuel subsidies, commodity support programs and tariffs, environmental and greenhouse gas policies, 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, representing approximately 40 % of total U. S. corn demand, due in part to federal legislation mandating use of renewable fuels. The resulting 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 encourages continued high levels of corn- based ethanol production, various interested parties have called to eliminate or reduce the renewable fuel mandate, or to eliminate or reduce corn- based ethanol as part of the renewable fuel mandate. Other factors that drive the ethanol market include the prices of ethanol, gasoline and corn. Lower gasoline prices and fewer aggregate miles, driven by increased automobile fuel efficiency, the continued expansion of electric vehicle use or the impact of decreased travel, such as the decreased travel experienced during the coronavirus disease 2019 (COVID- 19) pandemic, may put pressure on ethanol prices that could result in reduced profitability and lower production for the ethanol industry. This could have an adverse effect on corn- based ethanol production, planted corn acreage and fertilizer demand. Additionally, government incentives and other policies and recent increased investment in renewable biodiesel and associated soybean crush capacity may drive higher soybean oil prices, resulting in more planted acres allocated to soybeans and other oil crops and displacing some acreage traditionally planted to more nitrogen intensive crops such as grains and cotton. Developments in crop technology, such as nitrogen fixation, the conversion of atmospheric nitrogen into compounds that plants can assimilate, or nitrogen- efficient varieties, or developments in alternatives to traditional animal feed or alternative proteins, could also reduce the use of **chemical nitrogen** fertilizers and adversely affect the demand for our products. Widespread adoption of emerging application technologies or alternative farming techniques could disrupt traditional application practices, affecting the volume or types of fertilizer products used and timing of applications. In addition, from time to time various foreign governments and U. S. state legislatures have considered limitations on the use and application of **chemical nitrogen** fertilizers due to concerns about the negative impact that the application of these products can have on the environment. **For example** ~~Starting in October 2023~~, the United Kingdom **will has worked with industry to develop an assurance scheme to** limit the use of unprotected or uninhibited urea products between January and March of every year, **beginning in 2024**. While CF Fertilisers UK Limited does not sell solid urea fertilizer in the United Kingdom, limitations on fertilizer use have been and may be considered by other jurisdictions, such as the EU, which **has** announced its Farm to Fork Strategy and Biodiversity Strategy. **In addition**, or Canada, which has **announced a begun consulting stakeholders on its target of reducing emissions from fertilizers by 30 % below 2020 levels by 2030, and is supporting implementation** through improved nitrogen management and

optimizing fertilizer use. These or other more stringent limitations on greenhouse gas emissions applicable to farmers, the end-users of our nitrogen fertilizers, could reduce the demand for our fertilizer products to the extent their use of our products increases farm-level emissions. Any reduction in the demand for ~~chemical~~ **our nitrogen** fertilizer products, including as a result of technological developments and / or limitations on the use and application of ~~chemical~~ **nitrogen** fertilizers, 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. Nitrogen from the atmosphere and hydrogen from natural gas, coal and other carbon energy feedstocks, or from the electrolysis of water, are the fundamental building blocks of nitrogen products. Energy feedstock costs comprise a significant portion of the total production cost of nitrogen products and, relative to the industry's marginal producers that set the global price of nitrogen, generally determine profitability for nitrogen producers. Our manufacturing processes utilize natural gas as the principal raw material used in our production of nitrogen products. We use natural gas both as a chemical feedstock and as a fuel to produce ammonia, granular urea, UAN, AN and other nitrogen products. Most of our nitrogen manufacturing facilities are located in the United States and Canada. As a result, 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 **historically** been volatile ~~in recent years~~. The price 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. However, 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 resulting in production of less associated gas. Changes in the supply of and demand for natural gas can lead to extended periods of higher natural gas prices. In recent years, the cost of North American natural gas for the production of nitrogen fertilizers has been significantly lower than the ~~energy costs~~ **cost of natural gas in other parts of the world where** the industry's marginal nitrogen producers **are located**. Any increases in the volume of liquefied natural gas (LNG) exported from the United States to other regions, or increases in **natural gas development** ~~the usage of hydraulic fracturing~~ outside the United States, particularly in regions where nitrogen products are produced, could increase our natural gas costs and / or lower natural gas costs for our competitors. **In recent years, LNG export capabilities of the United States have expanded and LNG exports from the United States have increased, resulting in the United States being a leading exporter of LNG globally in 2023, and such expanded capabilities and increases in exports are expected to continue**. If natural gas prices outside of North America were to decrease or North American natural gas prices were to increase, our favorable energy cost differentials relative to the industry's marginal nitrogen producers could significantly erode, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. During ~~2022~~ **2023**, the daily closing price at the Henry Hub, the most heavily-traded natural gas pricing point in North America, reached a low of \$ ~~3~~ **1** . ~~45~~ **72** per MMBtu on ~~November 10, 2022~~ **three consecutive days in June 2022-2023** and a high of \$ ~~9~~ **3** . ~~85~~ **81** per MMBtu on ~~August 23~~ **January 5, 2022-2023**. During the three-year period ended December 31, ~~2022~~ **2023**, the daily closing price at the Henry Hub reached a low of \$ ~~1~~ **34** ~~72~~ per MMBtu on ~~September 22, 2020~~ and ~~three consecutive days in October~~ **June 2020 2023** and a high of \$ 23. 61 per MMBtu on February 18, 2021. Certain of our operating facilities are located near natural gas hubs that have experienced increased natural gas development and have favorable basis differences as compared to other North American hubs. Favorable basis differences in certain regions may dissipate over time due to increases in natural gas pipeline or storage capacity in those regions. Additionally, basis differentials may become materially unfavorable due to a lack of inbound gas pipeline or storage capacity in other regions during periods of unusually high demand. 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 reduced production, increased demand or changes in basis were to occur, or if other developments adversely impact the supply and demand balance for natural gas in North America 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.

