



# UGI CORPORATION

July 17, 2019



# About This Presentation

All statements in this presentation (and oral statements made regarding the subjects of this communication) other than historical facts are forward-looking statements. The safe harbor provisions under Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 do not apply to forward-looking statements made or referred to in this presentation. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of uncertainties and factors, many of which are outside the control of UGI and AmeriGas, which could cause actual results to differ materially from such statements. Forward-looking information includes, but is not limited to: statements regarding the expected benefits of the proposed transaction to UGI and its shareholders and to AmeriGas and its unitholders; the anticipated completion of the proposed transaction and the timing thereof; the expected future growth, dividends and distributions of the combined company; and plans and objectives of management for future operations. While UGI believes that the assumptions concerning future events are reasonable, it cautions that there are inherent difficulties in predicting certain important factors that could impact the future performance or results of its business. Among the factors that could cause results to differ materially from those indicated by such forward-looking statements are: the failure to realize the anticipated costs savings, synergies and other benefits of the transaction; the possible diversion of management time on transaction-related issues; the risk that the requisite approvals to complete the transaction are not obtained; local, regional and national economic conditions and the impact they may have on UGI, AmeriGas and their customers; changes in tax laws that impact MLPs and the continued analysis of recent tax legislation; conditions in the energy industry, including cost volatility and availability of all energy products, including propane, natural gas, electricity and fuel oil as well as increased customer conservation measures; adverse weather conditions; the financial condition of UGI's and AmeriGas' customers; any non-performance by customers of their contractual obligations; changes in customer, employee or supplier relationships; changes in safety, health, environmental and other regulations; liability for uninsured claims and for claims in excess of insurance coverage; domestic and international political, regulatory and economic conditions in the U.S. and in foreign countries, including the current conflicts in the Middle East; foreign currency exchange rate fluctuations (particularly the euro); the timing of development of Marcellus Shale gas production; the results of any reviews, investigations or other proceedings by government authorities; addressing any reviews, investigations or other proceedings by government authorities or shareholder actions; the performance of AmeriGas; and the interruption, disruption, failure, malfunction or breach of UGI's or AmeriGas' information technology systems, including due to cyber-attack.

These forward-looking statements are also affected by the risk factors, forward-looking statements and challenges and uncertainties described in each of UGI's and AmeriGas' Annual Reports on Form 10-K for the fiscal year ended September 30, 2018, and those set forth from time to time in each entity's filings with the SEC, which are available at [www.ugicorp.com](http://www.ugicorp.com) and [www.amerigas.com](http://www.amerigas.com), respectively. Except as required by law, UGI and AmeriGas expressly disclaim any intention or obligation to revise or update any forward-looking statements whether as a result of new information, future events or otherwise.

# Use of Non-GAAP Measures

In this presentation, Management uses certain non-GAAP financial measures, including UGI Corporation adjusted earnings per share, UGI Corporation Free Cash Flow, Midstream & Marketing Total Margin, UGI International Total Margin, and UGI France and AmeriGas Unit Margins. These financial measures are not in accordance with, or an alternative to, GAAP and should be considered in addition to, and not as a substitute for, the comparable GAAP measures. Management believes the presentation of these non-GAAP financial measures provide useful information to investors to more effectively evaluate period-over-period earnings, profitability and cash flow generation of the Company's businesses. Reconciliations of these non-GAAP financial measures to the most directly comparable financial measure calculated and presented in accordance with GAAP are presented in the Appendix of this presentation.

# Legal Disclaimer

## No Offer or Solicitation

This presentation is for informational purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities pursuant to the proposed transaction or otherwise, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

## Additional Information and Where You Can Find It

In connection with the AmeriGas Merger Transaction, UGI Corporation and AmeriGas Partners, L.P., as applicable, filed a registration statement on Form S-4, including a proxy statement/prospectus, and other related documents, including a Schedule 13E-3, with the SEC on May 6, 2019. In addition, UGI Corporation and AmeriGas Partners, L.P. each filed with the SEC on April 2, 2019 a Current Report on Form 8-K, which contained, among other things, a copy of the merger agreement and the support agreement. This presentation is not a substitute for the merger agreement, proxy statement/prospectus, the Schedule 13E-3 or any other document that UGI Corporation or AmeriGas Partners, L.P. may file with the SEC in connection with the transaction. **BEFORE MAKING ANY VOTING DECISION OR ELECTION, SECURITY HOLDERS OF AMERIGAS ARE ADVISED TO CAREFULLY READ THE MERGER AGREEMENT, THE PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO), THE SCHEDULE 13E-3, AND ANY OTHER DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE TRANSACTION, WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TRANSACTION, THE PARTIES TO THE TRANSACTION AND THE RISKS ASSOCIATED WITH THE TRANSACTION.** A definitive proxy statement/prospectus will be sent to AmeriGas Partners, L.P. unitholders in connection with the special meeting. Investors and security holders may obtain a free copy of the proxy statement/prospectus (when available), the Schedule 13E-3 (when available) and other relevant documents filed by UGI Corporation or AmeriGas Partners, L.P. with the SEC from the SEC's website at [www.sec.gov](http://www.sec.gov). Security holders and other interested parties will also be able to obtain, without charge, a copy of the proxy statement/prospectus, the Schedule 13E-3 and other relevant documents (when available) from [www.ugicorp.com](http://www.ugicorp.com) under the tab "Investor Relations" and then under the heading "SEC Filings."

## Participants in the Solicitation

UGI Corporation, AmeriGas Partners, L.P., AmeriGas Propane, Inc. and each of their respective directors, executive officers and certain other members of management may be deemed to be participants in the solicitation of proxies from their respective security holders with respect to the transaction. Information about these persons is set forth in UGI Corporation's proxy statement relating to its 2019 Annual Meeting of Shareholders, which was filed with the SEC on December 20, 2018, and AmeriGas Partners, L.P.'s Annual Report on Form 10-K for the fiscal year ended September 30, 2018, which was filed with the SEC on November 20, 2018, and subsequent statements of changes in beneficial ownership on file with the SEC. Security holders and investors may obtain additional information regarding the interests of such persons, which may be different than those of the respective companies' security holders generally, by reading the joint proxy statement/prospectus and other relevant documents regarding the transaction, which will be filed with the SEC.

# Acquisition of Columbia Midstream Group, LLC



# Transaction Summary

## Transaction Structure

- **UGI Energy Services, LLC (“UGIES”), a wholly-owned subsidiary of UGI Corporation (NYSE: UGI), will acquire Columbia Midstream Group (“CMG”), a wholly-owned subsidiary of TC Energy, for \$1.275 billion in cash, subject to customary adjustments at closing**

## CMG Assets

- A network consisting of five natural gas gathering systems and one processing plant in southwestern PA, eastern OH, and the panhandle of WV
  - One of the systems, Pennant, is co-owned (47%) with Hilcorp and Williams Corp.
- Underpinned by long-term take-or-pay contracts with high quality producers
- Enhances, and builds upon, our existing business and establishes a full scale midstream platform

## Accretive Transaction

- Neutral to EPS in fiscal year 2020, accretive beginning in 2021, excluding transaction-related and integration expenses
- Significant, identified projects to grow EBITDA over the next 5 years

## Financing

- Transaction will be funded by a combination of new debt issued at UGIES and UGI Corporation, and available liquidity at UGI Corporation
- In connection with this transaction, UGIES has obtained a commitment with Credit Suisse to provide a \$700 million bridge facility
- Consolidated UGI pro forma leverage expected to be between 4.3x and 4.4x at closing and approximately 3.5x by end of 2021

## Closing

- Expected to close in UGI’s 2019 fiscal fourth quarter, subject to regulatory approvals and customary closing conditions

# UGI Corporation's Strategy

*This transaction is in-line with our overall strategy*

Be the preferred provider in all markets

- ✓ Build businesses of scale
- ✓ Leverage our position as the last link in energy distribution
- ✓ Protect and enhance our brands

Capitalize on synergies and leverage strengths

- ✓ Leverage successful programs and services across the corporation
- ✓ Gain efficiencies
- ✓ Expand further into midstream
  - Seek new international markets

Grow earnings through acquisitions, capital projects, and organic growth

- ✓ Organic growth sets the foundation
- ✓ Invest in adjacent geographies, leveraging our experience and products
- ✓ Manage risk when investing in new areas or products
- ✓ Focus on cash flow, limit commodity exposure, and execute

**Grow and Deliver Value**

✓ Aspects of the strategy directly impacted by this transaction

# Strategy: A Closer Look

*Diverse business offering makes UGIES an ideal partner for future growth*

Establishes midstream platform with substantial scale in prolific production region

Cash flows supported by take-or-pay contracts and acreage dedication

UGI Energy Services is an ideal partner to support future growth

- Establishes footprint in the core of the Appalachian Basin
- Assets located strategically – close to low-cost supply and demand centers
- Production in the region is expected to increase; CMG assets are critical midstream infrastructure serving high-demand markets
- Weighted average contract life of ~9 years; ~65% take-or-pay
- Existing contracts with 10 producers backed by strong credit ratings and high quality acreage dedication
- Attractive growth projects to further enhance highly contracted nature of assets
- Opportunity to invest \$300 - \$500 million over the next five years at attractive returns in low-risk, organic projects
- Diverse business lines offer suite of services to support producers
- Flexible commercial agreements

**Grow and Deliver Value**

# CMG Assets

System	Asset Type	Initial In-service	Length (miles)	Diameter (in)	Capacity ('000 MMBtu/d)
Big Pine	Dry gas gathering	2013	67	20, 24	~425
East Washington	Infield gathering	2015	21	8, 12, 16	~300
Gibraltar	Dry gas gathering	2017	25	36	~1,000
Majorsville	Wet gas gathering	2010	46	16, 20	~350
Pennant <sup>1</sup>	Gas gathering and processing	2014	82	16, 20, 24	~600 (gathering) <sup>2</sup> ~240 (processing) <sup>2</sup>
Total					~2,675 (gathering) ~240 (processing)

- Provides UGI with a full suite of midstream services including in-basin transportation, dry and wet gas gathering and natural gas processing
- Total volumes on CMG assets have a CAGR of ~20% over the past two years

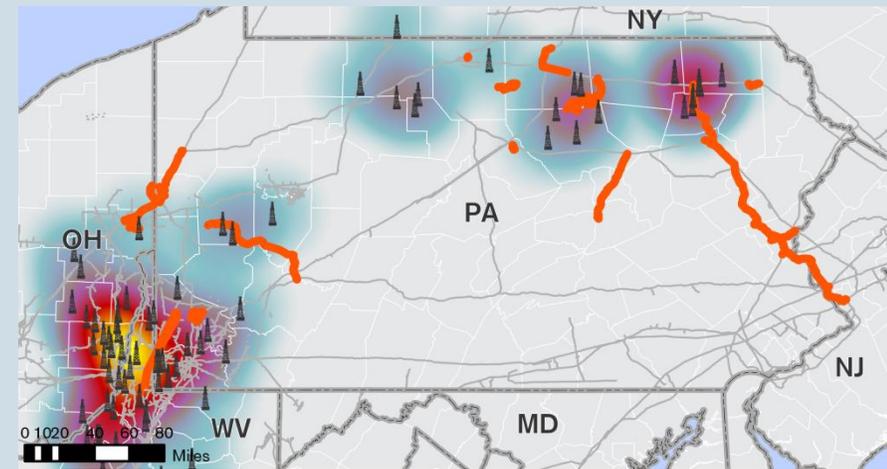
<sup>1</sup> CMG has a 47% interest in the Pennant system.

<sup>2</sup> Reflects 100% of the capacity on the system.

