



Fundamentals of Growth

# Agrium: Growing Across the Value Chain

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September 2009

# Important Information

This presentation does not constitute an offer to exchange, or a solicitation of an offer to exchange, common stock of CF Industries Holdings, Inc. ("CF"), nor is it a substitute for the Tender Offer Statement on Schedule TO or the Prospectus/Offer to Exchange included in the Registration Statement on Form F-4 (including the Letter of Transmittal and related documents) (collectively, as amended from time to time, the "Exchange Offer Documents") filed by Agrium Inc. ("Agrium") with the U.S. Securities and Exchange Commission (the "SEC") on March 16, 2009, as amended. The Registration Statement on Form F-4 has not yet become effective. The offer to exchange is made only through the Exchange Offer Documents. **INVESTORS AND SECURITY HOLDERS OF AGRIMUM AND CF ARE URGED TO READ THE EXCHANGE OFFER DOCUMENTS AND OTHER RELEVANT MATERIALS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE OFFER TO EXCHANGE.**

Copies of any documents filed by Agrium with the SEC are available free of charge through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov), by calling the SEC at telephone number 800-SEC-0330 or by directing a request to the Agrium Investor Relations/Media Department, Agrium Inc, 13131 Lake Fraser Drive S.E., Calgary, Alberta, Canada T2J 7E8. Free copies of any such documents can also be obtained by calling Georgeson Inc. toll-free at (866) 318-0506.

Agrium, North, their respective directors and executive officers and certain other persons are deemed to be participants in any solicitation of proxies from CF's stockholders in respect of the proposed transaction with CF. Information regarding Agrium's directors and executive officers is available in its management proxy circular dated April 3, 2009 relating to the annual general meeting of its shareholders held on May 13, 2009. Other information regarding potential participants in such proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in any proxy statement filed in connection with the proposed transaction.

All information in this presentation concerning CF, including its business, operations and financial results, was obtained from public sources. While Agrium has no knowledge that any such information is inaccurate or incomplete, Agrium has not had the opportunity to verify any of that information.



# Forward-Looking Statements

Certain statements and other information included in this presentation constitute “forward-looking information” within the meaning of applicable Canadian securities legislation or constitute “forward-looking statements” (together, “forward-looking statements”). All statements in this presentation, other than those relating to historical information or current condition, are forward-looking statements, including, but not limited to, estimates, forecasts and statements as to management’s expectations with respect to, among other things, business and financial prospects, financial multiples and accretion estimates, future trends, plans, strategies, objectives and expectations, including with respect to future operations following the proposed acquisition of CF. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from such forward-looking statements.

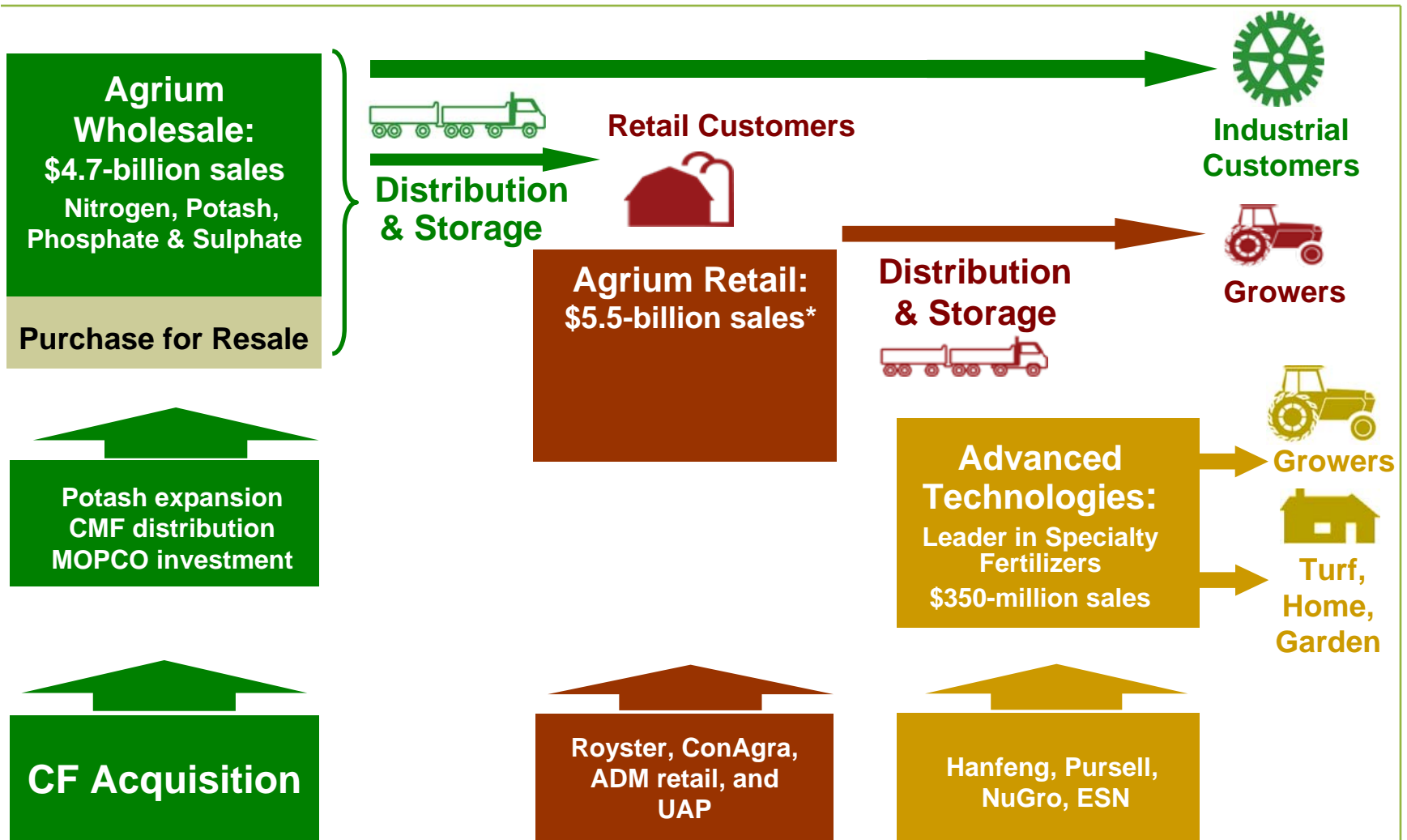
Events or circumstances that could cause actual results to differ materially from those in the forward-looking statements, include, but are not limited to, CF’s failure to accept Agrium’s proposal and enter into a definitive agreement to effect the transaction, Agrium common shares issued in connection with the proposed acquisition may have a market value lower than expected, the businesses of Agrium and CF, or any other recent business acquisitions, may not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected, the expected combination benefits and synergies and costs savings from the Agrium/CF transaction may not be fully realized or not realized within the expected time frame, the possible delay in the completion of the steps required to be taken for the eventual combination of the two companies, including the possibility that approvals or clearances required to be obtained from regulatory and other agencies and bodies will not be obtained in a timely manner or will be obtained on conditions that may require divestiture of assets expected to be acquired, disruption from the proposed transaction making it more difficult to maintain relationships with customers, employees and suppliers, general business and economic conditions, interest rates, exchange rates and tax rates, weather conditions, crop prices, the supply, demand and price level for our major products, gas prices and gas availability, operating rates and production costs, domestic fertilizer consumption and any changes in government policy in key agriculture markets, including the application of price controls and tariffs on fertilizers and the availability of subsidies or changes in their amounts, changes in development plans, construction progress, political risks, including civil unrest, actions by armed groups or conflict, governmental and regulatory requirements and actions by governmental authorities, including changes in government policy, changes in environmental, tax and other laws or regulations and the interpretation thereof and other risk factors detailed from time to time in Agrium and CF’s reports filed with the SEC.

Agrium disclaims any intention or obligation to update or revise any forward-looking statements in this presentation as a result of new information or future events, except as may be required under applicable U.S. federal securities laws or applicable Canadian securities legislation. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and perception of historical trends, current conditions and expected future developments as well as other factors we believe are appropriate in the circumstances. Expected future developments are based, in part, upon assumptions respecting our ability to successfully integrate the businesses of Agrium and CF, or any other recent acquisitions.

All of the forward-looking statements contained herein are qualified by these cautionary statements and by the assumptions that are stated or inherent in such forward-looking statements. Although we believe these assumptions are reasonable, undue reliance should not be placed on these assumptions and such forward-looking statements. The key assumptions that have been made in connection with the forward-looking statements include, but are not limited to, CF’s acceptance of Agrium’s proposal and the entering into of a definitive agreement to effect the proposed transaction, closing the proposed transaction, the market value of Agrium common shares issued in connection with the proposed acquisition, our ability to successfully integrate within expected time frames and costs, and realize the expected combination benefits and synergies and costs savings from, the combination of the businesses of Agrium and CF, or any other recent business acquisitions, and our ability to maintain relationships with customers, employees and suppliers during the course of the proposed transaction.



# Agrium's Growth Across the Value Chain



\* 2008 actual results include UAP contributions from date of acquisition (May 5, 2008)



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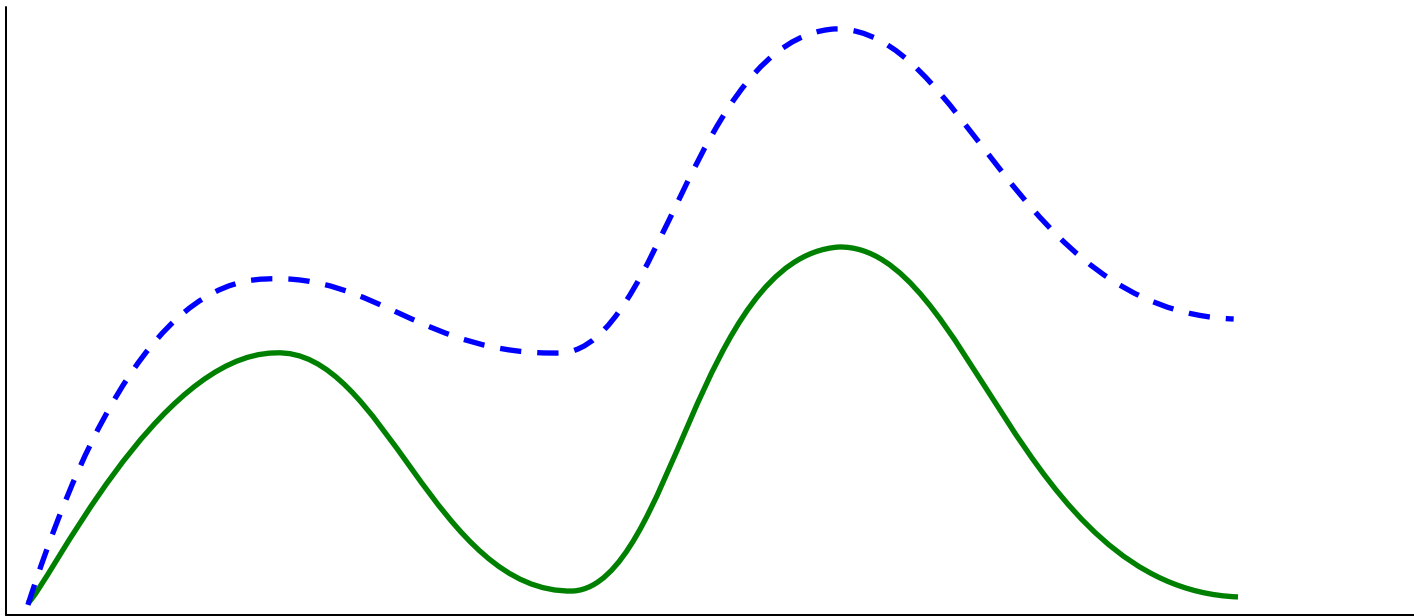
# Agrium's Strategy: Grow Across Value Chain

- **Excellent Agricultural Outlook & Fundamentals**
- **Solid business strategy & superior asset base and mix**
  - Fertilizer year 2008/09 use was an unprecedented anomaly
  - Demand is poised for correction
  - Crop protection margins have remained strong and prices are expected to increase over 2008
  - Strong growth in seed sales expected to continue
- **Agrium provides best opportunity to benefit from strong agricultural outlook**