~~We also have a manufacturing facility located in the United Kingdom. This facility is subject to fluctuations in production cost associated with the price of natural gas in Europe, which has been volatile in recent years and reached unprecedented high levels in 2021. The major natural gas trading point for the United Kingdom is the National Balancing Point (NBP). During 2022, the daily closing price at NBP reached a low of \$ 1. 23 per MMBtu on June 10, 2022 and a high of \$ 67. 08 per MMBtu on March 8, 2022. During the three-year period ended December 31, 2022, the daily closing price at NBP reached a low of \$ 1. 04 per MMBtu on May 22, 2020 and a high of \$ 67. 08 per MMBtu on March 8, 2022. Since the third quarter of 2021, the price for natural gas in the United Kingdom has generally remained high relative to historical NBP prices. The high price for natural gas in the United Kingdom has had an effect on our local operations in the United Kingdom, including the permanent closure of our Ince facility and the temporary idling of ammonia production at our Billingham complex. The average daily market price of natural gas at NBP for January 2023 was \$ 18. 93 per MMBtu. Adverse weather conditions may decrease demand for our fertilizer products, increase the cost of natural gas or materially disrupt our operations. Adverse weather conditions could become more frequent and / or more severe as a result of climate change. 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 seasonal 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. Adverse weather conditions could also impact transportation of fertilizer, which could disrupt our ability to deliver our products to customers on a timely basis. Our quarterly financial results can vary significantly from one year to the next due to weather-related shifts in fertilizer applications, planting schedules and purchasing patterns. Over the longer-term, changes in weather patterns may shift the periods of demand for products and even the regions to which our products are distributed, which~~

could require us to evolve our distribution system. In addition, we use the North American waterway system extensively to ship products from some of our manufacturing facilities to our distribution facilities and our customers. We also export nitrogen fertilizer products via seagoing vessels from deep-water docking facilities at certain of our manufacturing sites **on the U. S. river system through the U. S. Gulf of Mexico**. Therefore, persistent significant changes in river or ocean water levels (either up or down, such as a result of flooding, drought or climate change, for example), may require changes to our operating and distribution activities and / or significant capital improvements to our facilities. **For example, recent low water levels on the U. S. river system and in the Panama Canal have delayed shipping in these locations, resulting in an increase in shipping costs.** Weather conditions or, in certain cases, weather forecasts, also can disrupt our operations and can affect the price of natural gas, the principal raw material used to make our nitrogen products. Colder and / or longer than normal winters and warmer than normal summers increase the demand for natural gas for residential and industrial use and for power generation, which can increase the cost and / or decrease the availability of natural gas. In addition, adverse weather events, **such as storms, hurricanes, tornadoes, or floods,** not only can cause loss of power ~~at~~ **or other impacts to** our facilities or damage to or delays in logistics capabilities disrupting our operations, but also can impact the supply of natural gas and utilities and cause prices to rise. All of the adverse weather conditions described above, including those impacting our customers and our operations, such as the physical risk from storms, hurricanes, tornadoes, or floods could become more frequent and / or more severe as a result of climate change. Our Donaldsonville ~~and Waggaman complex~~ **complexes is-are** located in an area of the United States that experiences a relatively high level of hurricane or high wind activity and several of our complexes are located in areas that experience extreme weather events. In the last several years, there has been an increase in the frequency and severity of adverse weather conditions, including in the geographic areas where we have operations. Any significant adverse weather event or combination of adverse weather events could decrease demand for our fertilizer products, increase the cost of natural gas or materially disrupt our operations — any of which could have a material adverse impact on our business, financial condition, results of operations and cash flows. 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. 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. In contrast, we and other fertilizer producers generally manufacture and distribute products throughout the year. As a result, we and / or our customers generally build inventories during the low demand periods of the year to ensure timely product availability during the peak demand periods. Seasonality is greatest for ammonia due to the short application seasons 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 to build inventory 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 would be negatively affected by any related increased storage costs) or liquidated (in which case the selling price could be below our production, procurement and storage costs). The risks associated with excess inventory and product shortages are exacerbated by the volatility of nitrogen fertilizer prices, the constraints of our storage capacity, 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. 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 working capital 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 by reducing our working capital needs 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. In addition, our customers may be unwilling to purchase products on a forward basis due to their limited capital resources. 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. 