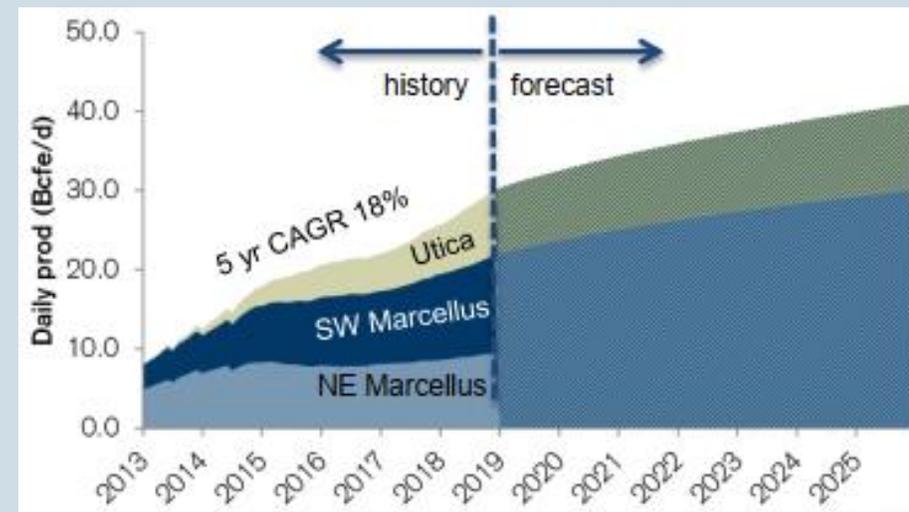
# Strategically Located in the Core Regions of the Marcellus and Utica

- CMG's pipelines are located in one of North America's most prolific natural gas producing basins
- Activity has increased to drive both SW Appalachia & NE Appalachia production
  - Approximately 65% and 35% of rigs are located in SW Appalachia & NE Appalachia, respectively
- Both sub-regions of the Appalachia have improved D&C costs, creating one of the most economic gas basins, driving significant production growth

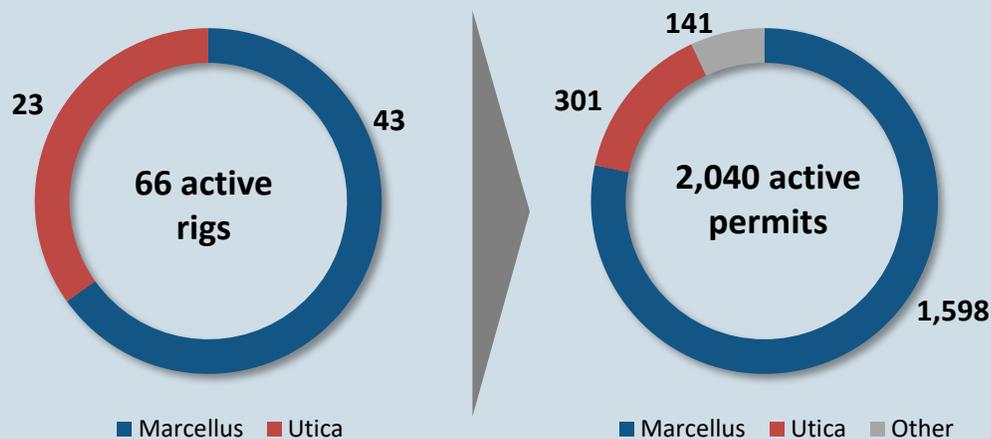
Active Rig Footprint in the Core of Basins



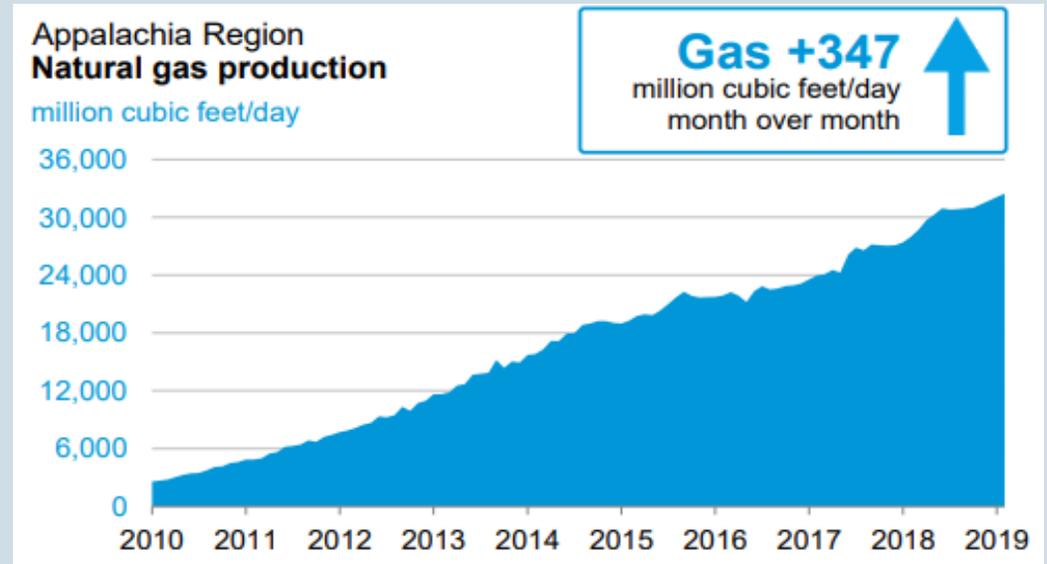
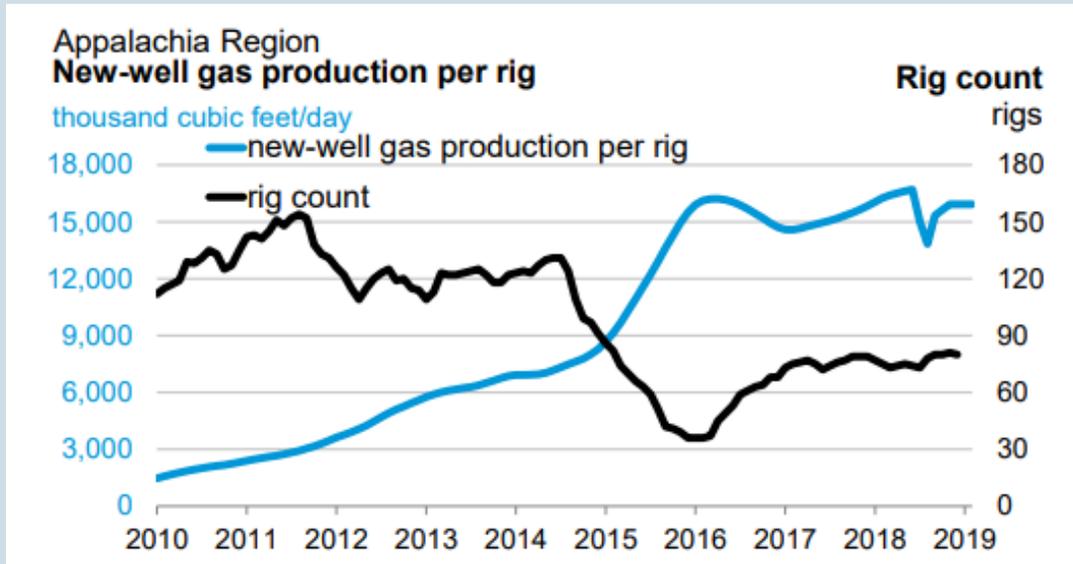
Active Rig Footprint in the Core of Basins



Active Rig Footprint in the Core of Basins



# Rig Counts vs. Production



- Rig count has stabilized in the last three years in the Appalachia Region
- Production per rig and total production has continued to increase
- Appalachian Basin is one of the most prolific natural gas basins with attractive well economics

# Critical Midstream Infrastructure Serving High-Demand Markets

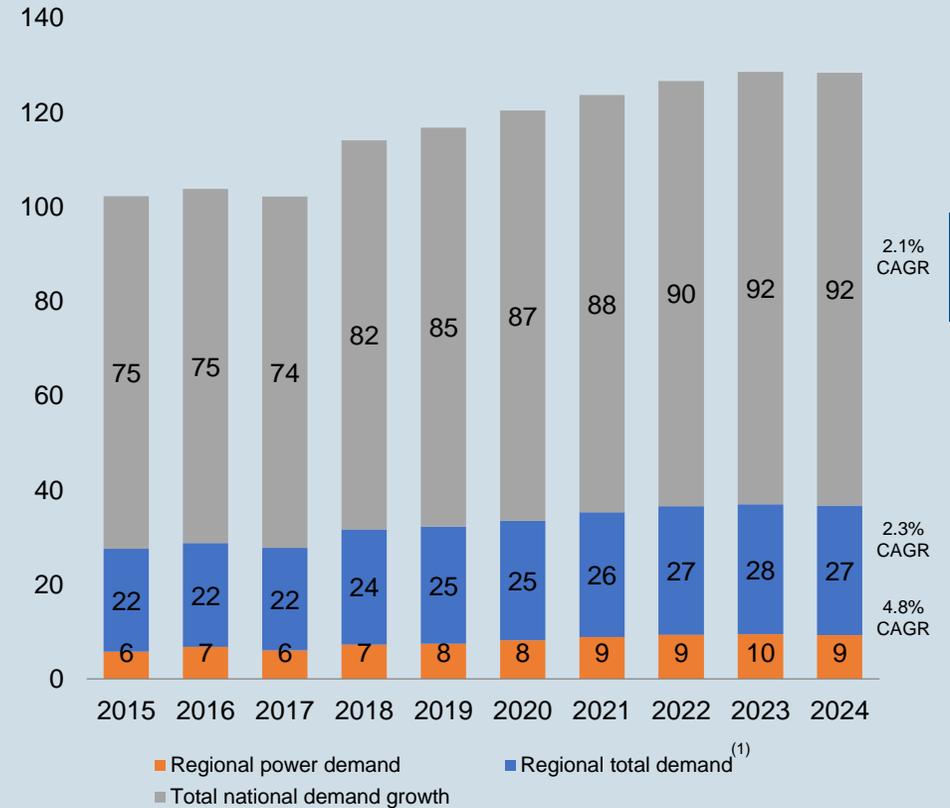
## Low cost supply:

- UGIES and CMG assets are located in the core region of the Appalachian Basin, with volumes supported by a long-lived, low-cost resources
  - Production from the Appalachian region has grown at a CAGR of 14% from 2014
  - Projections show both Marcellus and Utica will account for 32% of U.S. gas production by 2024

## Growing regional and national demand:

- Natural gas demand is poised to continue growing in the U.S. and especially in the regions served by the assets
  - U.S. demand set to grow 1.9% to 2024, with the NE growing at 2.5%
  - National demand growth is supported by increasing long-haul takeaway capacity to serve growing Gulf Coast demand
  - Regional demand story driven by proximity to major population centers and a major transition of the Northeastern power generation fleet from coal to gas

## Natural Gas Demand Projections



Source (1)

WoodMackenzie, Company information. Includes Illinois, Michigan, Delaware, Ohio, District of Columbia, Maryland, Virginia, West Virginia, New Jersey, New York, and Pennsylvania.