# Agrium's Strategy: Grow Across Value Chain

- **Build base businesses to raise earnings in trough periods & provides funds for countercyclical investment opportunities**
- **Expand Wholesale operations to further optimize earnings through the cycle**

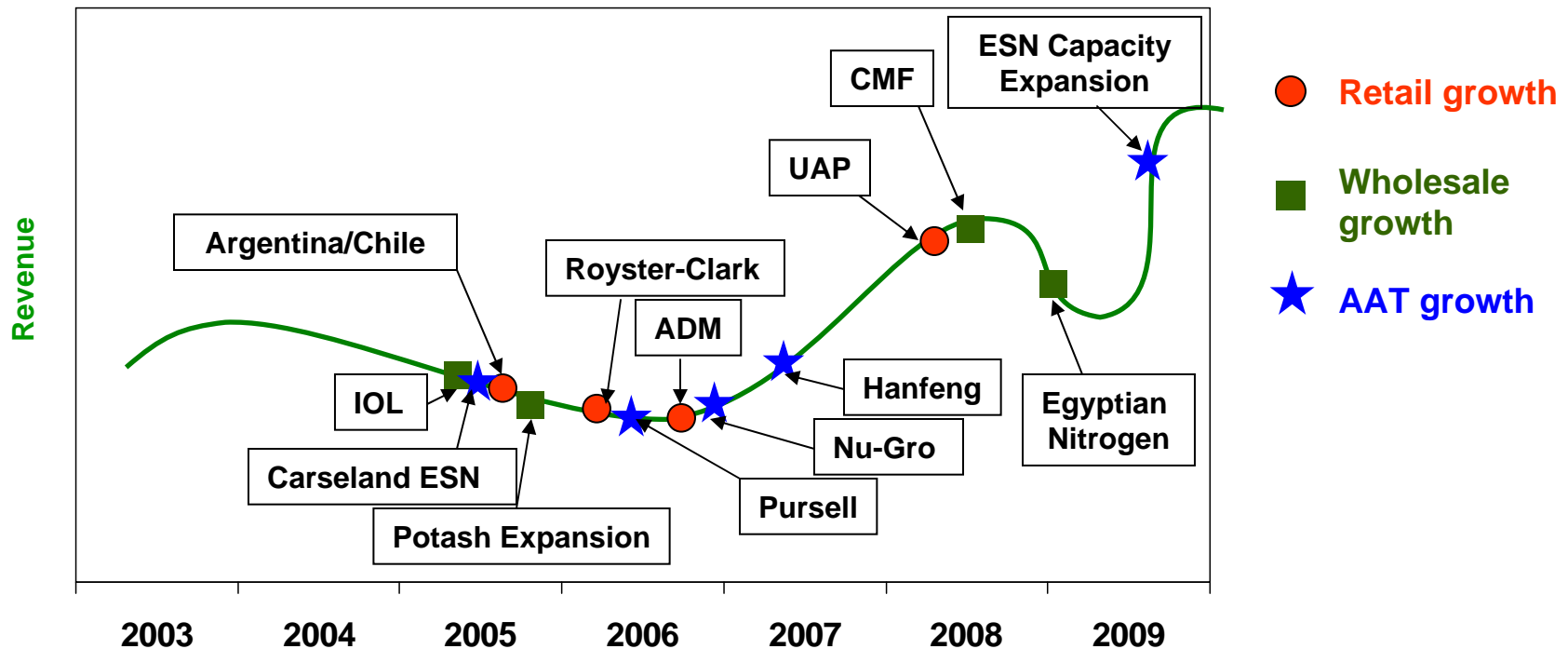


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**Agrium**

# Agrium's Strategy: Grow Across Value Chain

- 9 acquisitions (\$3.5 billion invested) and other growth initiatives (Potash expansion, ESN expansion, Egypt) in past 5 years
- Retail: 4 acquisitions in North & South America (over \$3-billion invested)
- Wholesale: 2 acquisitions (over \$400-million invested)
- AAT: 3 large acquisitions and other expansion initiatives (over \$280-million invested)



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# Retail & AAT

## Earnings Quality Currently Undervalued

- **Historic Agrium retail and previous retail peers (RC/UAP) EV/EBITDA multiple of 9-10**
- **Retail/distribution orientated companies average 8-9 (eg. Home Depot, JC Penny, Wesco, Starbucks, Nike)**
- **Valuation unduly hit due to 6 month anomaly**
- **Unprecedented volatility in fertilizer use and prices has short-term impact on retail nutrient margins**
- **Continued solid earnings from crop protection, seed and services**

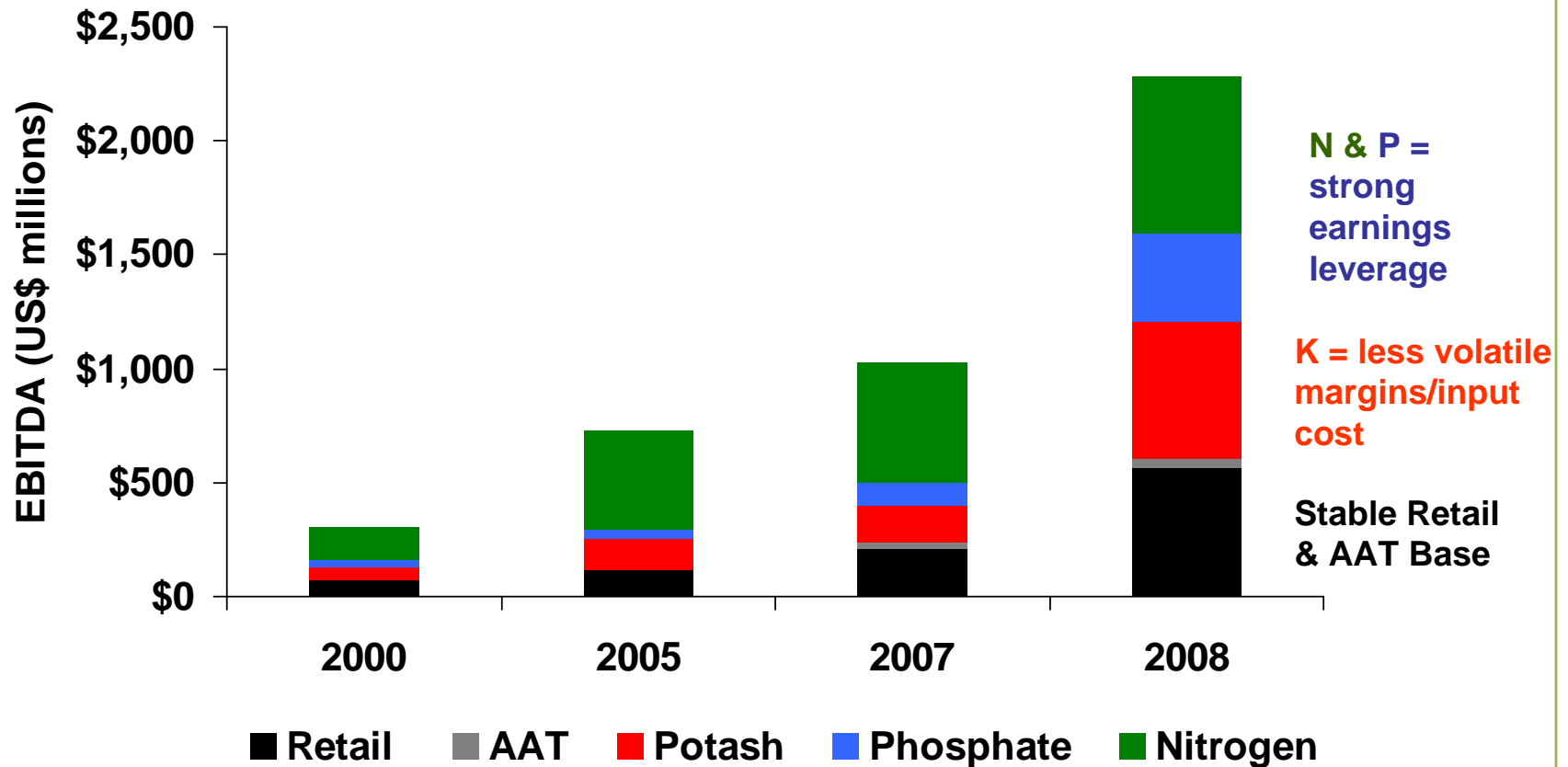


# Agrium's 5-7 year growth objectives

- **Strategic acquisitions and other expansion/growth initiatives across the agricultural value chain**
  - Acquisitions, capacity expansions, & optimizing base business
- **Double Retail EBITDA through:**
  - Acquisitions, market share expansion
  - Broaden private label product offering and penetration
  - Continued growth in seed business
- **Potash**
  - Brownfield, 40% increase in capacity by 2013
  - Greenfield, potential doubling capacity again
- **Double earnings from Advanced Technologies**
  - ESN growth
  - Global expansion of controlled release products



# Building Earnings Across the Value Chain

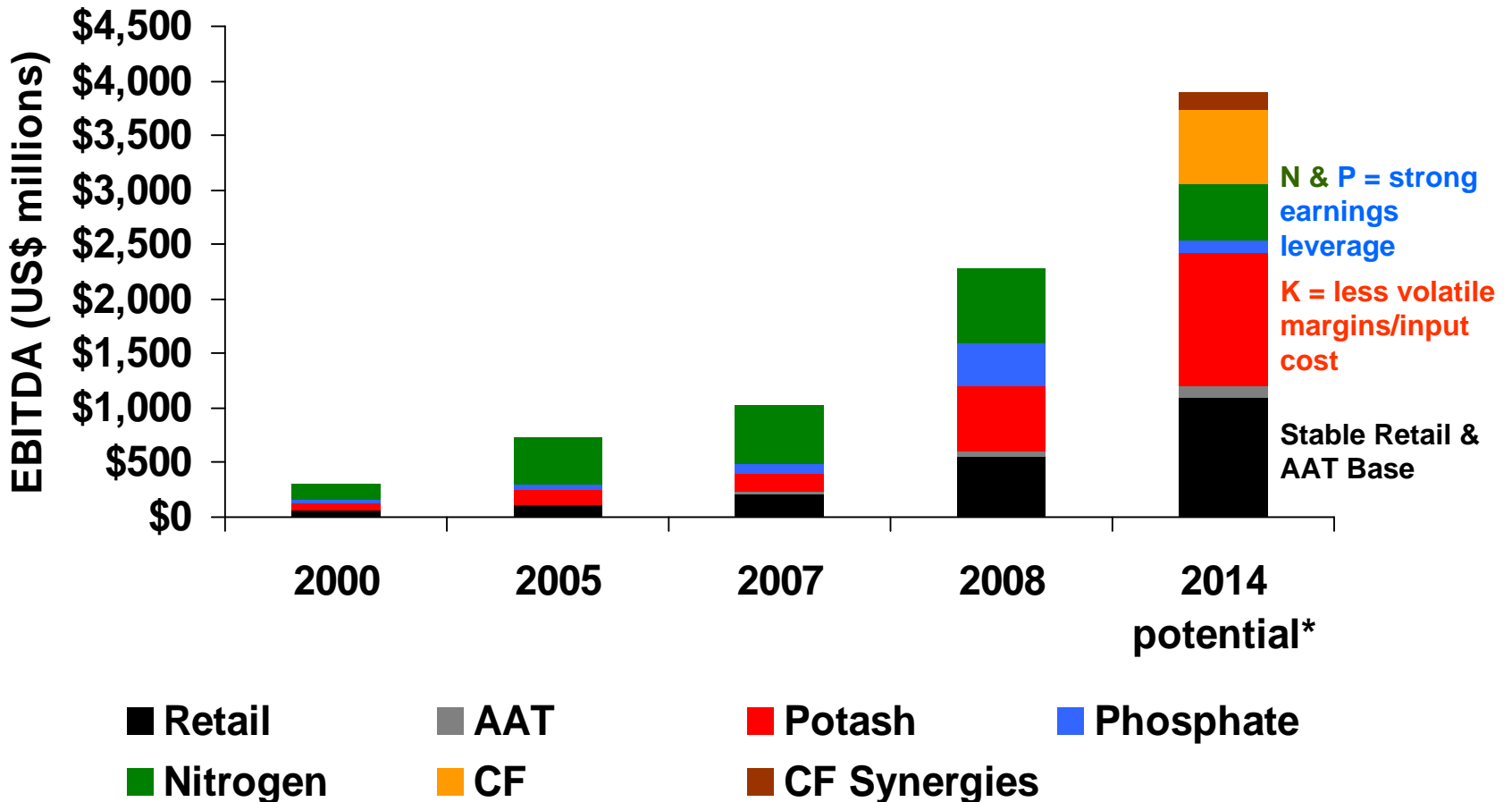


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# Building Earnings Across the Value Chain

- Goal is to double earnings from stable Retail and AAT base, and significantly grow capacity across all three nutrients



\* Includes 2007 EBITDA for CF Industries Holdings, Inc. and \$150 million in annual synergies.