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. Operational Risks Our operations are dependent upon raw materials **and utilities** provided by third parties, and any delay or interruption in the delivery of raw materials **or utilities** may adversely affect our business. We use **raw materials, primarily natural gas,** and **utilities, such as electricity, in other— the manufacture of our nitrogen products. We purchase** raw materials ~~in the manufacture of our nitrogen products. We purchase the natural gas and utilities~~ **other raw materials** from third party suppliers. Our natural gas is transported by pipeline to our facilities 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~~ **and utilities** may be caused by, among other things, extreme weather or natural disasters, unscheduled downtime, labor difficulties or shortages, insolvency of our suppliers or their inability to meet existing contractual arrangements, deliberate sabotage and terrorist incidents, **unplanned maintenance** or mechanical failures. 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 **or utilities**, 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 natural gas pipelines to transport raw materials to our manufacturing facilities. In addition, we rely on railroad, barge, truck, vessel and pipeline companies 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 and other sources of disruption, including adverse operating conditions on the inland waterway system **or on the seas with respect to oceangoing vessels**, extreme weather conditions, system failures, unscheduled downtime, labor difficulties or shortages, shutdowns, delays, accidents such as spills and derailments, vessel groundings and other accidents and operating hazards. Additionally, due to the aging infrastructure of certain rail lines, bridges, roadways, pipelines, 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, such as railroads, have from time to time experienced service delays or shutdowns due to capacity constraints in their systems, operational and maintenance difficulties, blockades, organized labor strikes, weather or safety- related embargoes and delays, and other events, which could impact the shipping of our products and cause disruption in our **operations and** supply chain. 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 or more stringent regulatory requirements 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 were implemented affecting transportation operations or equipment, or if there were 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 shift liability to shippers by contract, purport to shift liability to shippers by tariff, or otherwise seek to require shippers to indemnify and defend the railroads from and against liabilities (including in negligence, strict liability, or statutory liability) that may arise from certain acts or omissions of the railroads, third parties that may have insufficient resources, or the Company or from unknown causes or acts of god. 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, third parties or us, for which our insurance may be insufficient or unavailable. New or more stringent regulatory requirements also could be implemented affecting the equipment used to ship our raw materials or finished products. Restrictions on service, 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. We are reliant on a limited number of key facilities. Our nitrogen manufacturing facilities are located at ~~eight~~ **nine** separate nitrogen complexes, the largest of which is the Donaldsonville complex, which represented approximately ~~41~~ **40** % of our ammonia production capacity as of December 31, ~~2022~~ **2023**. 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. Operational disruptions could occur for many reasons, including natural disasters, weather, unplanned maintenance and other manufacturing problems, disease, strikes or other labor unrest or transportation interruptions. For example, our Donaldsonville ~~and Waggaman complex~~ **complexes is are** located in an area of the United States that experiences extreme weather events, including a relatively high level of hurricane or high wind activity, and several of our other complexes are also located in areas that experience extreme weather events. Extreme weather events, including temperature extremes, depending on their severity and location, have the potential not only to damage our facilities and disrupt our operations, but also to affect adversely the shipping and distribution of our products. Moreover, our facilities may be subject to failure of equipment that may be difficult to replace or have long delivery lead times, due in part to a limited number of suppliers, and could result in operational disruptions. We are subject to risks relating to our information technology systems, and any technology disruption or cybersecurity incident could negatively affect our operations. We rely on internal and third- party 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. If we do not allocate and effectively manage the resources necessary to build, implement and sustain the proper technology infrastructure, we could be subject to transaction errors, inaccurate financial reporting, processing inefficiencies, the loss of customers, business disruptions, or the loss of or damage to our confidential business information due to a security breach. In addition, our information technology systems may be damaged, disrupted or shut down due to attacks by computer hackers, computer viruses, employee error or malfeasance, power outages, hardware failures, telecommunication or utility failures, catastrophes or other unforeseen events, and in any such circumstances our system redundancy and other disaster recovery planning may be ineffective or inadequate. Security breaches of our systems (or the systems of our customers, suppliers or other business partners) could result in the misappropriation, destruction or unauthorized disclosure of confidential information or personal