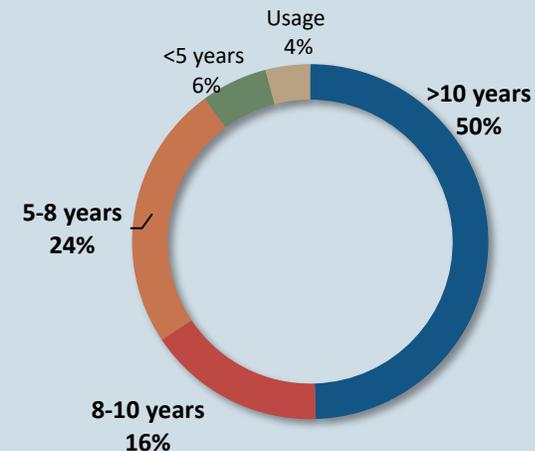
# Strategic Platform Underpinned by Long-Term Contracts

High quality assets with long-term fee-based contracts in one of North America's most prolific shale basins

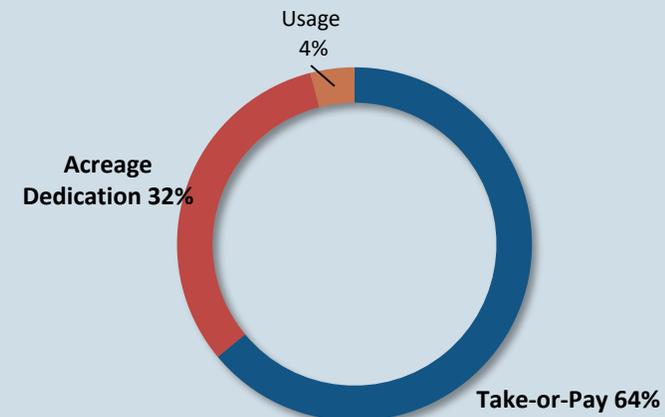
- Five recently-constructed assets enhance our existing gathering business and bring UGI into wet gas gathering and processing
- ~95% of CMG's 2019E revenue is from take-or-pay contracts and acreage dedications with active operators in the Appalachian Basin
- Diversified customer base; 90% of current contracts have tenor greater than 5 years
- Connectivity to key market hubs creates optimization opportunities
  - Each system provides multiple interconnections or processing hubs enhancing producer optionality and net backs
  - Allows customers to fill capacity commitments on interconnecting pipelines
- Strategically-located assets adjacent to long-haul, interstate pipelines allows for future expansion

2019 Revenue Breakdown by contract tenor and profile

## Contract Tenor

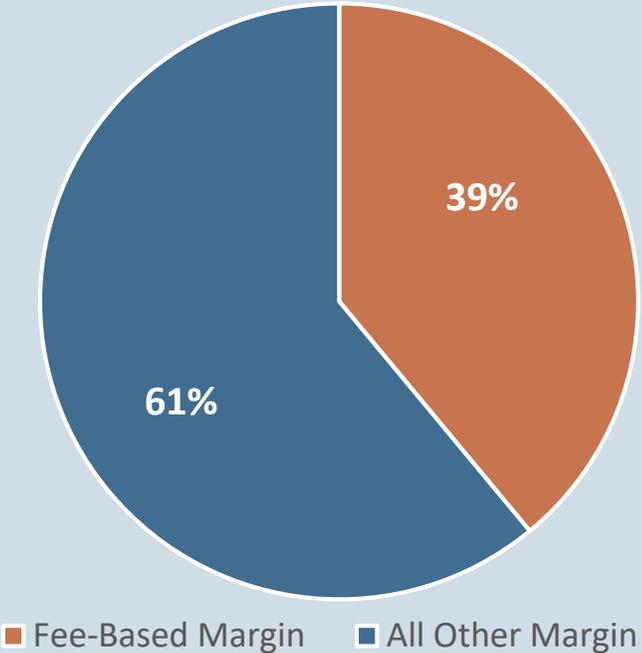


## Contract Profile

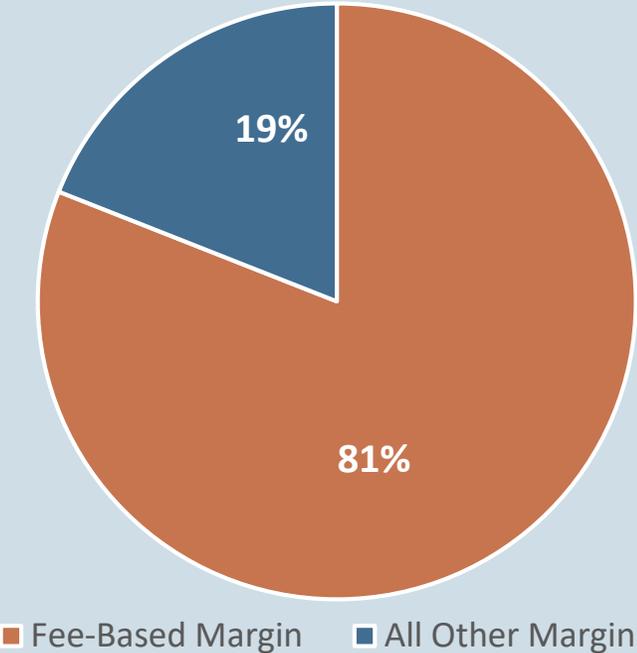


# UGIES: Increasing Fee-Based Income

2013 Margin<sup>1</sup>

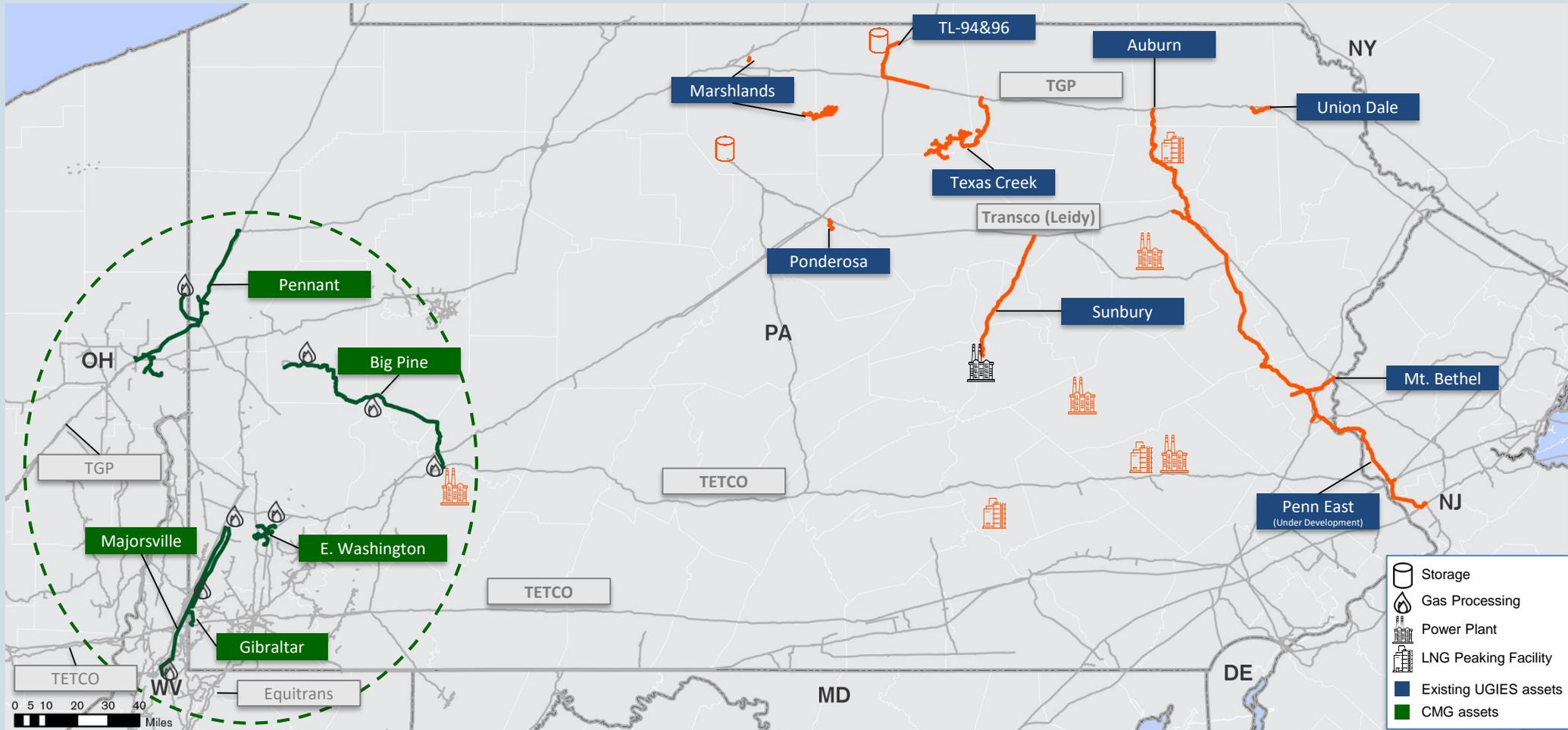


Anticipated pro forma 2023 Margin



<sup>1</sup>Margin is a non-GAAP measure. Please see appendix for reconciliation.

# Full Suite of Midstream Services in Appalachia Region



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- Complementary assets from both a geographic and product perspective, creating new opportunities to leverage UGI's existing network
- Multiple downstream interconnections to interstate pipelines

Note: Orange color denotes UGIES owned assets, green denotes CMG assets, and black denotes 3<sup>rd</sup> party assets

# An Ideal Partner for Growth

1. UGIES Other Services
  - Retail end demand complements producers who are naturally long
  - Work with producers to split bid/ask spread and increase netbacks
  - Utilize existing capacity portfolio to optimize supply
  - Offer producers hedging services and supply and marketing services
2. Provide infield gathering services so producers can focus financial resources on drilling
  - Negotiate with producers to monetize existing systems in exchange for minimum volume commitments and acreage dedications
  - Partner with producers to construct greenfield systems and expand existing systems
3. Offer flexible commercial agreements
  - Flexible terms enable partners to share in upside while minimizing risk for both UGIES and producer
  - Lower corporate overhead translates to lower costs to producer

# Summary

- Transaction adds stable, visible cash flows underpinned by long-term take-or-pay contracts and acreage dedications with well-capitalized producers who hold some of the best acreage in the Appalachian Basin
- CMG complements UGI's existing footprint in north-central and eastern PA and creates a full scale midstream platform with scale that can provide producers with a full suite of midstream services from Ohio to Susquehanna County, PA
- Identified opportunities to invest an additional \$300 - \$500 million over the next 5 years
- Synergy opportunities for UGI's downstream businesses created by CMG's multiple downstream interconnections to interstate pipelines
- EPS neutral in fiscal year 2020, accretive beginning in fiscal year 2021, excluding transaction-related and integration expenses
- Transaction will be funded by a combination of new debt at UGIES and UGI Corporation, as well as available liquidity at UGI Corp
- Expected to close in the fourth quarter of fiscal year 2019, subject to customary regulatory and other closing conditions

# Corporate Overview



# Corporate Overview

UGI Corporation is a distributor and marketer of energy products and services including natural gas, propane, butane, and electricity

## Natural Gas

## Global LPG

### Utilities

Natural gas & electric utilities  
Serving ~700,000 total customers

33%

First half of 2019  
Adjusted EPS<sup>1</sup>

### Midstream & Marketing

Energy marketing, midstream, and power generation in the Eastern U.S.

17%

First half of 2019  
Adjusted EPS<sup>1</sup>

### AmeriGas Propane

LPG distribution in all 50 states.  
Master Limited Partnership

19%

First half of 2019  
Adjusted EPS<sup>1</sup>

### UGI International

LPG distribution in 17 countries  
Energy marketing in 4 countries

31%

First half of 2019  
Adjusted EPS<sup>1</sup>

<sup>1</sup>Adjusted EPS is a non-GAAP measure. Excludes Corporate & Other \$(0.05). Please see Appendix for reconciliation.