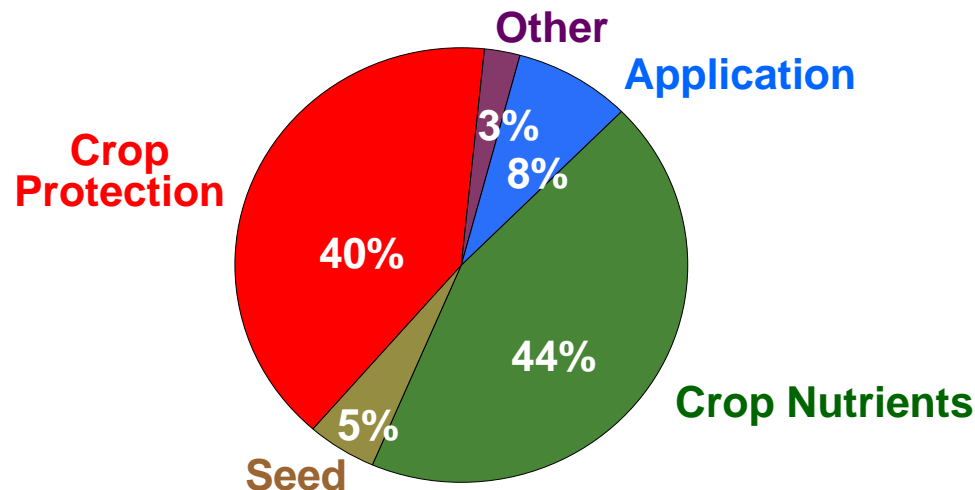
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# Largest North American Agricultural Retailer

- UAP acquisition boosts net sales to over \$5-billion
- Well balanced portfolio of seed, fertilizer, crop protection products, and application services
- \$560-million 2008 EBITDA
- Over 800 North American retail centers

## 2008 Agrium Retail Gross Profit\*



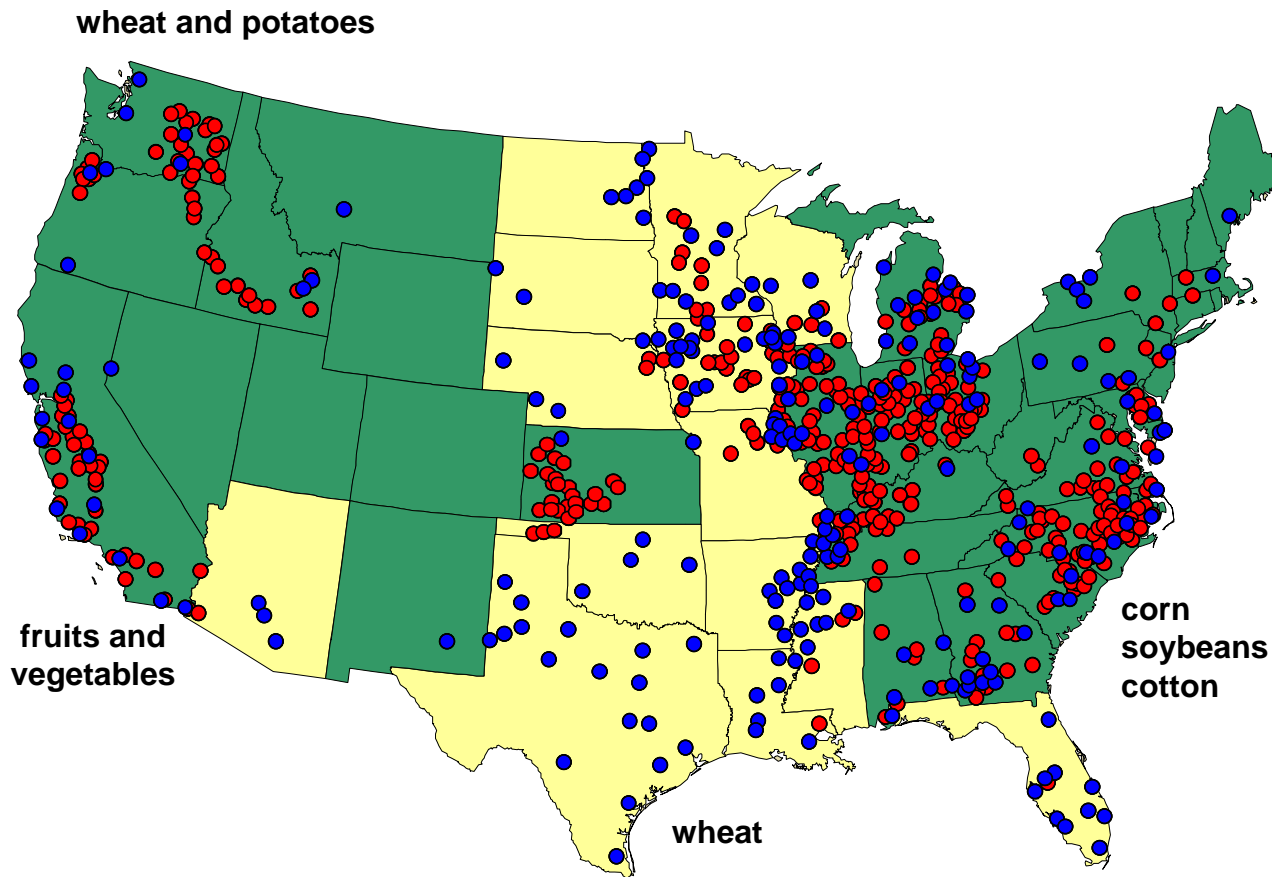
\*Includes UAP contributions from May 2008



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# UAP Acquisition Expands Diversity & Scale



- Addition of approximately 380 locations nearly doubles Agrium's retail business
- Increases geographic presence in key U.S. plains area as well as Texas and Florida
- Further geographic, crop and product diversity
- Decreases exposure to regional weather patterns



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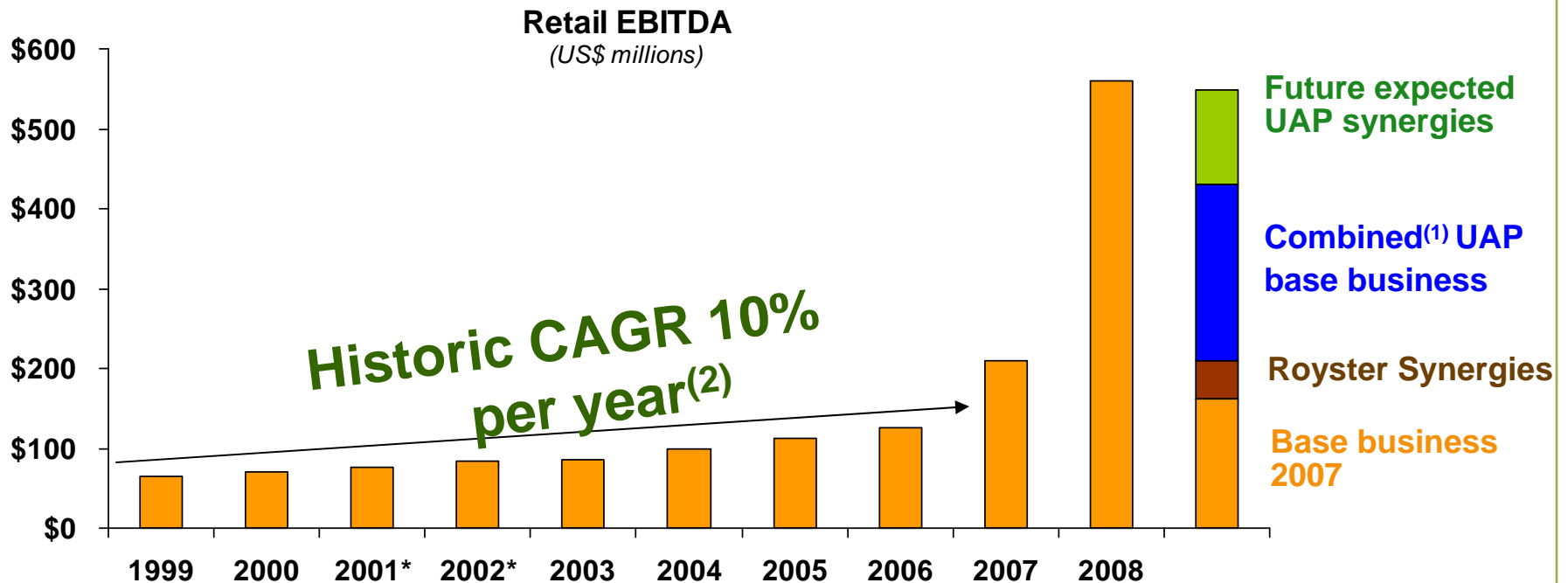


# Significant UAP Synergies

- **Anticipate annual synergies of approximately \$115-million, phased realization:**
  - ~ \$80-million in 2009
  - ~ \$115-million in 2010 and beyond
- **Synergies achieved through**
  - Benefit from UAP's expertise on crop protection procurement
  - Procurement of crop nutrients and combining seed business
  - Significantly expand private label crop protection lines at Agrium
  - Reduction in SG&A expenses



# Agrium's Retail Transformation



1) Last 12 month EBITDA from UAP as of February 24, 2008 as disclosed in UAP's public disclosure documents

2) Compounded Annual Growth Rate was accomplished without an increase in the number of retail centers between 1999 and 2005

\* 2001 excludes negative impact of the Argentine currency devaluation,

\* 2002 excludes an estimate of one-time benefit of Argentine currency devaluation of US\$15-million



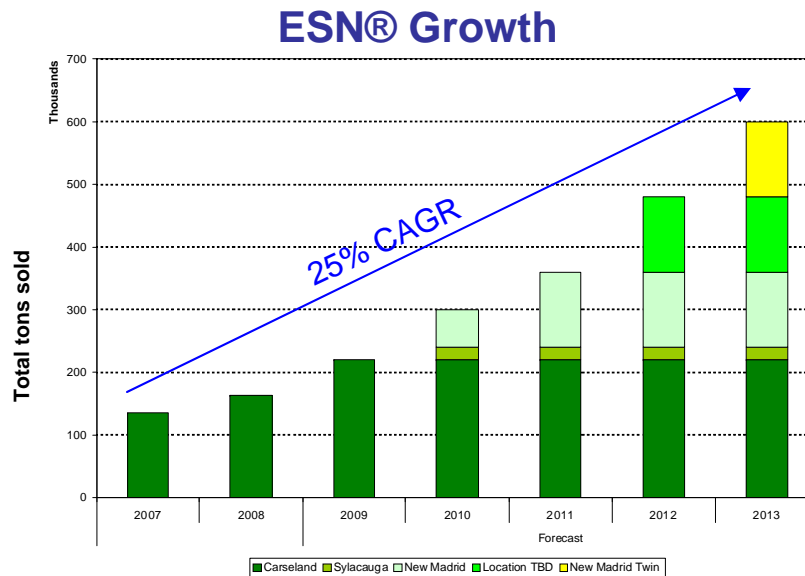
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# Advanced Technologies



- **Leader in environmentally friendly specialty products, broad mix of products marketed to: Turf, Ornamental, Greenhouse, High Value Specialty Crops, Lawn and Garden**



- **ESN® is Agrium's patented controlled-release product for major crops**

- **Recently announced new ESN plant at New Madrid, MO (120,000 tons start up 2010), brings total capacity to 360,000 tons from 3 plant locations**
- **Equity position (19.6%) in Hanfeng (HF.TO), a leading producer of value-added fertilizer in China**