data belonging to us or to our employees, business partners, customers or suppliers, and may subject us to legal liability. As with most large systems, our information technology systems (and those of our suppliers) have in the past been, and in the future likely will be, subject to computer viruses, malicious codes, unauthorized access and other cyberattacks, and we expect the sophistication and frequency of such attacks to continue to increase. To date, we are not aware of any significant impact on our operations or financial results from such attempts; however, unauthorized access or other types of cyberattacks could disrupt our business operations, result in the loss of assets, and have a material adverse effect on our business, financial condition, or results of operations. Any of the attacks, breaches or other disruptions or damage described above could: interrupt our operations at one or more sites; delay production and shipments; result in the theft of our and our customers' intellectual property and trade secrets; damage customer and business partner relationships and our reputation; result in legal claims and proceedings, liability and penalties under privacy or other laws, or increased costs for security and remediation; or raise concerns regarding our accounting for transactions. Each of these consequences could ~~have an adversely~~ **adversely affect** ~~effect on~~ our business, reputation and our financial statements, **some of which could be material**. Our business involves the use, storage, and transmission of information about our employees, customers, and suppliers. The protection of such information, as well as our proprietary information, is critical to us. The regulatory environment surrounding information security and privacy is increasingly demanding, with frequent imposition of new requirements and changes to existing requirements. Breaches of our security measures or the accidental loss, inadvertent disclosure, or unapproved dissemination of proprietary information or sensitive or confidential data about us or our employees, customers or suppliers, including the potential loss or disclosure of such information or data as a result of fraud, trickery, or other forms of deception, could expose us or our employees, customers, suppliers or other individuals or entities affected to a risk of loss or misuse of this information, which could ultimately result in litigation and potential legal and financial liability. These events could also damage our reputation or otherwise harm our business. 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 nitrogen products 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 Facility Anti-Terrorism Standards ~~(although this regulation~~ **legislation is currently expired as Congress works to reauthorize it)**. In addition, President Obama issued in 2013 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 and other nitrogen products. 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 products 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 products, 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. Changes in governmental trade policies can lead to the imposition of new taxes, levies, duties, tariffs or quotas affecting agricultural commodities, fertilizer or industrial products. These can alter or impact costs, trade flows, demand for our products, access to raw materials and other supplies, and regional supply and demand balances for our products. 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. 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 2010, the Canadian Corruption of Foreign Public Officials Act; economic sanctions programs administered by the United Nations **(UN)**, the EU and the Office of Foreign Assets Control of the U. S. Department of the Treasury; and regulations under the Comprehensive Iran Sanctions, Accountability, and Divestment Act of 2010. 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 our 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 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. Financial Risks 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 can be corrosive, and ammonium nitrate, which is explosive. These hazards include: explosions; fires; extreme 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 for an extended period of time and / or the imposition of civil or criminal penalties and liabilities. For example, in 2013, **Our exposure to these risks and hazards is exemplified by** a fire and explosion **that** occurred at a fertilizer storage and distribution facility in West, Texas, **in 2013**. The **incident fire and explosion** resulted in 15 fatalities and claims of injuries to approximately 200 people, and damaged or destroyed a number of homes and buildings around the facility. **We** Although we did not own or operate the facility or directly sell our products to the facility, **but** products that we manufactured and sold to others were delivered to the facility and may have been stored at the facility at the time of the incident. We were named as defendants along with other companies in lawsuits, **in which the claims against us have since been resolved**, alleging various theories of negligence, strict liability, and breach of warranty **in connection** under Texas law. ~~All but two of the claims, including all wrongful death and personal injury claims, have been resolved pursuant to confidential settlements that have been or we expect will be fully funded by insurance. 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.~~ 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-insured 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-insured 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. 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, ~~2022~~ **2023**, we had approximately \$ 3. 0 billion of total funded indebtedness, consisting primarily of unsecured senior notes with varying maturity dates between 2026 and 2044, or approximately ~~27~~ **26** % of our total capitalization (total debt plus total equity), and an additional \$ 750 million of unsecured senior borrowing availability (reflecting no outstanding borrowings and no outstanding letters of credit) for general corporate purposes under our revolving credit agreement (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 indebtedness could, as a result of our debt service obligations or 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 the 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 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 amounts to fund working capital, capital expenditures and other general corporate purposes; and • result in our credit ratings being downgraded, 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. The terms of our existing indebtedness allow us to incur significant additional debt. 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 the Revolving Credit Agreement and our suppliers, may be materially and adversely affected. A failure to satisfy the financial maintenance ~~covenants~~ **covenant** under the Revolving Credit Agreement or a breach of the covenants under any of the agreements governing our indebtedness