# A Compelling Value Proposition

Outstanding cash generation

Highest 10-year free cash flow as a % of EBITDA among Multi-Utilities in the S&P Utilities index

Strong track record of disciplined capital deployment and meeting our commitments

	Commitment	FY 13-18 Actual
Adjusted EPS <sup>1</sup>	6-10%	11.2%
Dividend	4%	6.8%

Clear path to growth

- ✓ Strong and growing natural gas demand
- ✓ Utility rate base and customer growth
- ✓ Marcellus-based infrastructure
- ✓ National Accounts and Cylinder Exchange
- ✓ Targeted M&A
- ✓ LNG and energy marketing expansion
- ✓ Broadening of activities in Europe

(1) Adjusted EPS is a non-GAAP measure. See Appendix for reconciliation.

# Core Strategic Principles

Minimize commodity exposure

Distribution and services business, marketing volume hedged back-to-back, LPG customer volume hedged as service offering

Push boundaries of core business

Expanded into energy marketing in Europe, established portable LNG, entered Italian market LPG market

Maintain strong balance sheet

Outstanding cash flow, no debt at corporate level, additional debt capacity

Reduce weather dependence over time

Growing fee-based margin, AmeriGas Cylinder Exchange is counter-seasonal, National Accounts is less weather-dependent, increasing Utility fixed charges in base rate cases

Reduce P&L currency exchange rate volatility

Utilize a layered, three-year Fx hedging program to shave “peaks and valleys” caused by currency fluctuations

# AmeriGas Merger Transaction Summary

- UGI Corp (NYSE: UGI) has executed a definitive agreement to acquire the 69.2 million common units of AmeriGas Partners, L.P. (NYSE: APU) not already owned by UGI for a total transaction value of approximately \$4.6 billion<sup>1</sup>
- AmeriGas unitholders will receive 0.500 shares of UGI plus \$7.63 in cash for each common unit of AmeriGas
  - Implies a 21.9% premium to AmeriGas' 30-day volume weighted average price and 13.5% premium to *April 1, 2019 closing price*
- Allows UGI to increase its dividend by 25%; 15% increase to the next quarterly dividend and the remaining 10% following transaction close
- All existing debt at AmeriGas will remain outstanding at close
- Transaction results in a significant step up in basis to UGI and is taxable to APU common unitholders<sup>2</sup>
- Filed S-4 Registration Statement with the SEC on May 6, 2019
- Transaction expected to close in FY19 Q4
  - The transaction has been approved by the Boards of UGI and the general partner of AmeriGas (the “General Partner”) as well as the General Partner’s Audit Committee, comprised solely of independent directors
  - Requires approval from a majority of AmeriGas’ outstanding common units

<sup>1</sup>Please see appendix for components of the transaction value

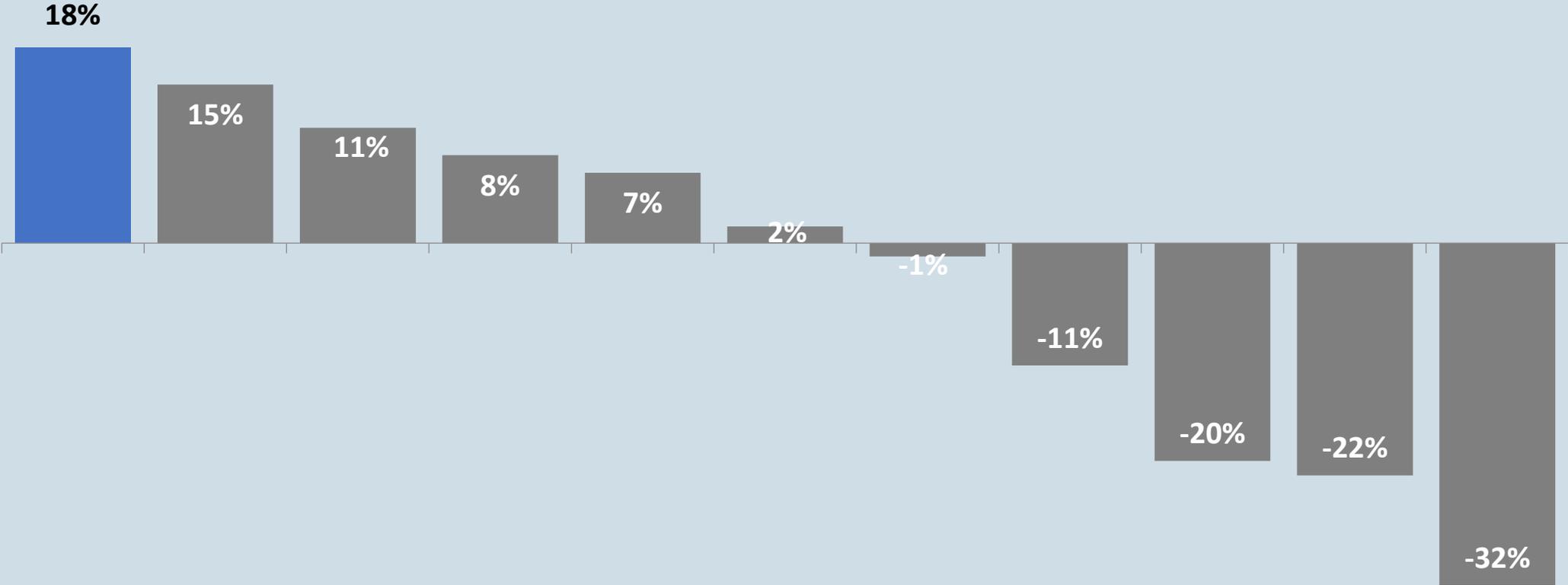
<sup>2</sup>Taxes paid will vary depending on individual common unitholder tax attributes

# Benefits of AmeriGas Merger Transaction

- Strong business with exceptional cash flow
- Expected to increase cash available for growth investments and dividends
  - Over \$200 million in additional annual free cash flow to UGI
- Funds growth opportunities across the business
- Reduces MLP administrative and structural complexities
- Resolves AmeriGas' distribution coverage challenges
- Expected to be accretive to UGI beginning in FY20

# Strongest Cash Flow Among Sector Peers

10 Year Free Cash Flow<sup>(1)</sup> / 10 Year EBITDA  
S&P Utilities Index – Multi-Utilities



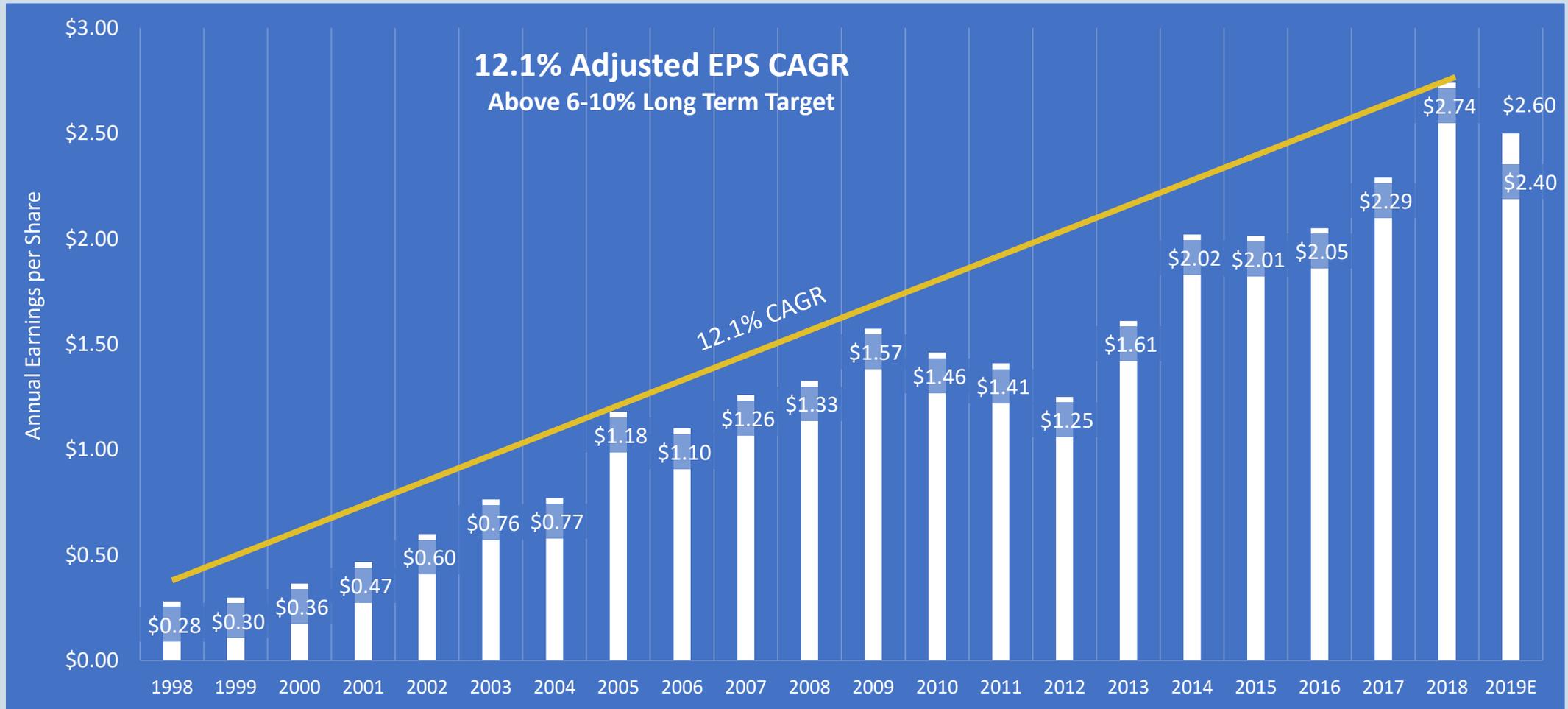
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**UGI**    **Peer 1**    **Peer 2**    **Peer 3**    **Peer 4**    **Peer 5**    **Peer 6**    **Peer 7**    **Peer 8**    **Peer 9**    **Peer 10**

(1) UGI Free Cash Flow = Cash Provided by Operations less Capital Expenditures and less Distributions on AmeriGas Partners Publically Held Units. Free cash flow is a non-GAAP measure. Please see appendix for reconciliation.

# Meeting our Commitments – EPS Growth



Earnings per share (EPS) for 1998 – 2009 represents GAAP EPS, adjusted for stock splits.  
2010-2018 EPS represents Adjusted EPS which is a non-GAAP measure. Please see appendix for reconciliation.