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# Wholesale Advantages

**Potash (K)**



- 2.1 mmt low cost production capacity
- Diverse global/NA customer base

**Nitrogen (N)**



- Over 5.0 mmt production capacity
- Natural gas and in-market advantages
- Diversified global production assets

**Phosphate (P)**



- Over 1.0 mmt production capacity
- Two integrated facilities with in-market and cost advantages

**Purchase for Resale (PFR)**



- Optimizes our extensive distribution and marketing capabilities
- CMF acquisition enhances annual PFR volumes by 2.5 mmt



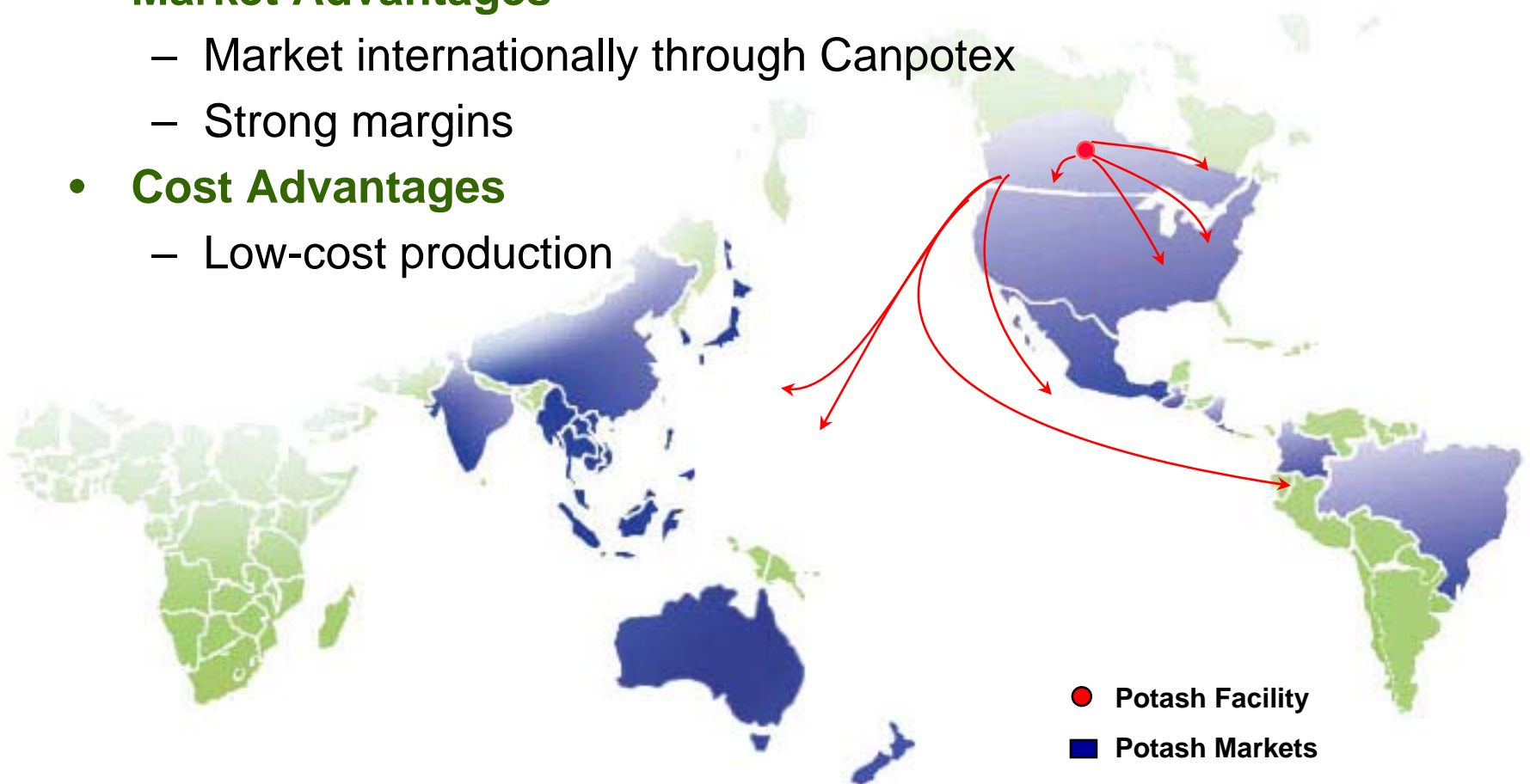
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# Internationally Competitive Potash

- **Potash Capacity of 2.1 mmt**
- **Market Advantages**
  - Market internationally through Canpotex
  - Strong margins
- **Cost Advantages**
  - Low-cost production

	<b>% Sales*</b>
NA sales	54%
International	46%



● Potash Facility  
■ Potash Markets

\*3-Year Average Sales Volumes

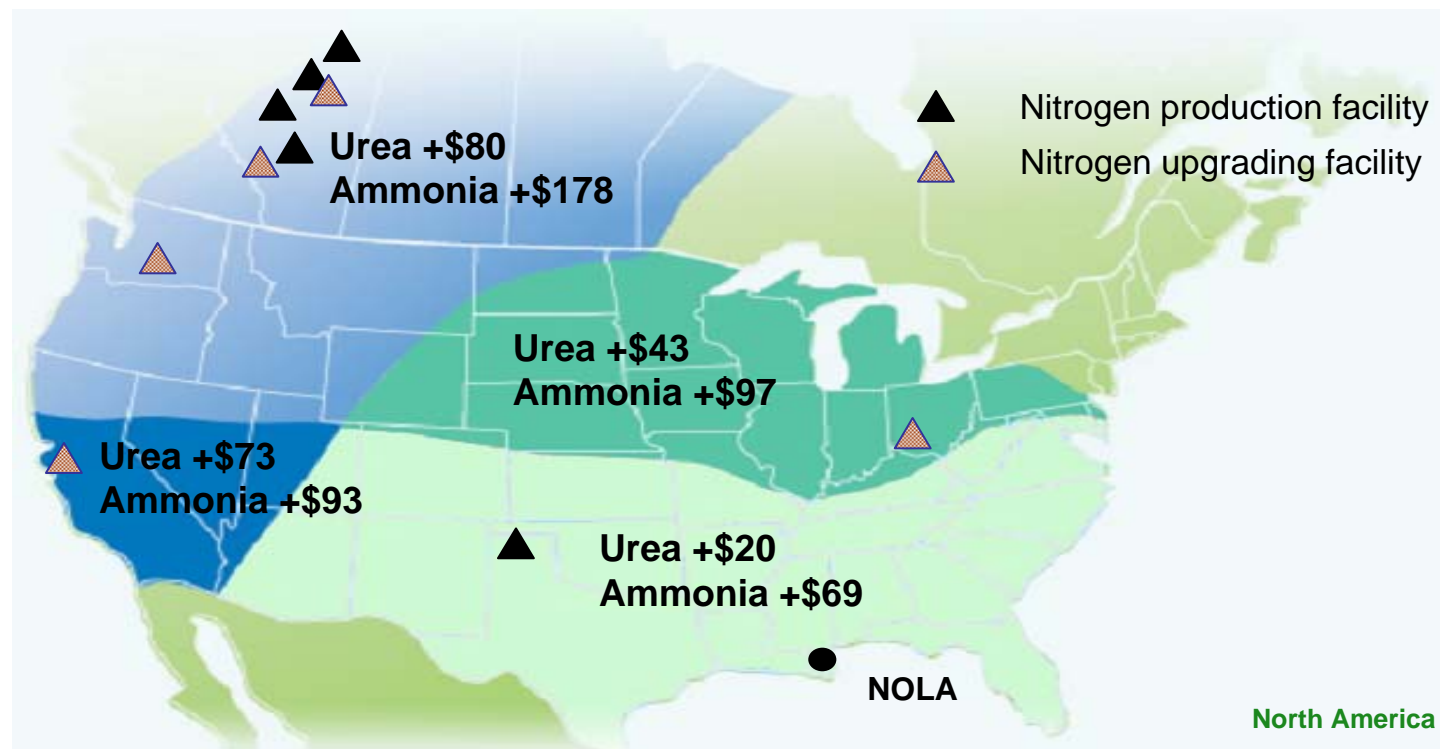


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# Nitrogen Competitive Advantage

- Selling price advantage over New Orleans benchmark (USD / Tonne)
- AECO gas advantage vis a vis NYMEX



Source: Green Markets: Spread equals regional reference price minus NOLA reference price.

Delivered prices adjusted by  $-\$5/t$  for Urea and  $-\$9/t$  for ammonia to estimate FOB prices. Based on a 5-year average from 2003-2007



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# Regional Phosphate Advantages

- **In - Market Advantage**

- Lower freight costs
- Higher selling prices

- **Vertically Integrated facilities**

- Competitive advantage on Sulphur & Ammonia costs
- Partially offset by rock costs and FX.



- Phosphate Facility
- Phosphate Markets

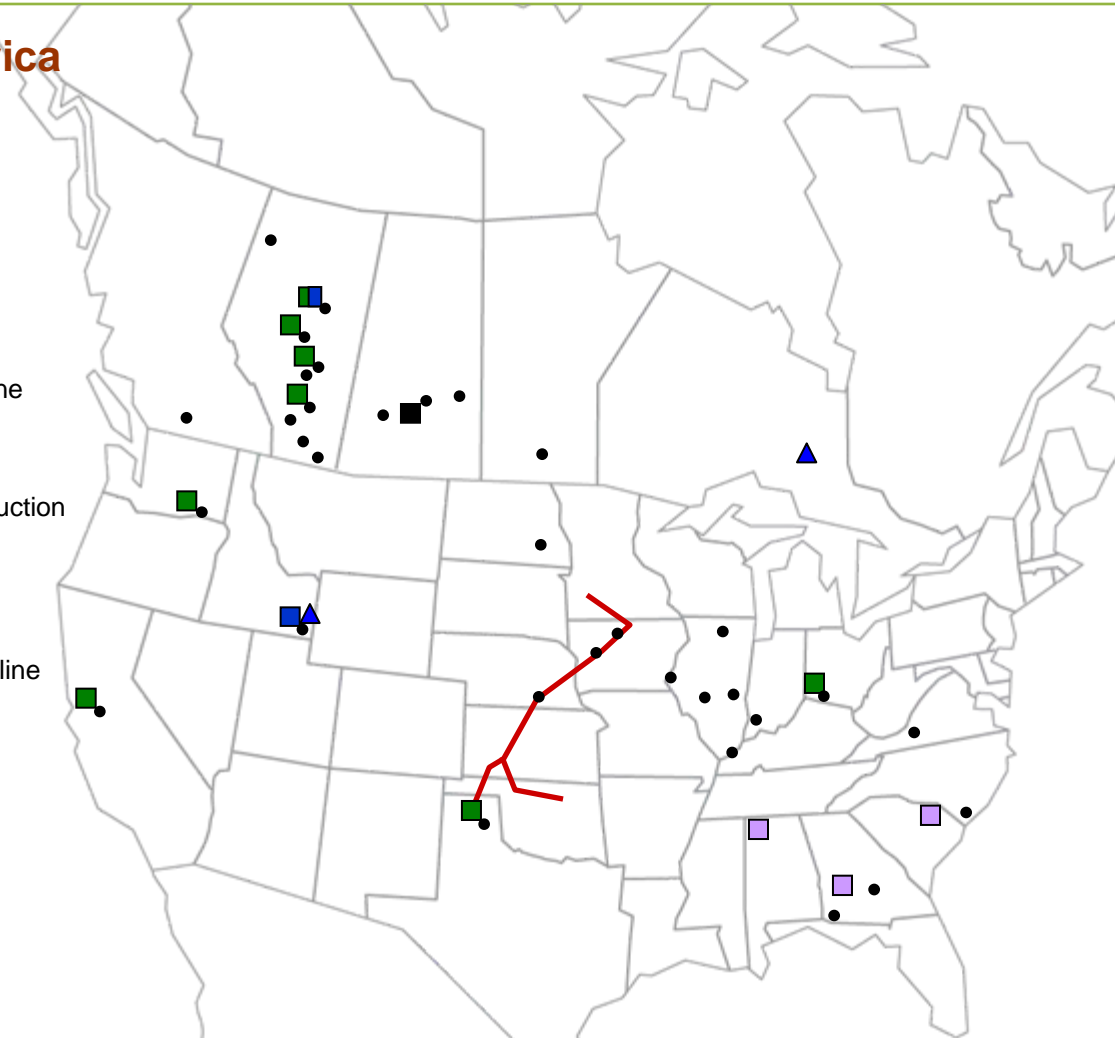


# Agrium Wholesale Production and Distribution

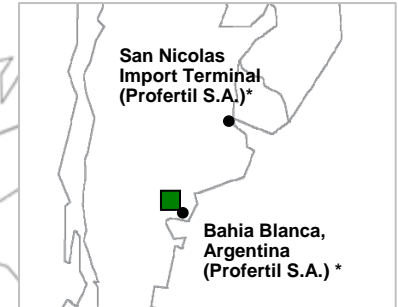
## North America

### Agrium

- Potash Production
- Phosphate Mine
- Phosphate Production
- Nitrogen Production
- Granulation Production
- Storage
- Magellan Pipeline



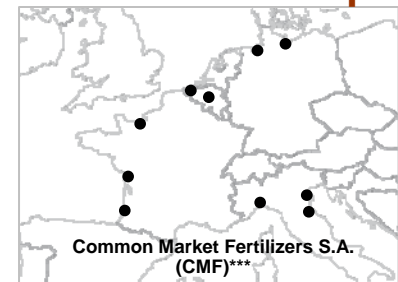
## South America



## Africa/Middle East



## Europe



\* Profertil S.A. is 50 percent owned by Agrium Inc. and 50 percent owned by Repsol YPF, S.A. in Argentina

\*\* 26 percent interest in MISR Oil Processing Company, S.A.E. (MOPCO) in Egypt.