could limit the borrowing availability under the Revolving Credit Agreement or result in an event of default under such agreements. Our ability to comply with the covenants in the agreements and instruments governing our indebtedness, including the ~~consolidated interest coverage ratio and consolidated net leverage ratio maintenance covenants~~ **covenant** contained in the Revolving Credit Agreement, will depend upon our future performance and various other factors, such as market prices for our nitrogen 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 may not be able to access the borrowing availability under the Revolving Credit Agreement and 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 the Revolving Credit Agreement would permit the lenders thereunder to terminate all commitments to extend further credit under the Revolving Credit Agreement. 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, cause vendors to change their credit terms for doing business with us, and could otherwise have a material adverse effect on us. As of February ~~13-12, 2023~~ **2024**, our corporate credit rating by S & P Global Ratings is BBB with a stable outlook; our corporate credit rating by Moody's Investor Services, Inc. is Baa3 with a **stable positive** outlook; and our corporate credit rating with Fitch Ratings, Inc. is BBB with a stable outlook. These ratings and our current credit condition affect, among other things, our ability to access new capital, especially debt, as well as the payment terms that vendors are willing to provide us. Negative changes in these ratings may result in more stringent covenants and higher interest rates under the terms of any new debt, and could cause vendors to shorten our payment terms, require us to pay in advance for materials or services, or provide letters of credit, security, or other credit enhancements in order to do business with us. 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 ~~(i)~~ the United States, where most of our operations are located, and ~~in (ii)~~ several foreign jurisdictions where our subsidiaries are organized or conduct business. Tax laws or rates in the various jurisdictions in which we operate may be subject to significant change. Our future effective tax rate could also be affected by changes in our mix of earnings from jurisdictions 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 Internal Revenue Service (IRS) and other taxing authorities in jurisdictions where we conduct business. Although we believe our tax estimates are reasonable, if a taxing authority disagrees with the positions we have taken, we could face additional tax liabilities, 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 financial condition, results of operations and cash flows. 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 **or if cash generated outside the United States exceeds the needs of such non- U. S. operations**, we may ~~need to~~ repatriate a portion of our future international earnings to the United States. Under the tax laws of the foreign countries in which we operate, those international earnings could be subject to withholding taxes when repatriated; therefore, 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 these taxes. We also need to comply with other new, evolving or revised tax laws and regulations. The enactment of, or increases in, carbon taxes, 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 financial condition and results of operations. ~~The countries in which we operate are in the process of implementing the Base Erosion and Profit Shifting Project (BEPS) of the Organisation for Economic Co- operation and Development (OECD). BEPS is intended to improve tax disclosure and transparency and eliminate structures and activities that could be perceived by a particular country as resulting in tax avoidance. The OECD has partially developed and continues with development of a framework to assist member countries in adopting BEPS related legislation. Each country is permitted to introduce its own legislation to implement the measures contemplated by the BEPS framework. As a number of our business operations are conducted across national borders, we are subject to BEPS. The implementation of BEPS could result in tax changes and may adversely affect our provision for income taxes, results of operations and cash flows. In some cases, BEPS legislation could result in double taxation on a portion of our profits without an appropriate mechanism to recover the incremental tax amount in another jurisdiction.~~ Our business is subject to risks involving derivatives and the risk that our hedging activities might not prevent losses. ~~We may~~ **From time to time, we** utilize natural gas derivatives to hedge our financial exposure to the price volatility of natural gas, the principal raw material we use in the production of nitrogen- based products. ~~We have~~ **may used- use** natural gas futures, swaps and option contracts traded in over- the- counter markets or on exchanges. ~~We have also~~ **In addition, from time to time, we used- use** fixed- price, physical purchase and sales contracts to hedge our exposure to natural gas price volatility. In order to manage our exposure to changes in foreign currency exchange rates, we may from time to time 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 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. The counterparties to our derivatives are multi-national commercial banks, major financial institutions or large energy companies. Our liquidity could be negatively impacted by a counterparty default on settlement of one or more of our derivative financial instruments or by the triggering of any cross default provisions or credit support requirements against us. 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. At other times we may not utilize derivatives or derivative strategies to hedge certain risks or to reduce the financial exposure of price volatility. As a result, we may not prevent certain material adverse impacts that could have been mitigated through the use of derivative strategies.

