



Environmental Sustainability and Community Committee Charter

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Purpose of the Committee

The purposes of the Environmental Sustainability and Community Committee (the “Committee”) of the Board of Directors (the “Board”) of CF Industries Holdings, Inc. (the “Corporation”) shall be to assist the Board in fulfilling its oversight responsibility with respect to the strategies, goals, objectives, policies and practices, and related risks that pertain to energy, emissions and climate change, food security, product stewardship (including nutrient use efficiency and loss to the environment), public advocacy, community engagement, and charitable contributions (collectively, “Committee Matters”).

Composition of the Committee

The Committee shall consist of three or more directors, as determined from time to time by the Board. Each member of the Committee shall meet the independence requirements of the New York Stock Exchange (the “NYSE”) and any additional requirements that the Board deems appropriate.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

Any vacancy on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.

Meetings and Procedures of the Committee

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less frequently than two times annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided however*, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

Duties and Responsibilities of the Committee

The Committee shall have the following duties and responsibilities:

- a) **STRATEGY.** In consultation with the Board and management, to consider, review and monitor the Corporation's general strategy and objectives relating to Committee Matters;
- b) **POLICIES.** To assess the effectiveness of and advise the Board on the Corporation's programs and initiatives related to Committee Matters.
- c) **TRENDS.** To review and discuss current and emerging trends with respect to Committee Matters, including new or emerging opportunities that may affect the business, operations, performance, or public image of the Corporation or are otherwise pertinent to the Corporation and its stakeholders;
- d) **PERFORMANCE/GOALS.** With respect to Committee Matters, to review the goals the Corporation may establish from time to time and to assess at least annually the Corporation's sustainability performance and progress towards its goals and strategic objectives;
- e) **RISK.** To discuss and review with management the Corporation's identification, assessment, and management of risks associated with Committee Matters;
- f) **REPORTING.** To oversee the Corporation's external reporting on Committee Matters, including review of the corporate sustainability reports issued from time to time by the Corporation;
- g) **THIRD PARTY REPORTS.** To discuss and review with management reports and rankings published by relevant third parties with respect to the Corporation's profile, programs and initiatives related to Committee Matters; and
- h) **OTHER.** To perform such other duties and responsibilities as may be assigned to the Committee by the Board.

Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness, and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and

whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Corporation's or the Board's policies or procedures.

Investigations and Studies; Outside Advisers

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such independent counsel or other consultants or advisers as it deems necessary.