\*\*\* 70 percent equity position in Common Market Fertilizers S.A. (CMF) in Europe.



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# Our Offer For CF Industries



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# Our Offer for CF

- **We are determined to acquire CF, creating significant value for both CF and Agrium stockholders**
- **Work on obtaining US and Canadian anti-trust clearance continues and we still expect no material impediment to closing the transaction**
- **Cash or stock election provides opportunity to receive 24% ownership in Agrium's broader, more balanced portfolio of products and reinvest significant cash portion**
- **Our bid provides far superior value for CF stockholders compared with any alternative articulated by CF, including remaining independent or paying a premium for Terra**



# Agrium and CF Production and Distribution

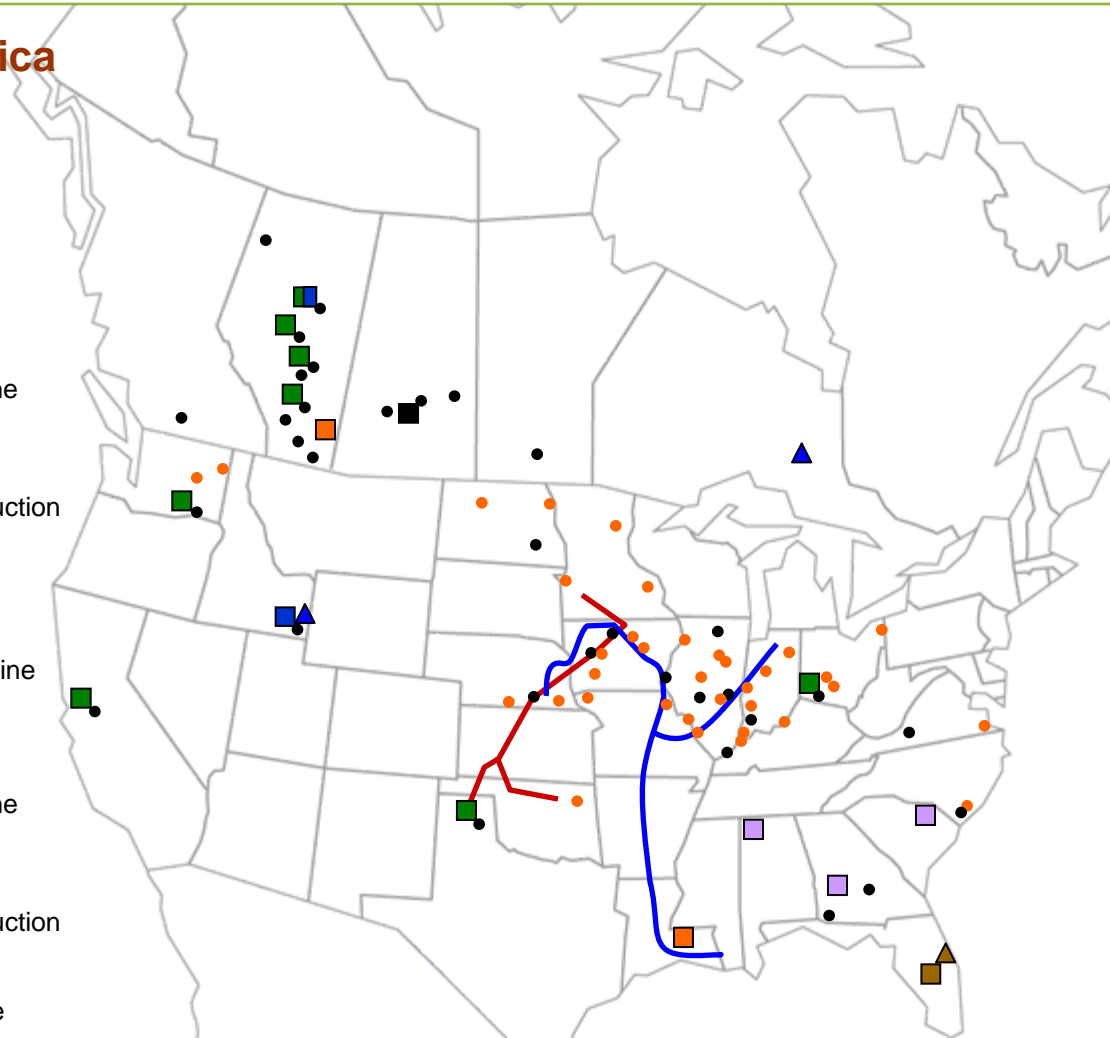
## North America

### Agrium

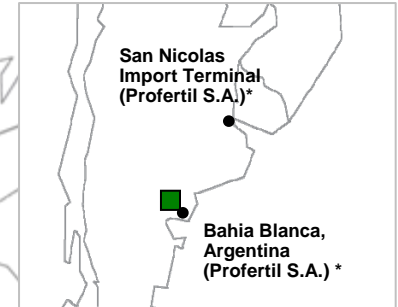
- Potash Production
- Phosphate Mine
- Phosphate Production
- Nitrogen Production
- Granulation Production
- Storage
- Magellan Pipeline

### CF

- Phosphate Mine
- Phosphate Production
- Nitrogen Production
- Storage
- Valero Pipeline



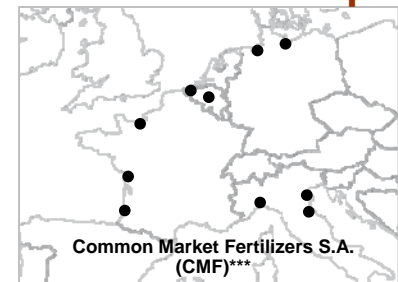
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# Summary

- **Agrium continues to grow and expand across the value chain while optimizing earnings through the business cycle**
- **Agrium provides the best opportunity to benefit from positive agricultural outlook**
- **Expect a strong recovery in fertilizer use in fertilizer year 2009/10**





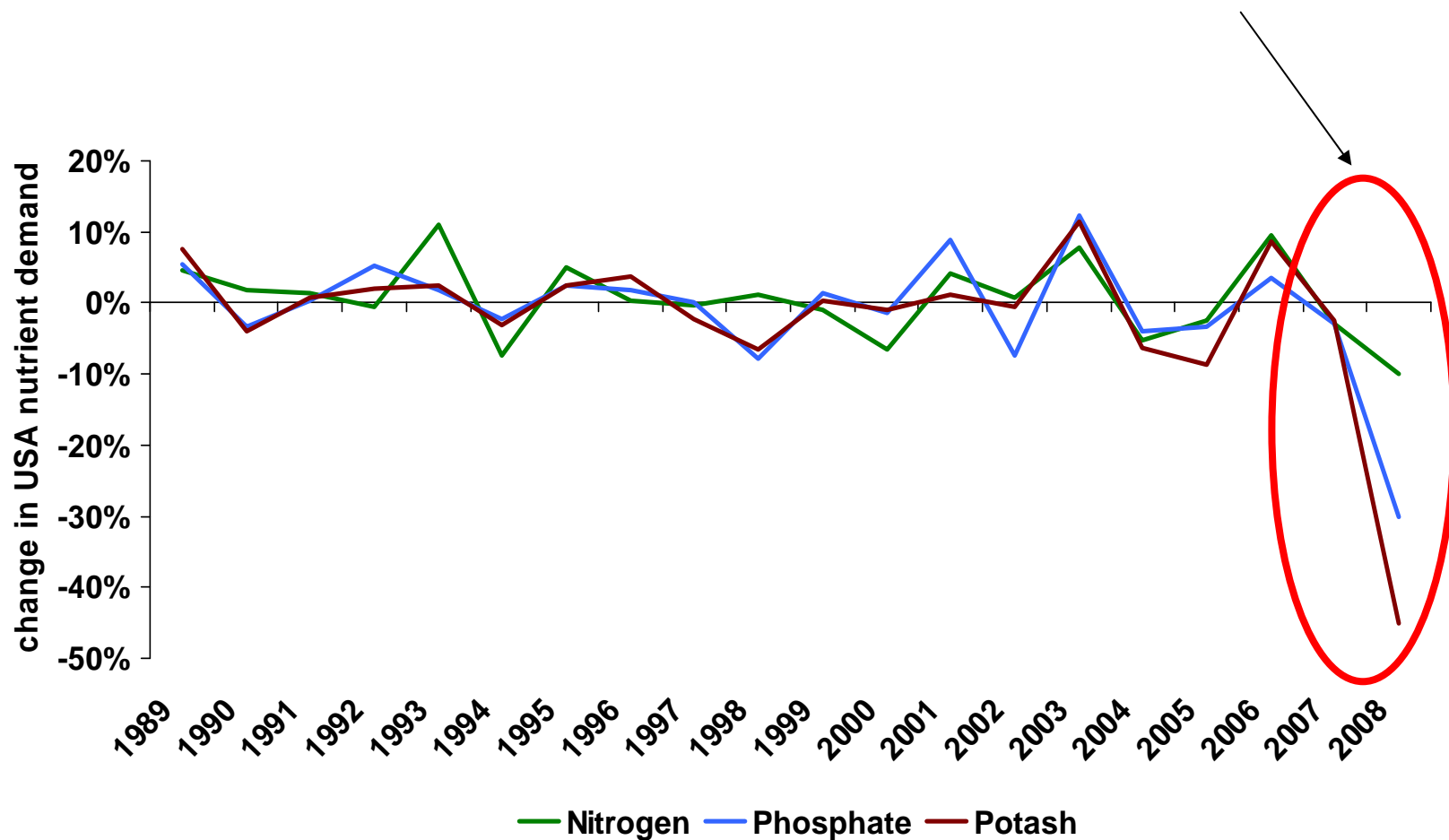
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# The Future is Promising

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# Fertilizer Helps Feed a Growing World

- Unprecedented decline in USA demand for all 3 nutrients



# Summary of Revised Offer for CF

<b>Offer:</b>	Agrium to combine with CF in a cash and stock deal
<b>Consideration:</b>	<ul style="list-style-type: none"><li>• \$40.00 in cash and 1 Agrium share (total consideration of \$89.22 as at May 29)</li><li>• Aggregate consideration of \$2.0 billion cash and 50.2 million shares</li><li>• CF stockholders may elect mixed consideration, or cash or shares, subject to proration</li></ul>
<b>Premium:</b>	<ul style="list-style-type: none"><li>• 61% to CF closing price on February 24 and 50% to cash-adjusted premium to CF's unaffected stock price<sup>(1)</sup> (based on mixed consideration and \$49.22 Agrium share price on May 29)</li><li>• An increase of \$17.22 or 24% over Agrium's initial offer of \$72.00</li></ul>
<b>Pro Forma Ownership:</b>	76% Agrium and 24% CF
<b>Financing:</b>	Committed debt facilities from Royal Bank of Canada and The Bank of Nova Scotia
<b>Key Conditions:</b>	<ul style="list-style-type: none"><li>• Negotiation of definitive merger agreement</li><li>• CF offer for Terra terminated</li><li>• Receipt of regulatory and other customary approvals</li><li>• Absence of any material adverse changes to CF or its business</li><li>• Our ability to conduct limited confirmatory due diligence</li></ul>

(1) See previous slides for methodology used for estimating CF's unaffected stock price.