Environmental and Regulatory Risks 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 **or modify business plans**. We are subject to numerous environmental, health and safety laws and regulations in the United States, Canada, the United Kingdom, the EU, Trinidad and other locations, including laws and regulations relating to the generation and handling of hazardous substances and wastes; the introduction of new chemicals or substances into a market; the cleanup of hazardous substance releases; the discharge of regulated substances to **land, air or water**; and the demolition and cleanup 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 (CERCLA), the Toxic Substances Control Act and various other federal, state, provincial, local and international laws. In November 2021, the Infrastructure Investment and Jobs Act reinstated and doubled the Superfund tax on chemicals, including ammonia and nitric acid. These taxes were put in place from July 1, 2022 through December 31, 2031 and apply to ~~both all of these--~~ the domestic **production** and ~~imported--~~ **import of ammonia and nitric acid** products ~~not, except to the extent such products are used in fertilizer or animal feed,~~ used as ~~fertilizer-fuel or exported~~. As a producer of nitrogen products 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 **or operated** 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 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 **or changes to** current laws and regulations may require us to make substantial expenditures **or modify business plans**. 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, distribution or storage of anhydrous ammonia and other hazardous or regulated substances has resulted in accidental releases that have temporarily disrupted our operations and / or resulted in liability for administrative penalties, **cleanup costs**, and / or 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, **and in some cases, the ability of our partners, lessors and other third-party providers, as applicable, to secure such permits or approvals**. More stringent environmental, health and safety laws and regulations, ~~or a reinterpretation of~~ **or changes to** current laws and regulations, **or community opposition to permits and approvals** could make it more difficult to obtain necessary governmental permits **(including renewals of our existing permits)** or approvals. In addition, a focus on the cumulative impact of industrial operations on minority, lower income, and other historically underrepresented and / or disadvantaged communities could impact decisions relating to the issuance of new or renewal of existing permits to the extent that our operations are located in the vicinity of such communities. A decision by a government agency to deny or delay issuing a new or renewed regulatory 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. Future regulatory or legislative restrictions on greenhouse gas (GHG) emissions in the jurisdictions in which we operate **or conduct business** could materially adversely affect our business, financial condition, results of operations and cash flows. Our production facilities emit GHGs, such as carbon dioxide and nitrous oxide, and natural gas, a fossil fuel **that releases methane when extracted from the earth**, is a primary raw material used in our nitrogen production process. Because conventional ammonia production generates CO₂ as an unavoidable chemical

byproduct, ammonia production globally is considered an emissions- and energy- intensive industry. We are subject to GHG regulations in the United Kingdom, Canada and the United States. In the United States, our existing facilities, which are considered large emitters of GHGs, currently are only subject to GHG emissions reporting obligations. New facilities that we build, or existing facilities that we modify in the future, could also be subject to GHG emissions standards included in their air permits. Our U. K. manufacturing plant is subject to the UK Emissions Trading Scheme (UK ETS), which requires us to hold or obtain emissions allowances corresponding to the GHG emissions from those aspects of our operations that are subject to regulation under the UK ETS. Given the recent development of the UK ETS, and the impact of energy security concerns in Europe, there is substantial uncertainty as to the stability of the price of emission allowances that will be necessary for compliance with the regulations. Our manufacturing plants in the Alberta and Ontario provinces of Canada are subject to federal and provincial regulations that impose a price on excess GHG emissions. These regulations establish carbon dioxide equivalent (CO₂e) emissions standards applicable to our facilities in terms of emissions per unit of production, with each province using different formulas for establishing these intensity limits and changes in these limits over time (and federal law applying if provincial plans are not considered sufficiently stringent). If CO₂e emissions exceed the applicable limits, the excess emissions must be offset, either through obtaining qualifying emission credits or offsets or by making a payment for each ton of excess emissions. **In Pursuant to Canada Canadian regulations**, emissions are subject to an annual increase in price on CO₂-CO₂e through 2030, and these GHG regulations **became** ~~are becoming~~ more stringent effective January 1, 2023 **and became subject to an increasing carbon price of CAD \$ 80 / tonne on January 1, 2024**. Increasing concern over the effects of climate change is driving countries to establish ever more ambitious GHG reduction targets. Approximately 200 countries, including the United States, Canada, the United Kingdom and the members of the EU, have joined the Paris Agreement, an international agreement 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 United States** Each signatory is required to develop its own national plan to attain this objective. **In December 2020**, **Canada and** the United Kingdom **have also** announced a **national target targets** to reduce GHG emissions **68 in each case by 40 % or more** from the baseline year of 1990 levels by 2030 . **Canada has** ~~as compared~~ **increased its emissions reduction target under the Paris Agreement to 40-45 % (up from 30 %) below 2005 levels by 2030 and have led or joined other initiatives to spur faster reductions related to carbon dioxide, methane and other GHGs** . **In addition** April 2021, the United States increased its goal to reduce emissions to 50-52 % below 2005 levels by 2030. The Biden administration has ~~also~~ issued several executive orders focused on climate change to promote more active management of these issues across the executive branch, including by the EPA and the Departments of **Energy**, Agriculture, Interior, Transportation