# UGI to Increase Dividend by 25%

- Two part increase
- \$0.04 increase to next quarterly dividend and an additional \$0.025 following the closing of the transaction



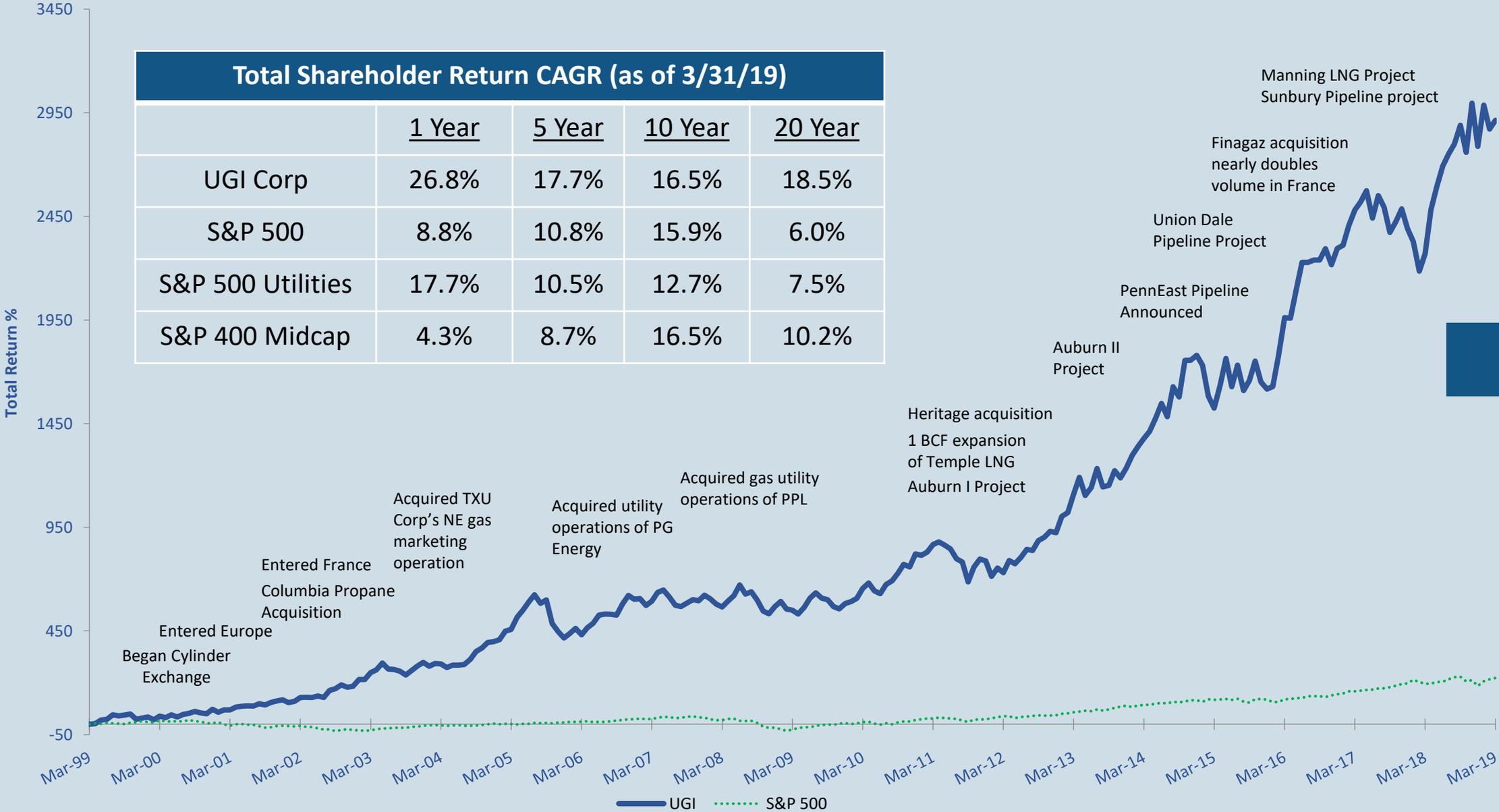
<sup>1</sup>Dividends per share, adjusted for stock splits.

<sup>2</sup> Payable in FY20. Annualized for 25% dividend increase scheduled in FY19 in conjunction with APU transaction

Red circles indicate dividend increases above 10%

# Outperformance Driven by Cadence of Disciplined Investments

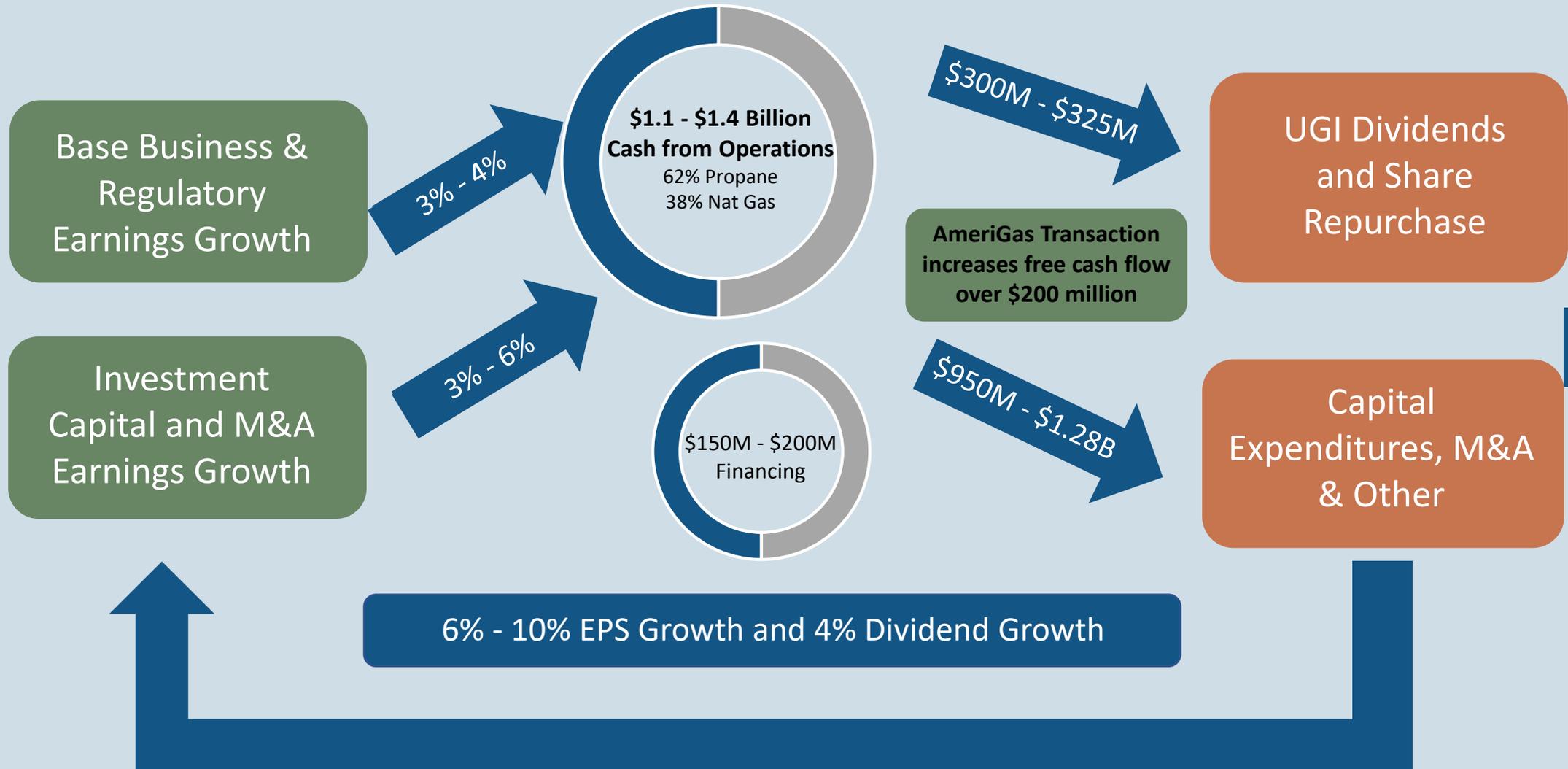
Total Shareholder Return CAGR (as of 3/31/19)				
	<u>1 Year</u>	<u>5 Year</u>	<u>10 Year</u>	<u>20 Year</u>
UGI Corp	26.8%	17.7%	16.5%	18.5%
S&P 500	8.8%	10.8%	15.9%	6.0%
S&P 500 Utilities	17.7%	10.5%	12.7%	7.5%
S&P 400 Midcap	4.3%	8.7%	16.5%	10.2%



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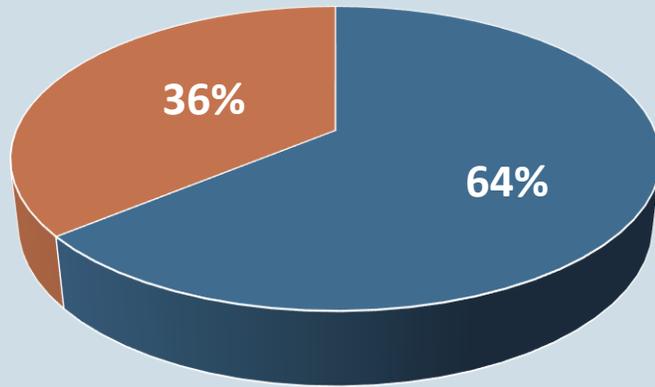
# Cash Engine Drives Future EPS and Dividend Growth



# Record Capital Deployment

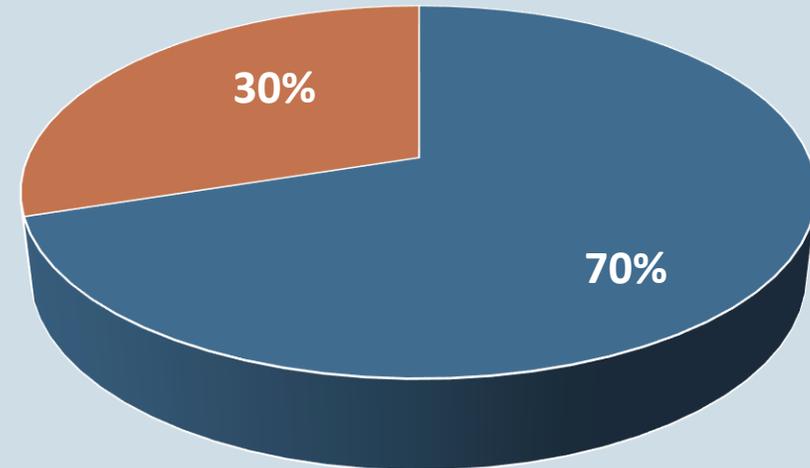
CAPEX expected to increase to **~\$900 million** in FY20

Capital Expenditures: 2013-2017  
\$2.6 Billion



■ Natural Gas ■ LPG

Capital Expenditures: 2018-2022  
\$3.7 Billion



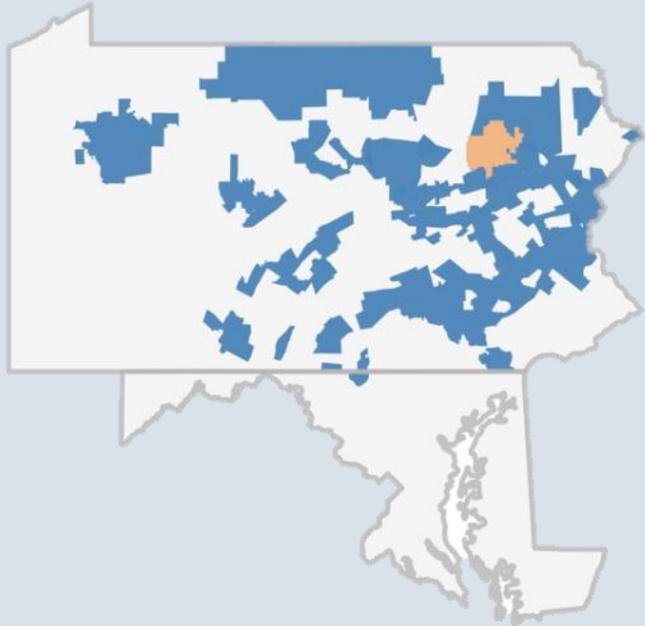
■ Natural Gas ■ LPG



Energy to do more®



# Business Overview



**Gas Utility**

UGI Utilities (gas, ~642,000 customers)

**Electric Utility**

UGI Electric (electric, ~62,000 customers)