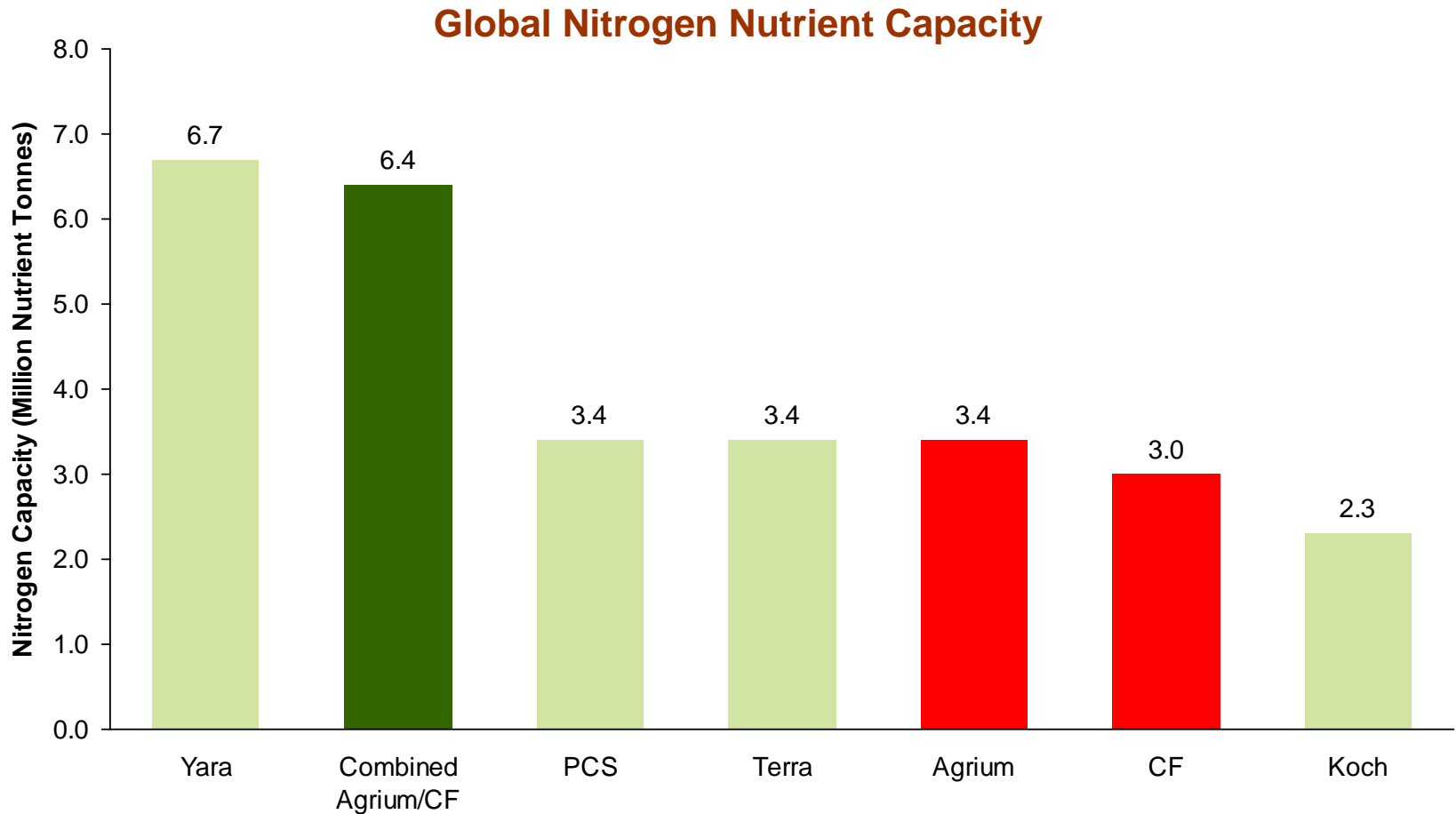
# Significant Synergies from Combination of Agrium and CF

- **Anticipate annual synergies of approximately \$150 million from Agrium/CF combination, phased in over three years**

Source	Description
<b>Sales, Marketing and Distribution</b>	<p>Consolidation of the sales, marketing and distribution systems by</p> <ul style="list-style-type: none"><li>• utilizing Agrium's and CF's combined broad distribution network to reduce logistic costs</li><li>• reduce total product miles shipped and optimize railcar lease costs</li><li>• leverage underutilized distribution facilities</li></ul>
<b>SG&amp;A Costs</b>	<ul style="list-style-type: none"><li>• Eliminating corporate functions and overhead reductions (e.g. headquarter consolidation) and utilizing SG&amp;A excess capacity</li></ul>
<b>Procurement of Plant Materials, Equipment and Logistics Services</b>	<p>Realization of cost savings associated with</p> <ul style="list-style-type: none"><li>• enhanced economies of scale in purchase/procurement of products and services</li><li>• optimization of plant turnarounds and operating costs</li><li>• reduction of duplication in product inventory and associated carrying costs</li><li>• catalyst and spare parts inventory pooling</li><li>• enhanced efficiencies in future capital expenditures</li></ul>

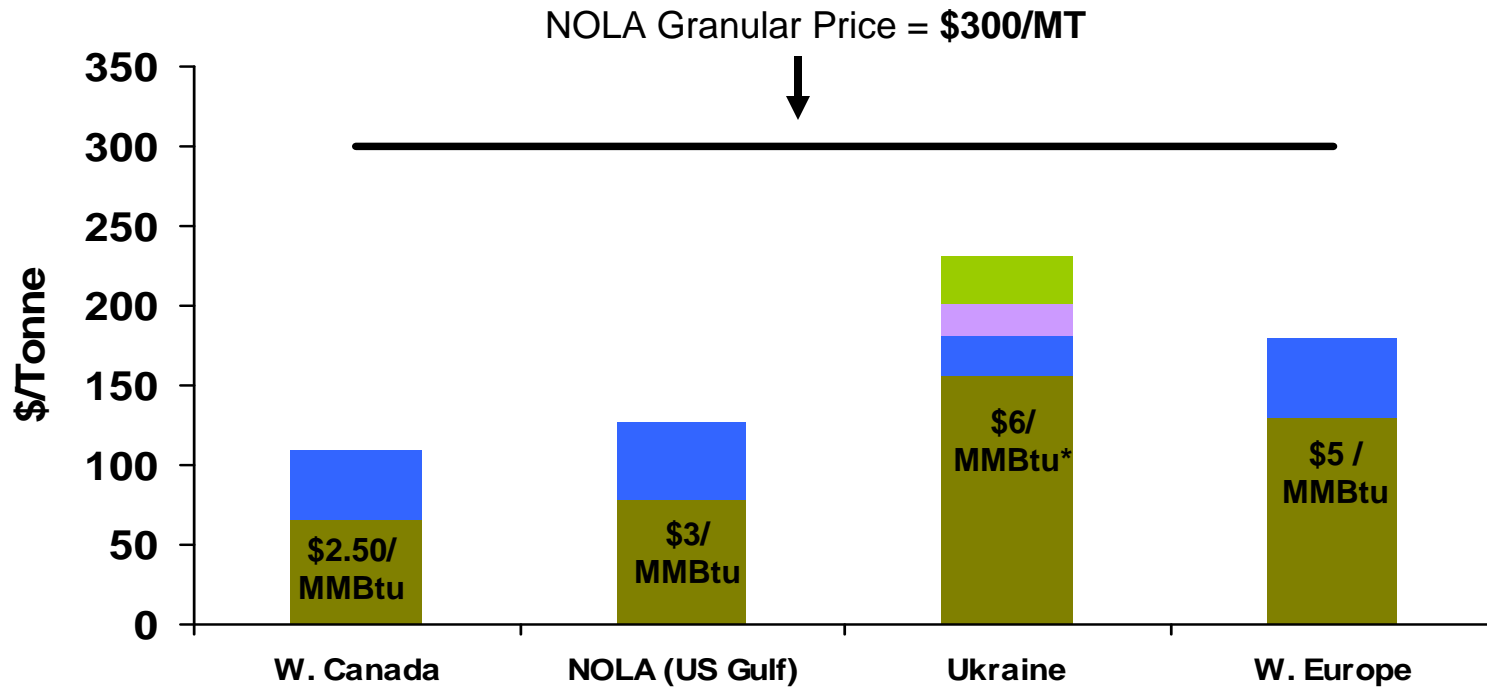


# Creates a Global Nitrogen Leader



# Attractive Economics for North American Producers

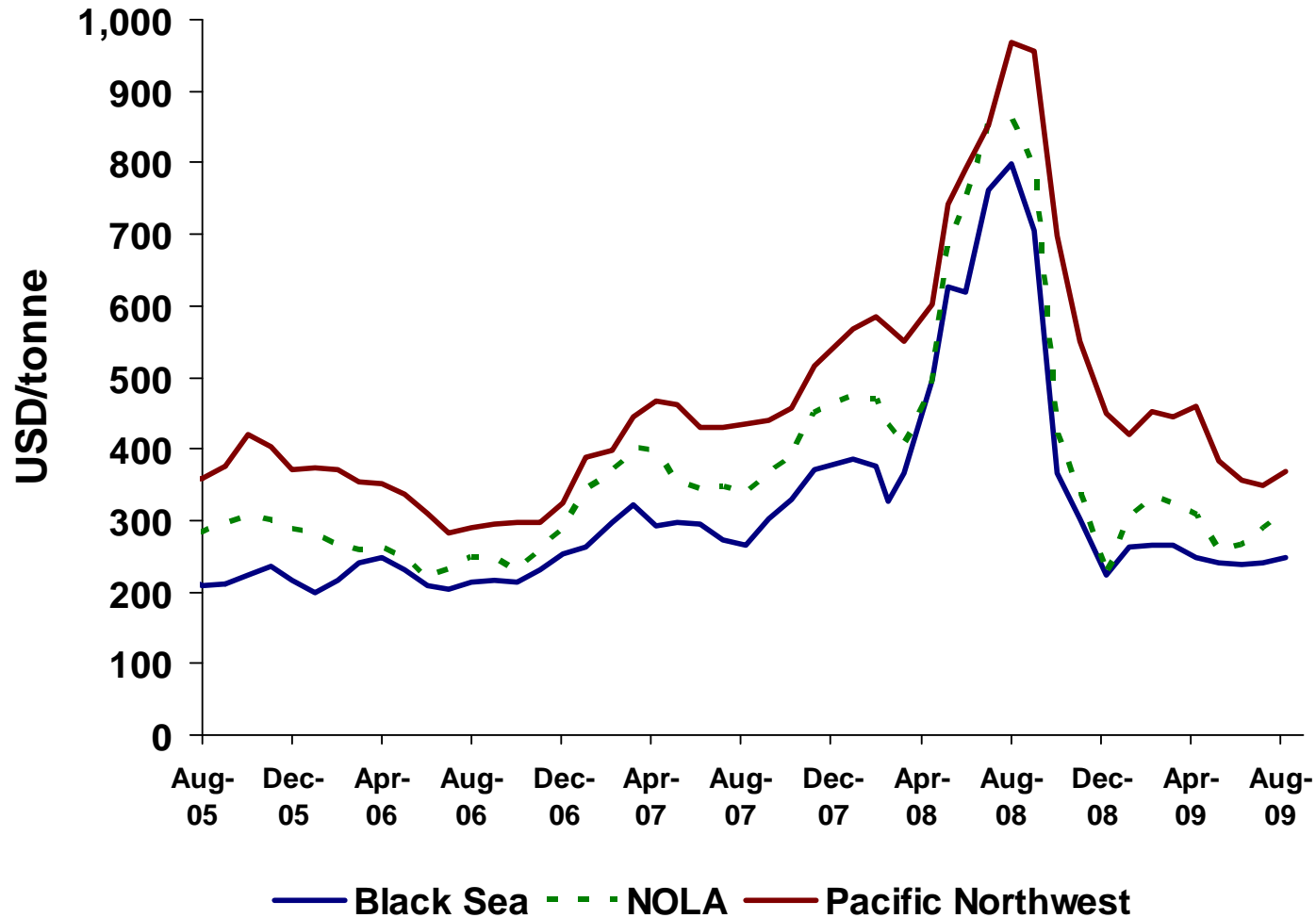
- Lower gas prices in NA and higher prices elsewhere, combined with firm nitrogen demand, result in strong NA nitrogen margins