and Treasury, and **has** issued proposed **and final** regulations related to methane and other GHG reduction efforts. **In late December 2023, the Internal Revenue Service issued proposed guidance on the 45V hydrogen production tax credit created by the 2022 Inflation Reduction Act (IRA). Final implementation of the IRA may impact the market for green and low- carbon hydrogen and associated ammonia products. In addition, pursuant to the IRA, the EPA will begin to assess a methane fee on certain oil and natural gas facilities for methane emissions that exceed a designated threshold. This fee will apply to methane emissions from 2024 onward, and, under the proposed rules issued by the EPA in January 2024, will be assessed beginning in 2025. In May 2023, the EPA proposed new regulations requiring certain types of power plants to change their operations and / or install emissions control equipment to reduce GHG emissions. While these proposed regulations do not apply to us, they could inform future EPA regulations that may apply to us and require us to reduce our GHG emissions.** The EU **finalized its overall** reached a provisional agreement in December 2022 to adopt a new carbon border adjustment mechanism **in May 2023. During the interim phase, covering imports, including nitrogenous fertilizers, entering the EU from the fourth quarter of 2023 through the fourth quarter of 2025, importers must file quarterly reports on the emissions intensity of covered products. For imports that would enter the EU starting in 2026, charges will be require required** importers of **for emissions over** certain products **thresholds** , **with** including nitrogen fertilizers, to pay an import tax approximately equal to the costs incurred by EU **still** producers of the products starting in 2026. The EU is seeking to **set forth additional details** ~~finalize this regulation in the first quarter of 2023~~ . Other governments are also considering border adjustment mechanisms for carbon intensive products. The imposition of any carbon border adjustment taxes may impact investment and trade flows, which could adversely impact our business. More stringent GHG regulations, 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 **that releases methane when extracted from the earth** , 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, 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. Changes could also be made to tax **or other regulatory** policies related to decarbonization, electricity generation or clean energy that could impact our business and investment decisions. 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. Strategic Risks The market for green and ~~blue~~ (low- carbon (**blue**) ammonia may be slow to develop, may not develop to the size expected or may not develop at all. Moreover, we may not be successful in the development and implementation of our green and ~~blue~~ **low- carbon** ammonia projects in a timely or economic manner, or at all, due to a number of factors, many of which are beyond our control. The market for green and ~~blue~~ (low- carbon) ammonia is developing and evolving, may not develop to the size or at the rate we expect, and is dependent in part on the developing market for green and ~~blue~~ (low- carbon) hydrogen, for which ammonia can serve as a transport and storage mechanism. These markets are heavily influenced by demand for clean energy, technology

evolution and federal, state and local government laws, regulations and policies concerning carbon emissions, renewable electricity, clean energy, and corporate accountability in the United States and abroad. **These factors may also affect the market criteria for green and low-carbon ammonia, including the degree of reduction of direct GHG emissions and the requirements of renewable electricity.** We believe the demand for green and **blue-low-carbon** ammonia could take several years to materialize and then ten or more years to fully develop and mature, and we cannot be certain that this market or the market for green and **blue-low-carbon** hydrogen will grow to the size or at the rate we expect or at all. Hydrogen currently accounts for less than 1 % of the world's energy needs. The recognition and acceptance of green and **blue-low-carbon** ammonia as a transport and storage mechanism for green and **blue-low-carbon** hydrogen, the use of green and **blue-low-carbon** ammonia as a fuel in its own right, the use of green and **blue-low-carbon** ammonia as a fertilizer, and the development and growth of end market demand and applications for green and **blue-low-carbon** hydrogen and green and **blue-low-carbon** ammonia are uncertain and dependent on a number of factors outside of our control. These factors include, among others, the extent to which and rate at which cost competitive global renewable energy capacity increases, the pricing of traditional and alternative sources of energy, the realization of technological improvements required to increase the efficiency and lower the costs of production of green and **blue-low-carbon** ammonia, the regulatory environment, the rate and extent of infrastructure investment and development which may be affected by the relevant parties' ability to obtain permits for these investments, the availability of tax benefits and other incentives, the implementation of policy in foreign jurisdictions providing economic support for or otherwise mandating decarbonization and our ability to provide green and **blue-low-carbon** ammonia offerings cost-effectively. In addition, further development of alternative decarbonization technologies may result in viable alternatives to the use of **blue-low-carbon** ammonia for many potential decarbonization applications, resulting in lower than expected market demand growth relative to our current expectations. If a sustainable market for green or **blue-low-carbon** ammonia or hydrogen fails to develop, develops more slowly than we anticipate, or develops in a way that is not viable to serve with our assets and capabilities, we may decide not to implement, or may not be successful in implementing, one or more elements of our multi-year strategic plan. Our clean energy strategy also depends on the realization of certain technical improvements required to increase the efficiency and lower the costs of production of green and **blue-low-carbon** ammonia. Over time, as we seek to convert additional existing facilities to green and **blue-low-carbon** production and further expand our green and **blue-low-carbon** ammonia production capacity, we may face operational difficulties and execution risks related to the design, development and construction. If our assumptions about the engineering and project execution requirements necessary to successfully build or convert the facility capacity that we are contemplating and to