Regulated gas & electric utilities serving over **700,000** customers

Most contemporary distribution system in Pennsylvania

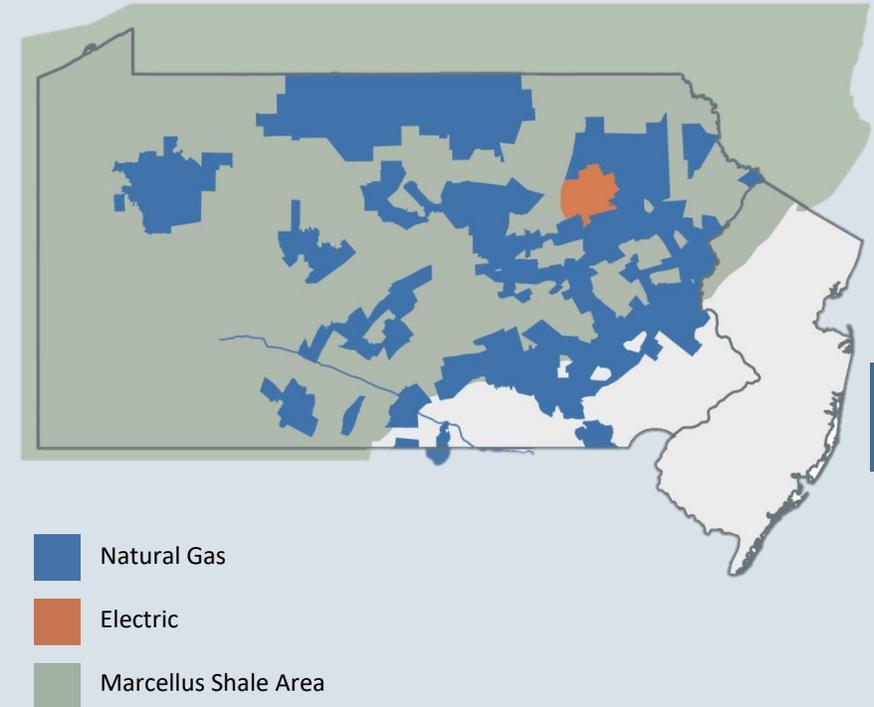
Service territories lie within or adjacent to the **Marcellus Shale** production area

**2<sup>nd</sup> Largest** gas utility in Pennsylvania<sup>1</sup> serving 44 of 67 counties

<sup>1</sup> Based on total customers

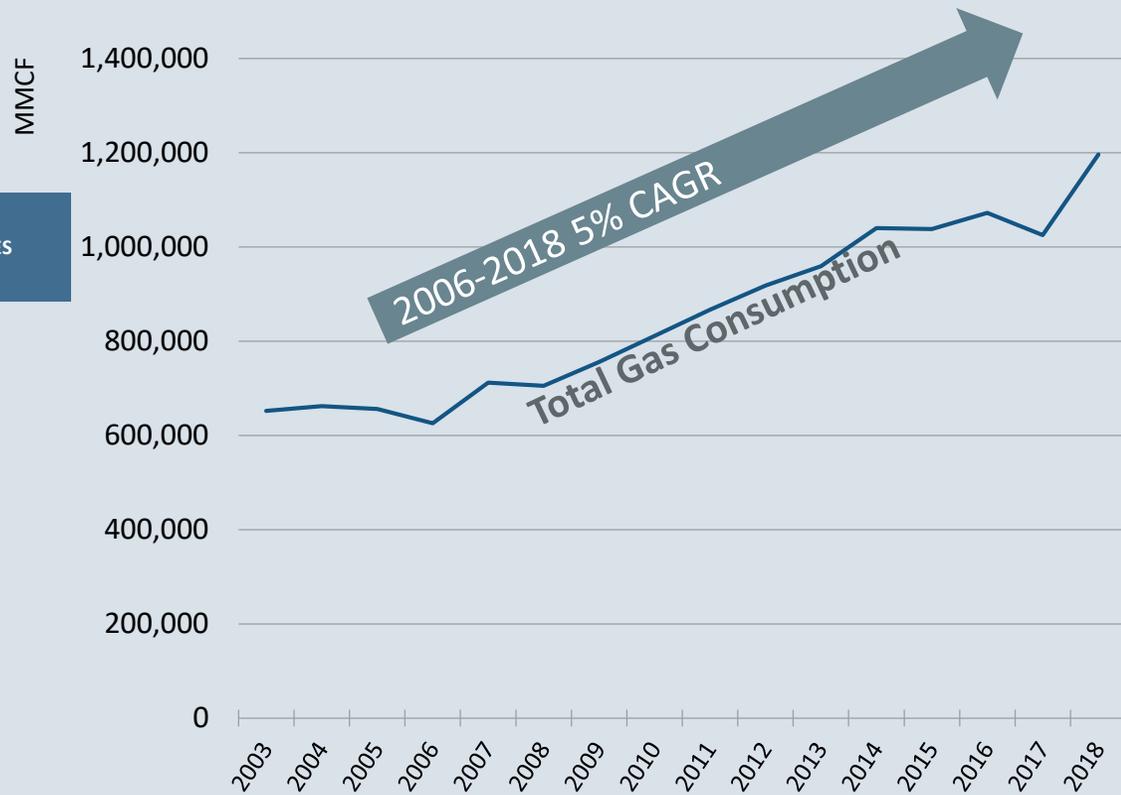
# Marcellus Advantage

- Over 90% of UGI Utilities natural gas sourced from the Marcellus Shale
  - Marcellus natural gas priced at over 29% discount to NYMEX during FY18
- Strong demand for natural gas (conversions, power generation, etc.)
- Favorable environment for economic development
- Significant value for customers
  - Collectively, our customers paid ~\$615MM less in 2018 than in 2008
  - Average residential customer saved ~\$1,000 in fiscal year 2018 vs. heating oil customers

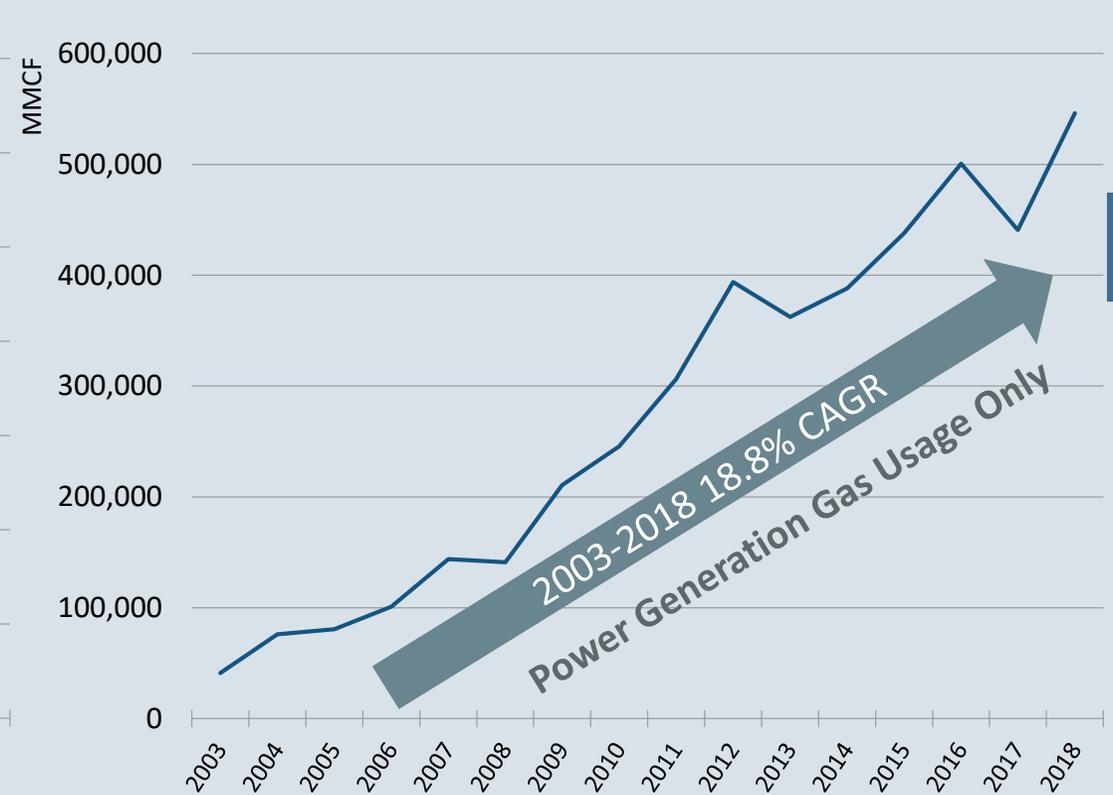


# Marcellus Gas Driving Growth in PA

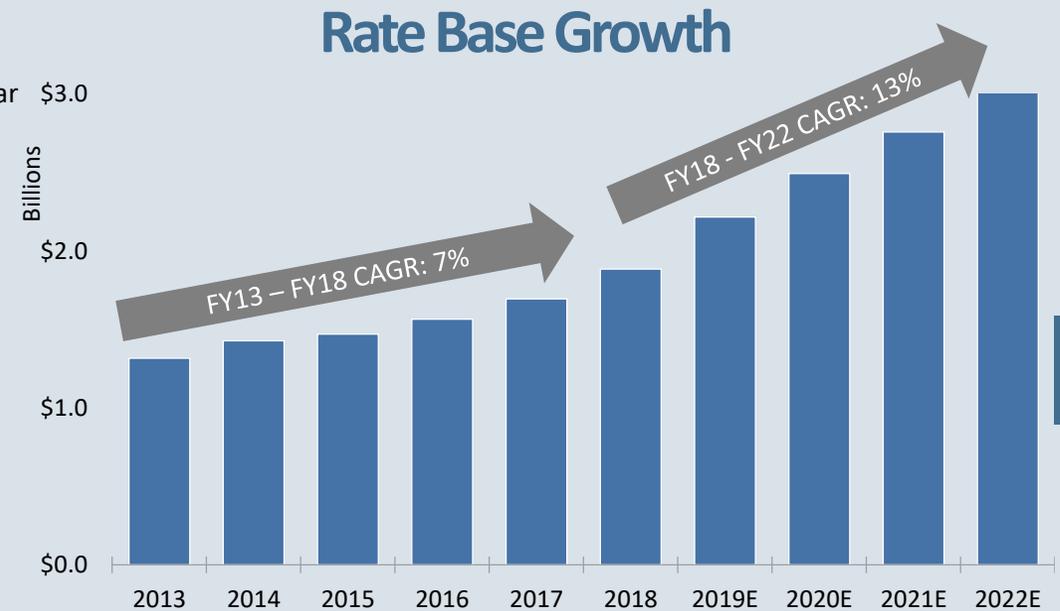
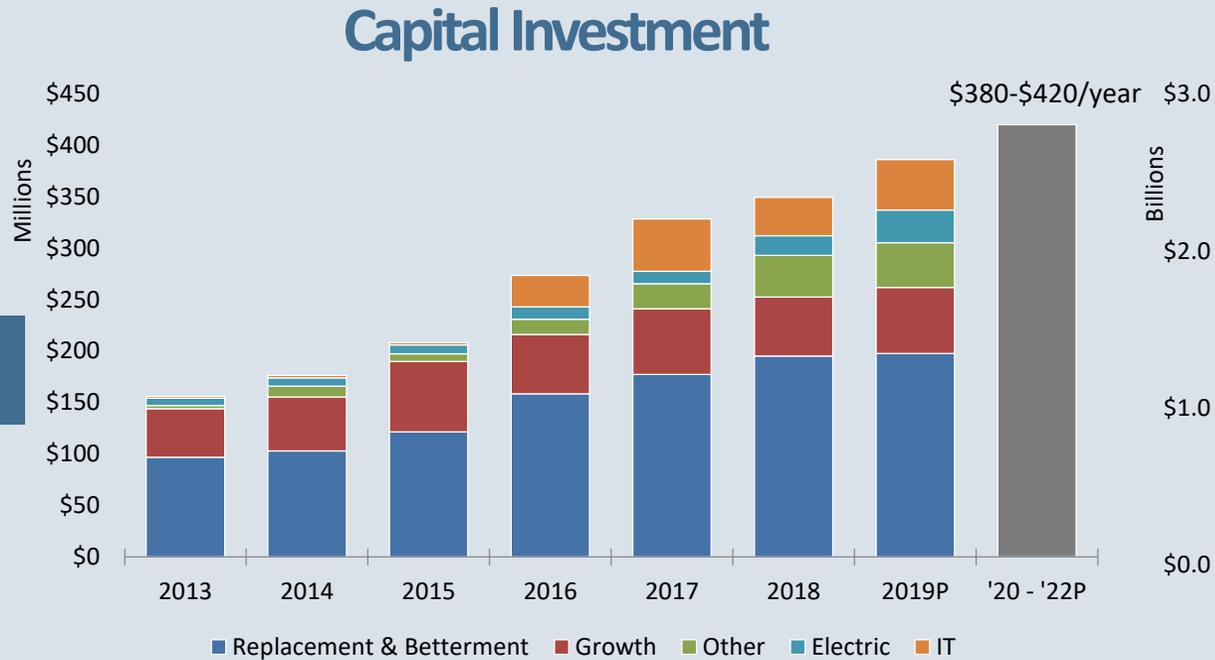
## Natural Gas Delivered to Customers in PA