■ Natural Gas    ■ Other Cash Costs    ■ Freight to Port    ■ Ocean Freight

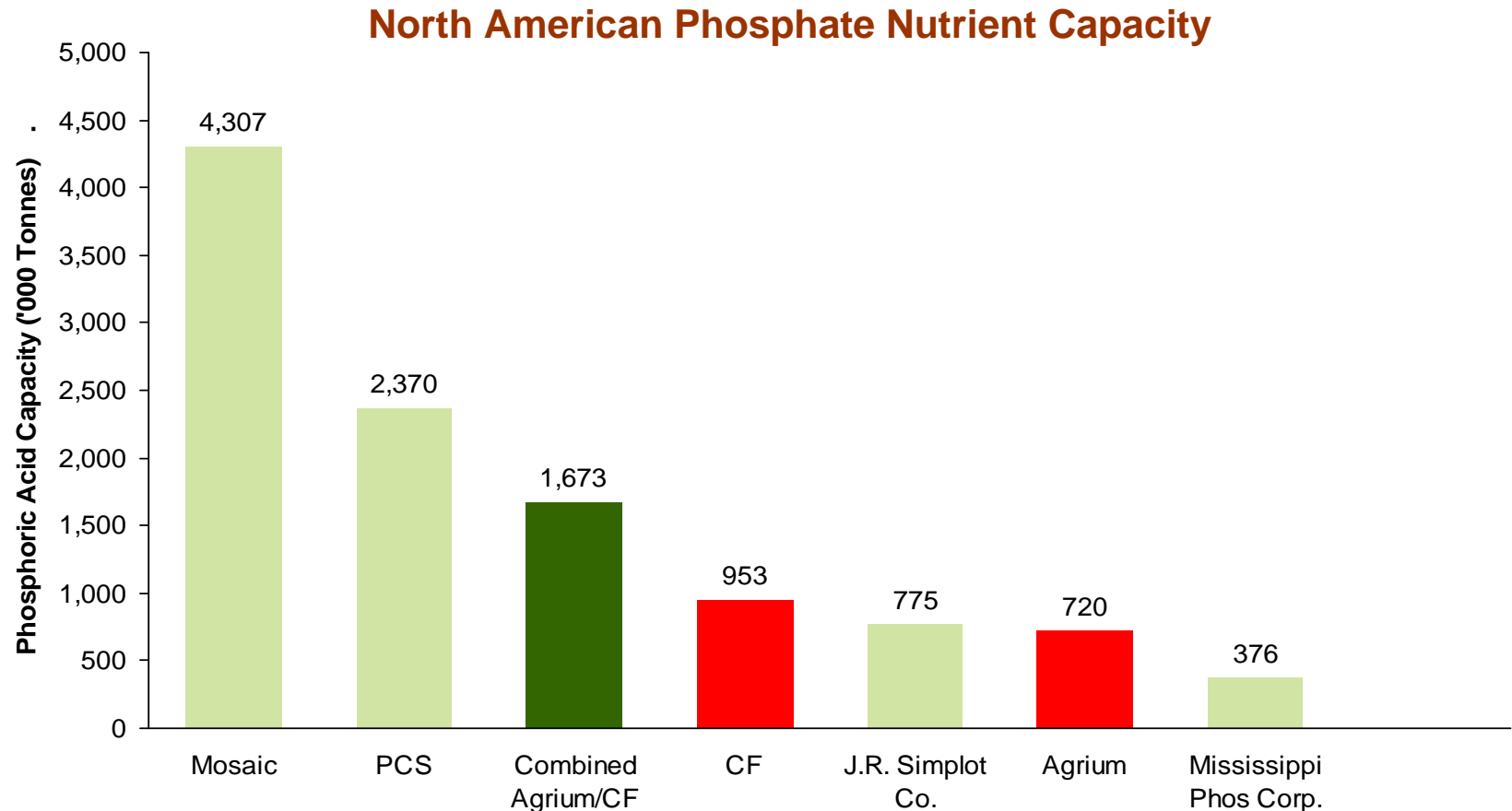
- There have been press reports that Ukraine gas price may be reduced by 20% in the future, which would put their gas costs slightly below W. Europe formula prices but delivered cost of product would remain over \$200/mt
- W. European gas price based on the average of hub and formula-based prices.

# Benchmark Prices: Urea



Source: Blue, Johnson & Associates, The Market, Green Markets

# Phosphate Advantages



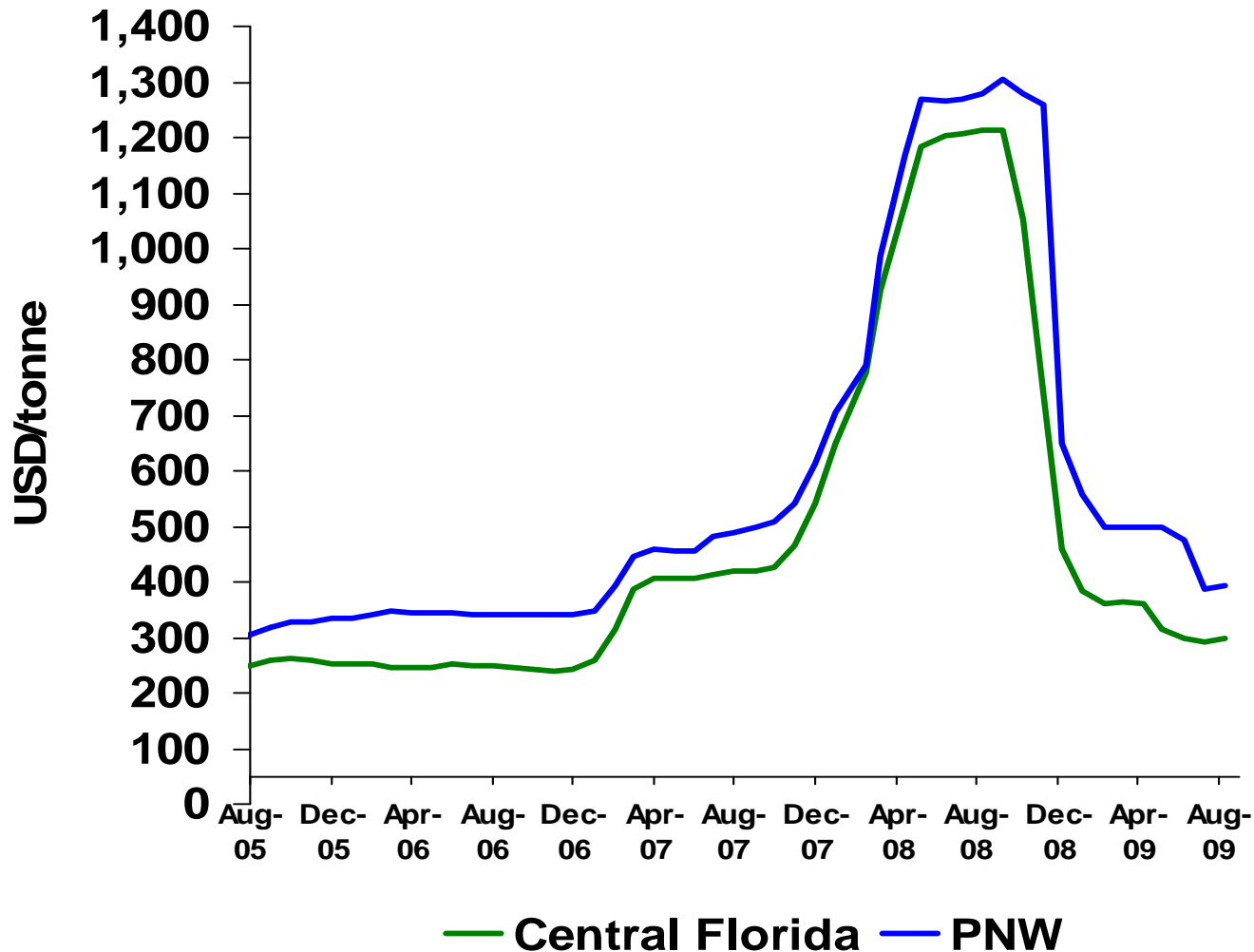
Source: IFDC Worldwide Phosphoric Acid Capacity Listing by Plant, June 2008



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# Benchmark Prices: Phosphate



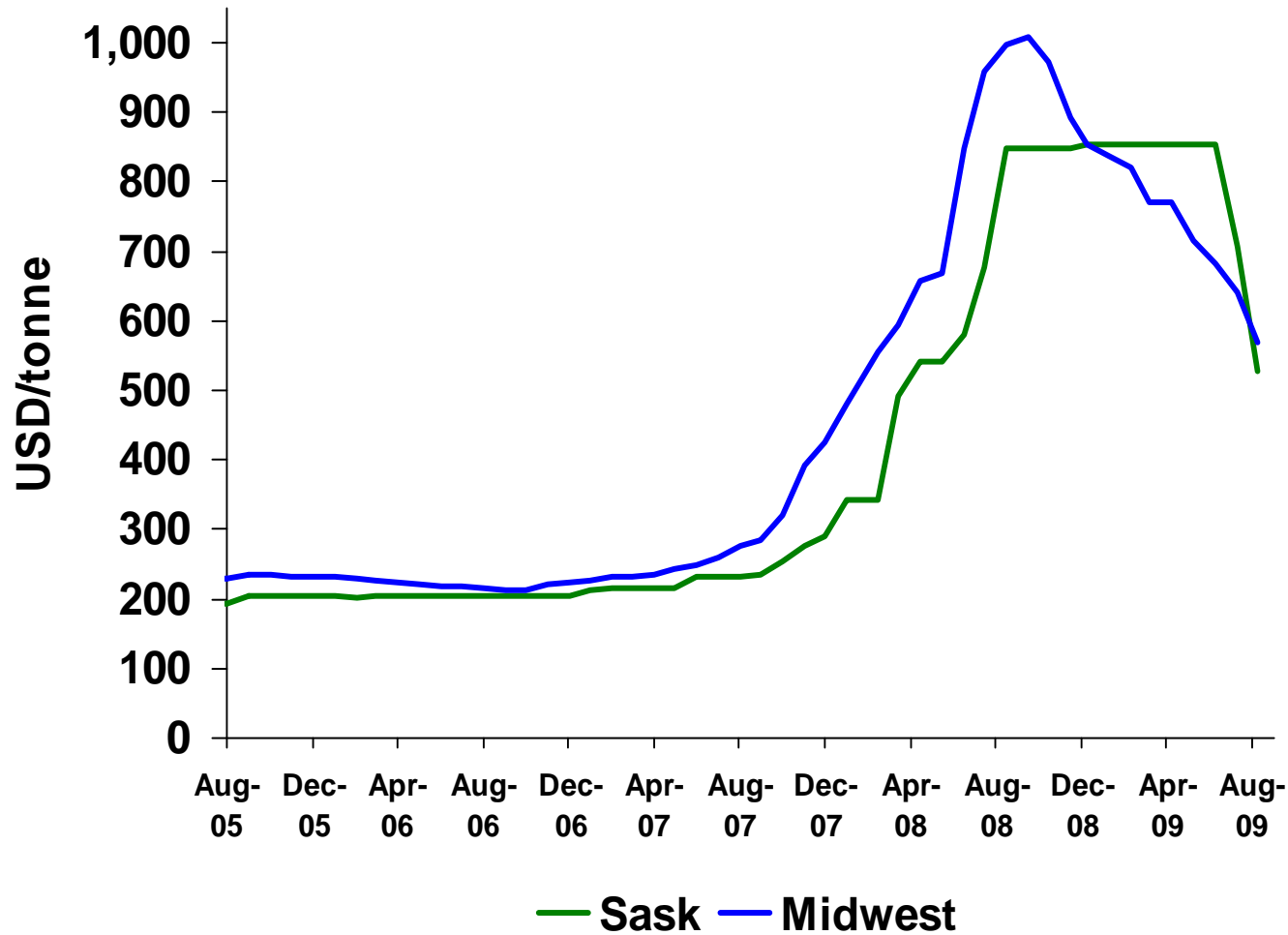
Source: Blue, Johnson & Associates, Green Markets