scale up to larger production quantities prove to be incorrect, we may be unable to produce substantial quantities of green or **blue-low-carbon** ammonia, and the cost to construct such green and **blue-low-carbon** ammonia facilities, or the production costs associated with the operation of such facilities, may be higher than we project. The production of **blue-low-carbon** ammonia depends to a large extent upon the ability of third parties to develop class VI carbon sequestration wells **and carbon dioxide transportation pipelines**, which currently do not exist at large scale and are subject to a permitting process and operational risks, which may result in delays, impact viability in some or all situations, or create long-term liabilities. Recently, many proposed green and **blue-low-carbon** ammonia projects have been announced or considered, and future hydrogen, energy, or environmental / carbon policies may support development of additional nitrogen production in locations outside North America, including Europe, Australia, and the Middle East. In the event that the growth in supply of green and **blue-low-carbon** ammonia and green and **blue-low-carbon** hydrogen exceeds the growth in demand for those products, the resulting unfavorable supply and demand balance could lead to lower selling prices than we expect **for many of our products**, which could negatively affect our business, financial condition, results of operations and cash flows. 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 acquisitions, partnerships, joint ventures, business combination transactions or other major investments, such as our green and **blue-low-carbon** ammonia projects, require significant managerial resources, the diversion of which from our other activities or opportunities may negatively affect the existing operations 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 may increase 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. In addition, these efforts may require capital resources that could otherwise be used for the improvement and expansion of our existing business. As a result of these and other factors, including general economic risk, we may not be able to realize our projected returns or other expected benefits 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 combinations are those involving: • difficulties in integrating the parties' operations, systems, technologies, products, cultures, and personnel; • incurrence 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; • 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, including litigation; • 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. Moreover, legal proceedings or other risks from acquisitions and other business combinations may arise years after a transaction has been completed and may involve matters unrelated to the business acquired. For example, in 2022, we were named along with other parties in certain product liability actions relating to a product containing the herbicide paraquat, which was allegedly sold, manufactured, distributed and / or marketed by Terra Industries Inc. (Terra) before it exited such lines of business, which exit occurred more than ten years before CF Holdings acquired Terra in April 2010. In addition, most major capital projects are dependent on the availability and performance of engineering firms, construction firms, equipment and material suppliers, transportation providers and other vendors necessary to design and implement those projects on a timely basis and on acceptable terms. Major investments such as capital improvements at our facilities are subject to a number of risks, any of which could prevent us from completing capital projects in a timely or economic manner or at all, including, without limitation, cost overruns, non-performance of third parties, the inability to obtain necessary permits or other permitting matters, adverse weather, defects in materials and workmanship, labor and raw material shortages, transportation constraints, **changes to international trade-related policy**, engineering and construction change orders, errors in design, construction or start-up, and other unforeseen difficulties. International acquisitions, partnerships, joint ventures, investments or business combinations 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 risk associated with our strategic venture with CHS Inc. (CHS). 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 operate and manage the strategic venture successfully, 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.~~

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 impact of global supply and demand on our selling prices; • the global commodity nature of our nitrogen products, the conditions in the international market for nitrogen products, and the intense global competition from other producers; • conditions in the United States, Europe and other agricultural areas, including the influence of governmental policies and technological developments on the demand for our fertilizer products; • the volatility of natural gas prices in North America and the United Kingdom; • weather conditions and the impact of adverse weather events; • the seasonality of the fertilizer business; • the impact of changing market conditions on our forward sales programs; • difficulties in securing the supply and delivery of raw materials **or utilities**, increases in their costs or delays or interruptions in their delivery; • reliance on third party providers of transportation services and equipment; • our reliance on a limited number of key facilities; • risks associated with cybersecurity; • acts of terrorism and regulations to combat terrorism; • risks associated with international operations; • 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 and any additional indebtedness that may be incurred; • our ability to maintain compliance with covenants under our revolving credit agreement and the agreements governing our indebtedness; • downgrades of our credit ratings; • risks associated with changes in tax laws and

disagreements with taxing authorities; • risks involving derivatives and the effectiveness of our risk management and hedging activities; • potential liabilities and expenditures related to environmental, health and safety laws and regulations and permitting requirements; • regulatory restrictions and requirements related to greenhouse gas emissions; • the development and growth of the market for green and blue (low- carbon (blue) ammonia and the risks and uncertainties relating to the development and implementation of our green and blue low- carbon ammonia projects; and • risks associated with expansions of our business, including unanticipated adverse consequences and the significant resources that could be required ; and • 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. 27