## PA Natural Gas Delivered to Electric Power Customers



# Capital Investment Drives Rate Base Growth

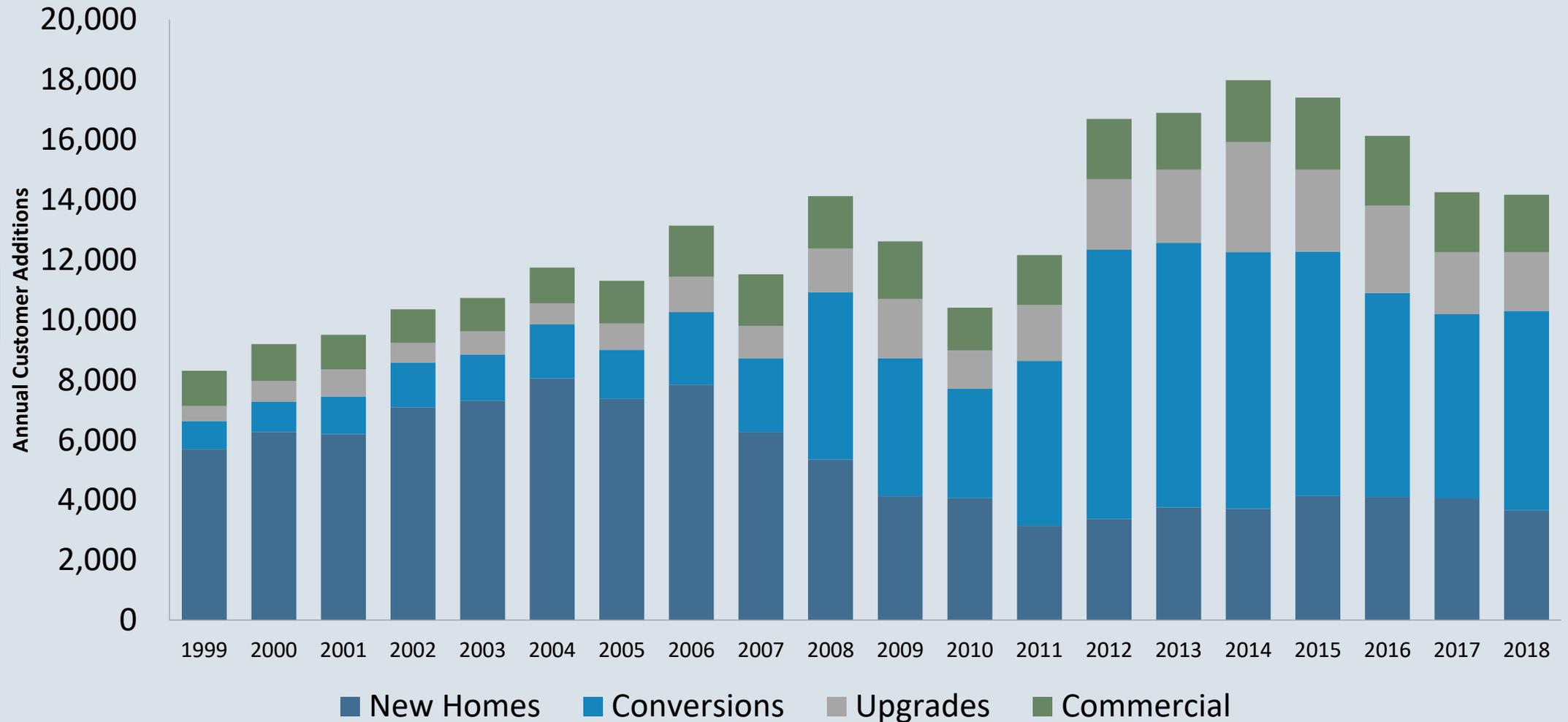


## Capital Drivers FY19 – FY22 (\$1.6B in planned capital spend)

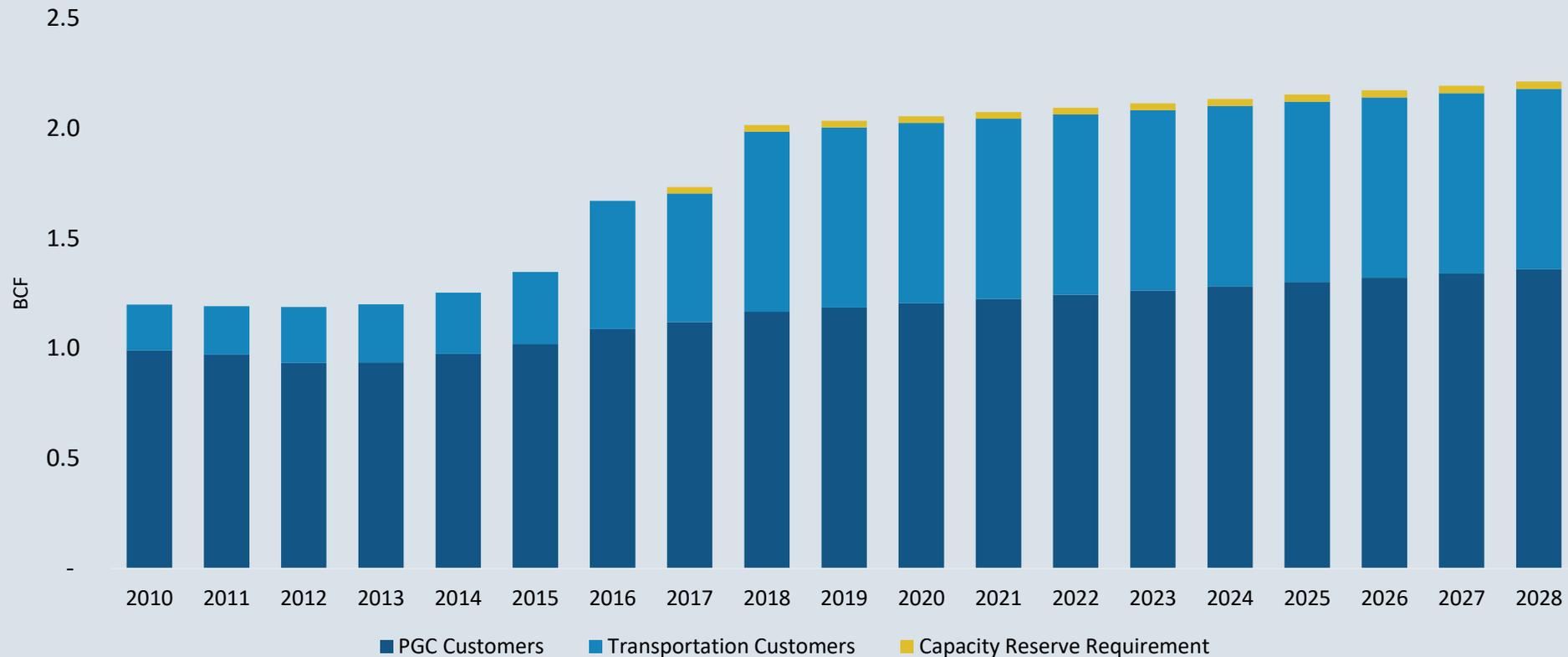
- Gradually increase infrastructure replacement and building and grounds investment
- IT upgrade (Asset Management, Geographic Information Systems, Work Management)

# Annual Customer Growth

258,600 customers added 1999 - 2018



# Peak Day Growth



- Peak day demand growth driven by above average customer growth, power generation and large commercial & industrial customers
- Peak Day Demand expected to increase by 10% 2018-2028



# Business Overview



**Significant assets in the Marcellus Shale – well positioned to participate in the build-out and serve growing natural gas demand through a broad range of investments**

## Midstream Assets

- Nearly 200 miles of pipeline
- 15 MMDth of natural gas storage
- ~2 MMDth LNG and propane storage used to support liquefaction and vaporization peak shaving

## Commodity Marketing

- Serving 13,000 residential, commercial, and industrial customers on 41 gas utility systems and 20 electric utility systems

## Electricity Generation

- ~300 MWs of electric generation capacity

# Midstream Assets Overview

## LNG Peaking:

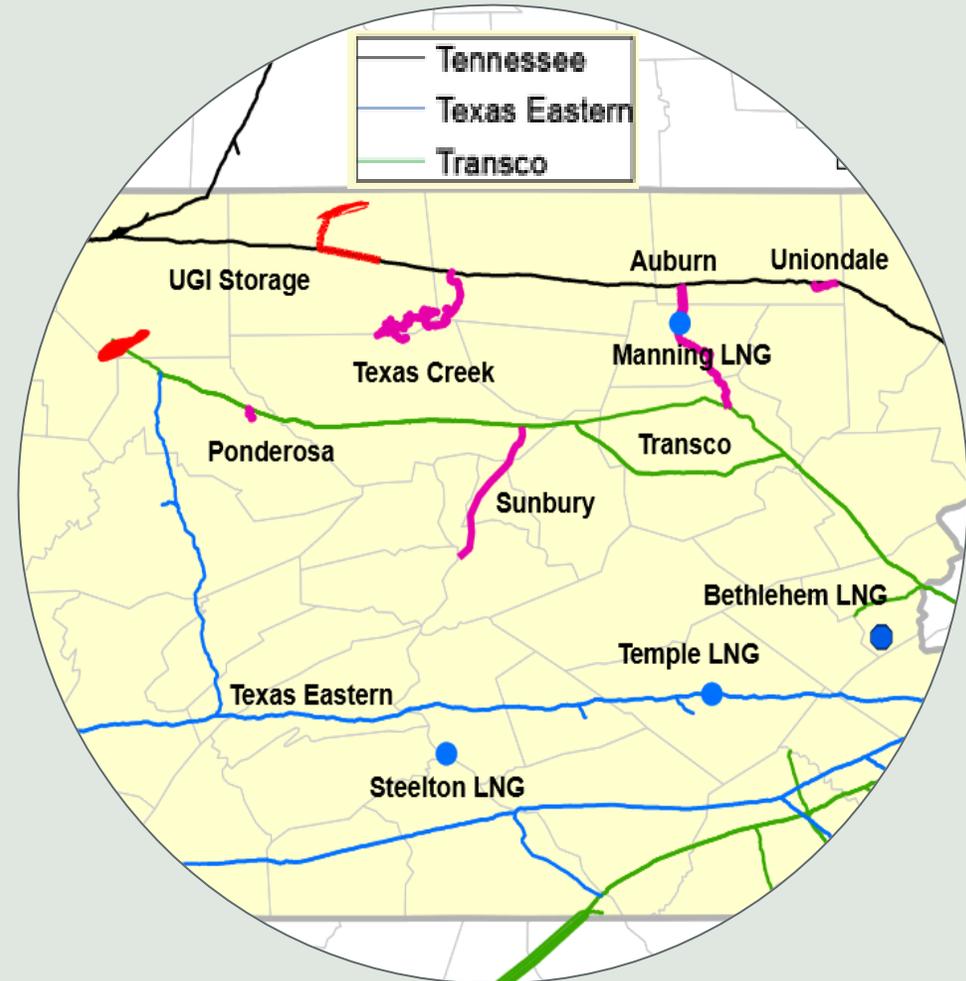
- Temple LNG (205,000 Dth/day vaporization, 1.25 MMdth storage)
- Manning liquefaction (10,000 to 15,000 Dth/day)
- Steelton vaporization (65,000 Dth/day)
- Bethlehem vaporization (70,000 Dth/day)
- Portable LNG vaporization (15,000 Dth/day)