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# Benchmark Prices: Potash



Source: Green Markets, Blue, Johnson & Associates, Agrium

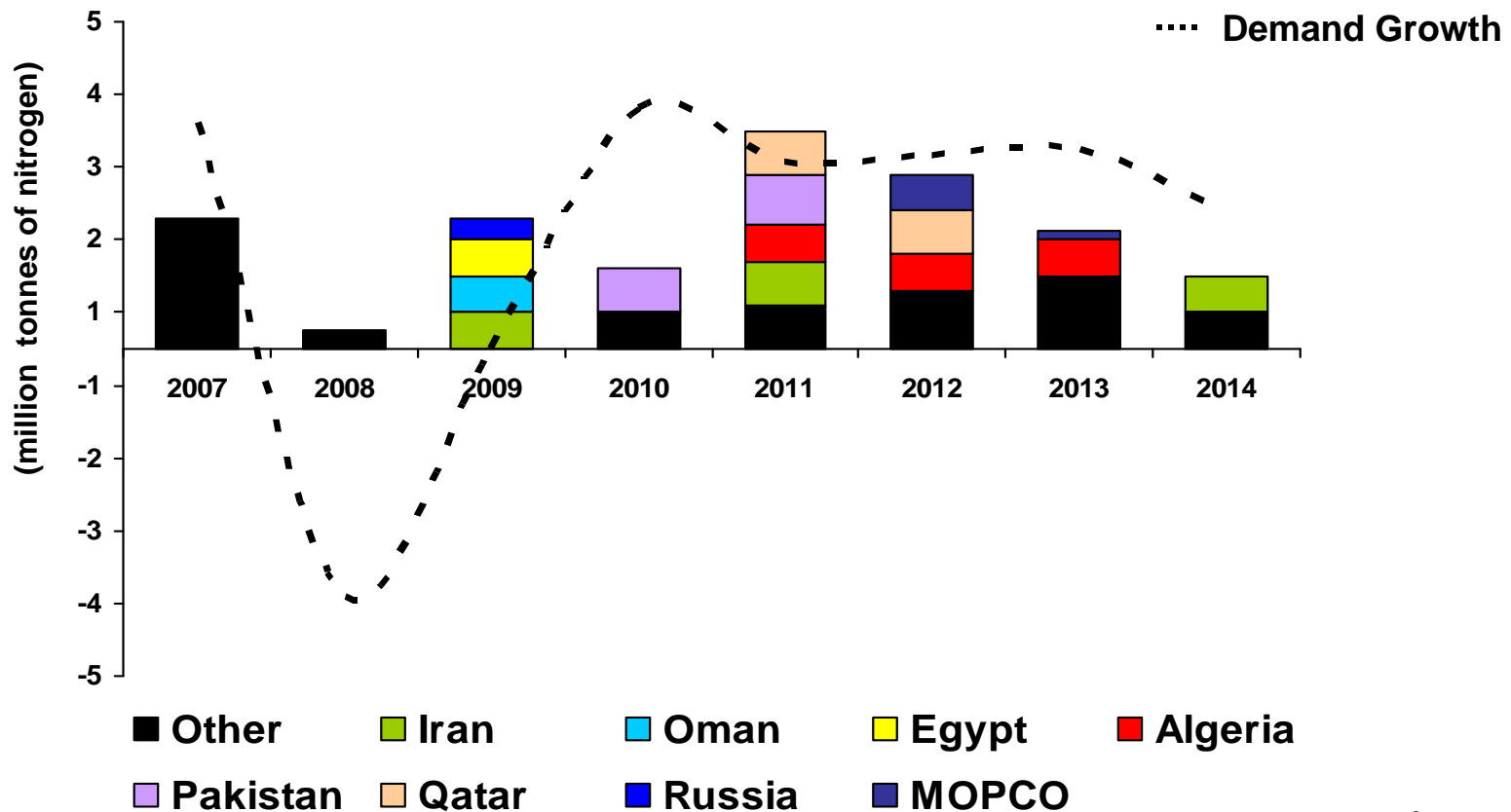


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# Nitrogen Balance Tight through 2011

- Average annual demand from 2002-07 was 2.9%
- Timing of projects after 2012 is uncertain
- Demand to surpass 2007 levels in 2010/11

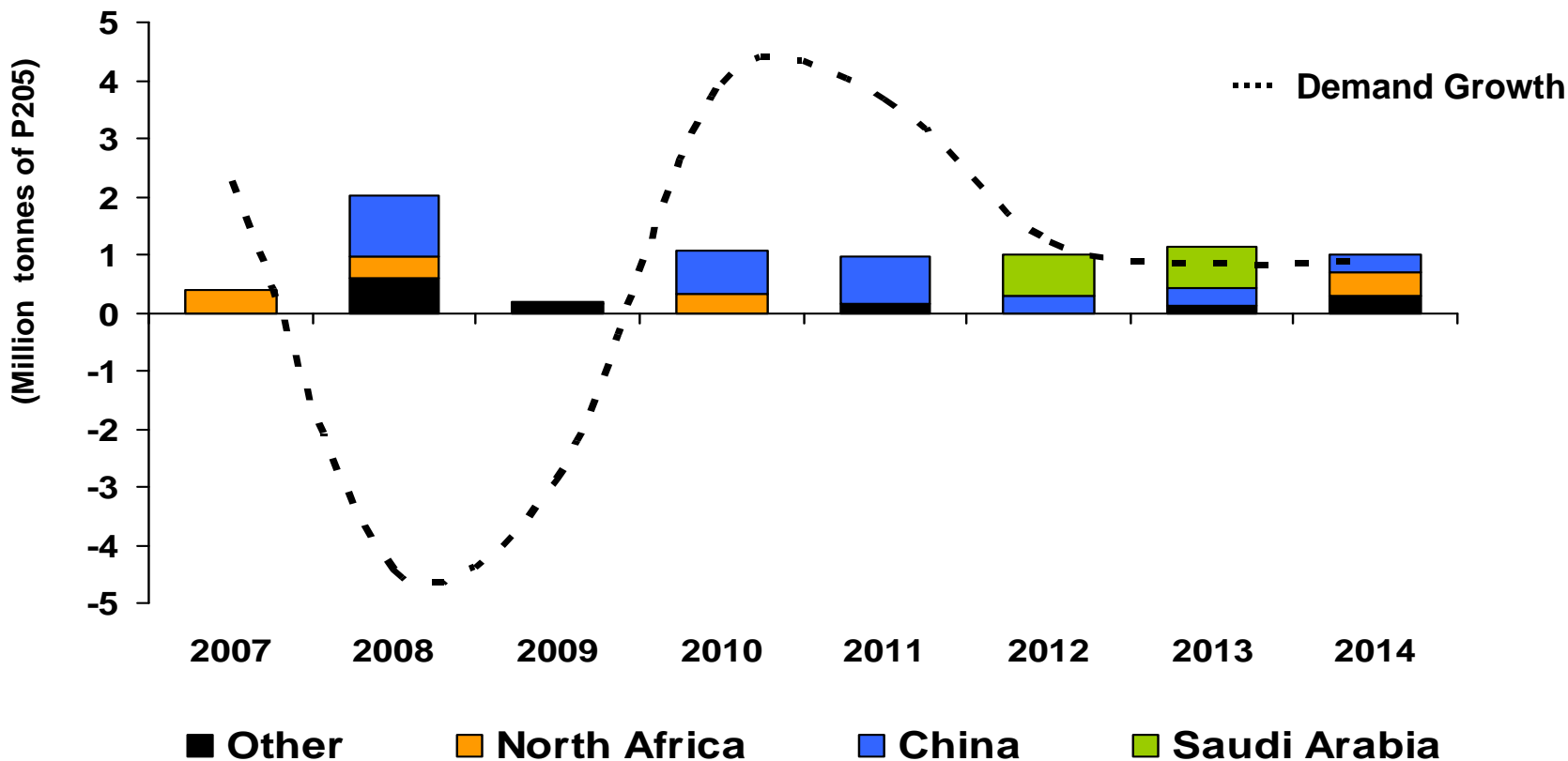


Source: Fertecon, IFA, Agrium

Note: Excludes Chinese capacity additions and demand

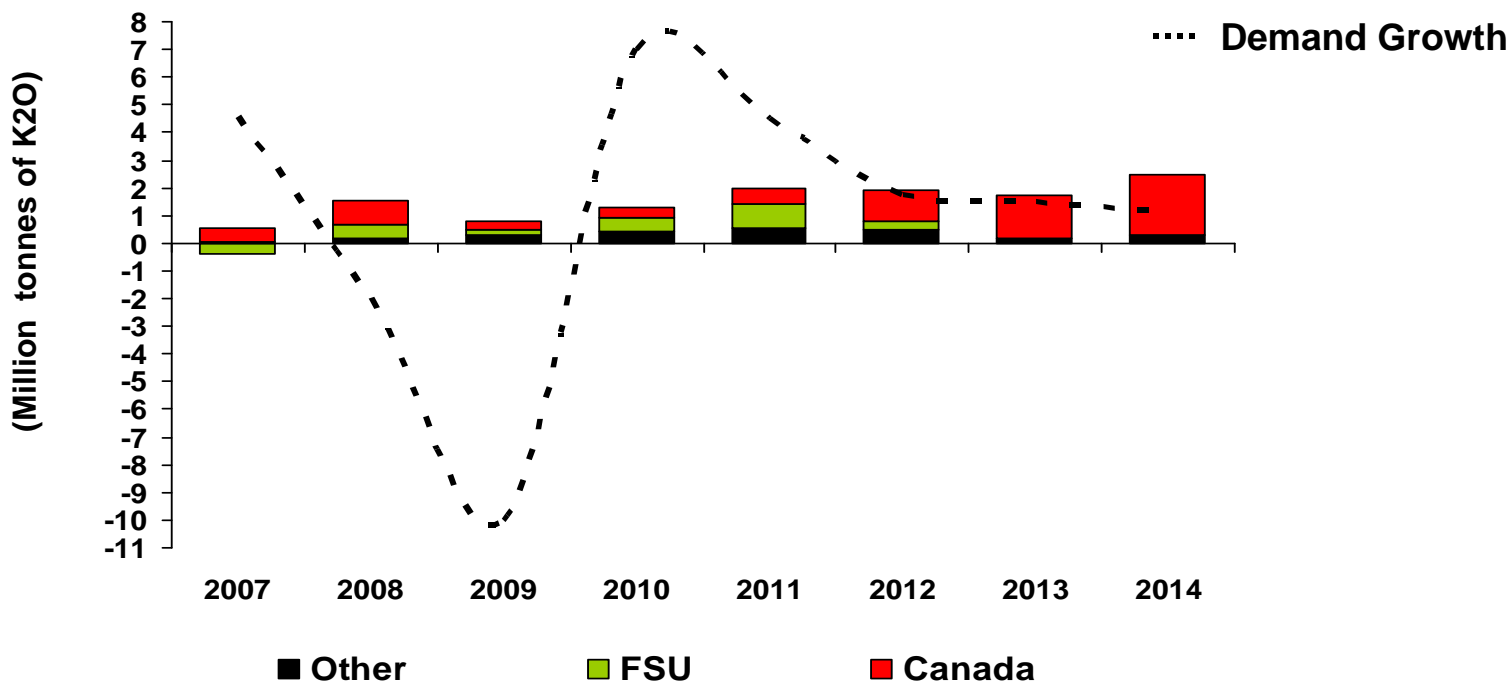
# Limited Growth in Phosphate Capacity

- Average annual demand from 2002-07 was 3.1%
- Little new phosphate capacity until the Ma'aden Project
- Projects after 2013 are uncertain



# Potash Demand Plays Catch-Up

- Average annual demand from 2002-07 was 5.3%
- Approximately 35% reduction in demand from 2007 peak to 2009
- Expect global demand to reach 2007 levels in 2011



Sources: Fertecon, IFA, Agrium

FSU denotes the Former Soviet Union (Belarus, Russia, Uzbekistan)



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