## Built Pipeline capacity:

- Auburn system (470,000 Dth/day)
- Sunbury Pipeline (200,000 Dth/day)
- Union Dale (100,000 Dth/day)
- Texas Creek (200,000 Dth/day)
- Ponderosa (33,000 Dth/day)

## Storage:

- 15 MMdth natural gas storage

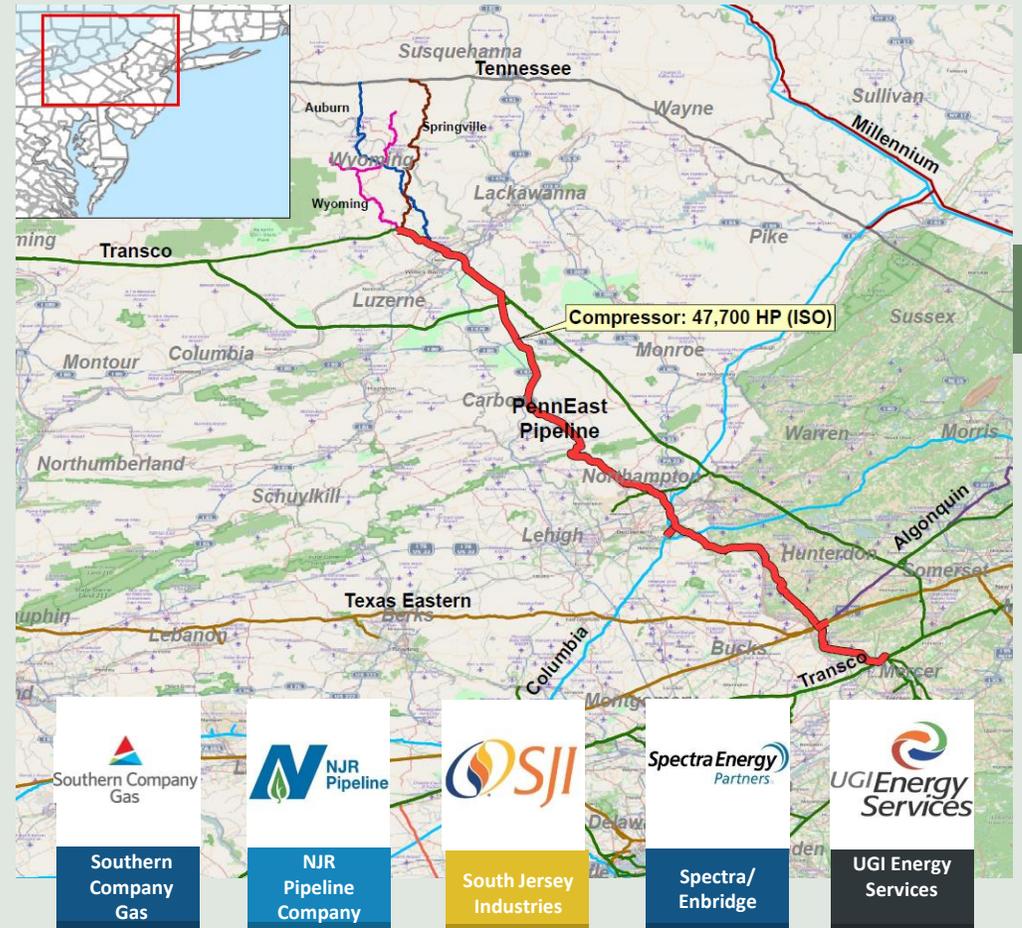


# Midstream – PennEast Pipeline

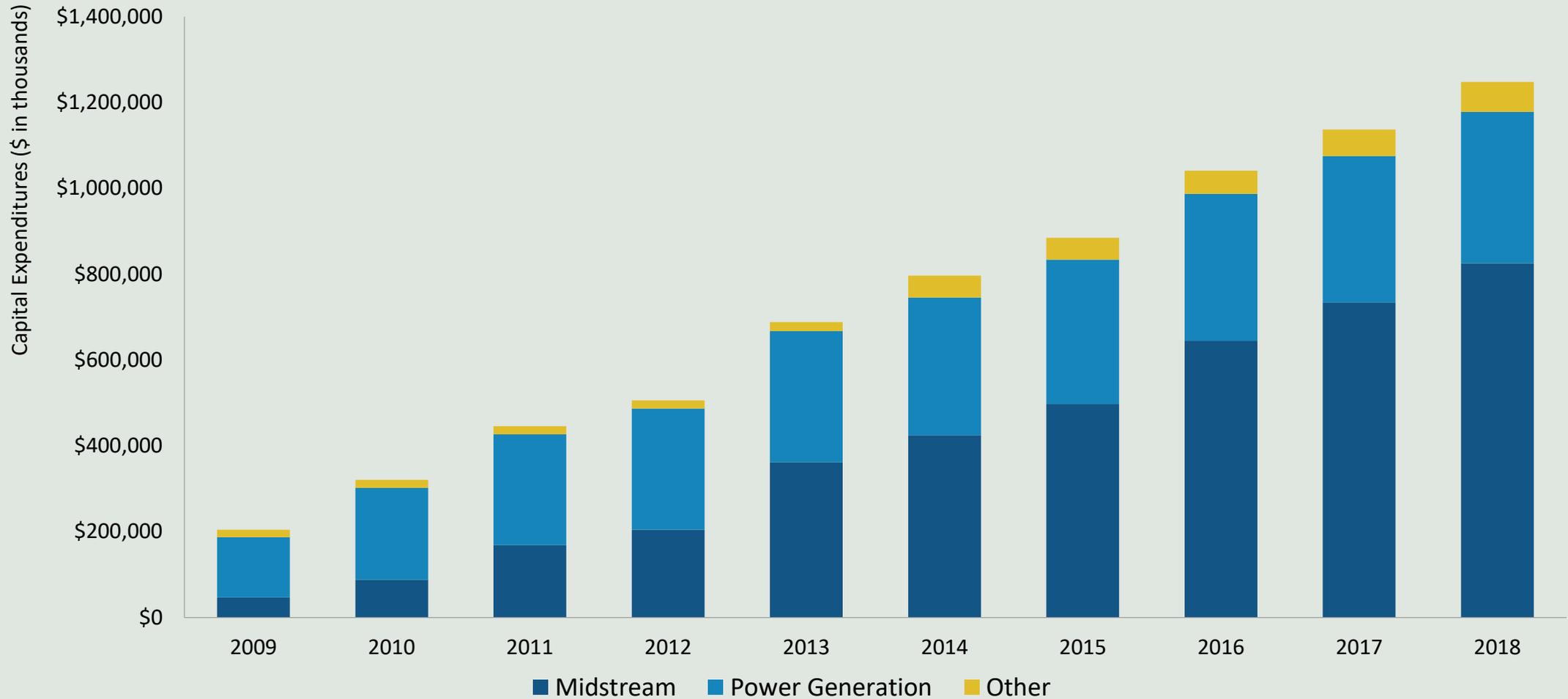
## System Highlights

- Connecting abundant Marcellus gas supply to high-value southeastern PA and NJ markets
  - 120 Mile, 36" diameter, \$1.0+ billion interstate pipeline
- Partnership between UGI (project manager), Spectra Energy Partners, Southern Company Gas, New Jersey Resources, South Jersey Industries
- System capable of moving 1.1 Bcf/d to multiple end markets
- Construction type activities expected to begin in 2020:
  - Working through the PA and NJ permitting process

## PennEast Pipeline (Red)



# Cumulative Capital Investment

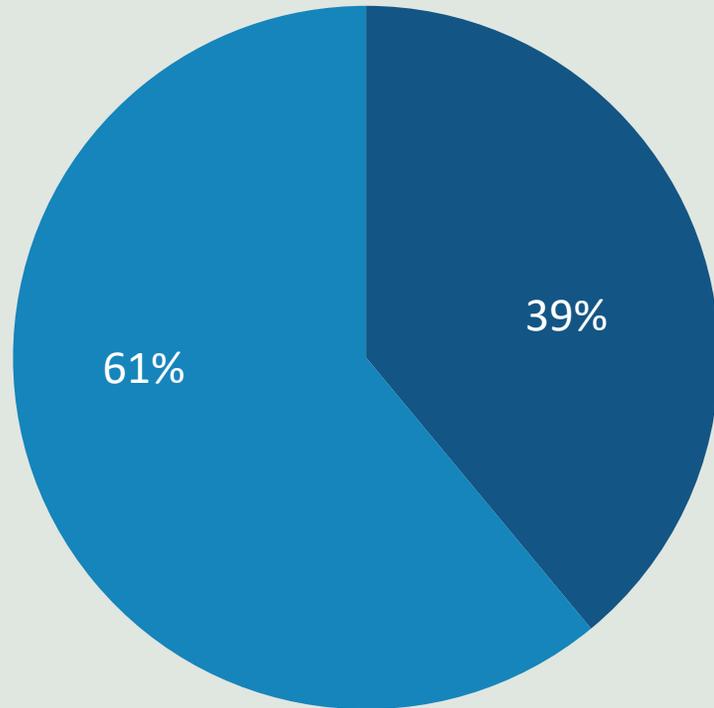


ENERGY SERVICES

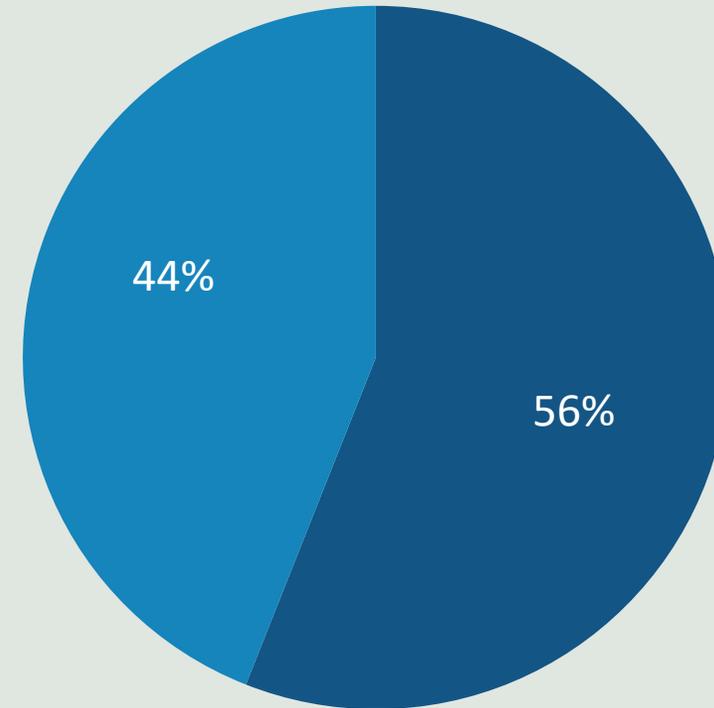
41

# Fee-Based Income Stabilizes Earnings

2013 Margin<sup>1</sup>



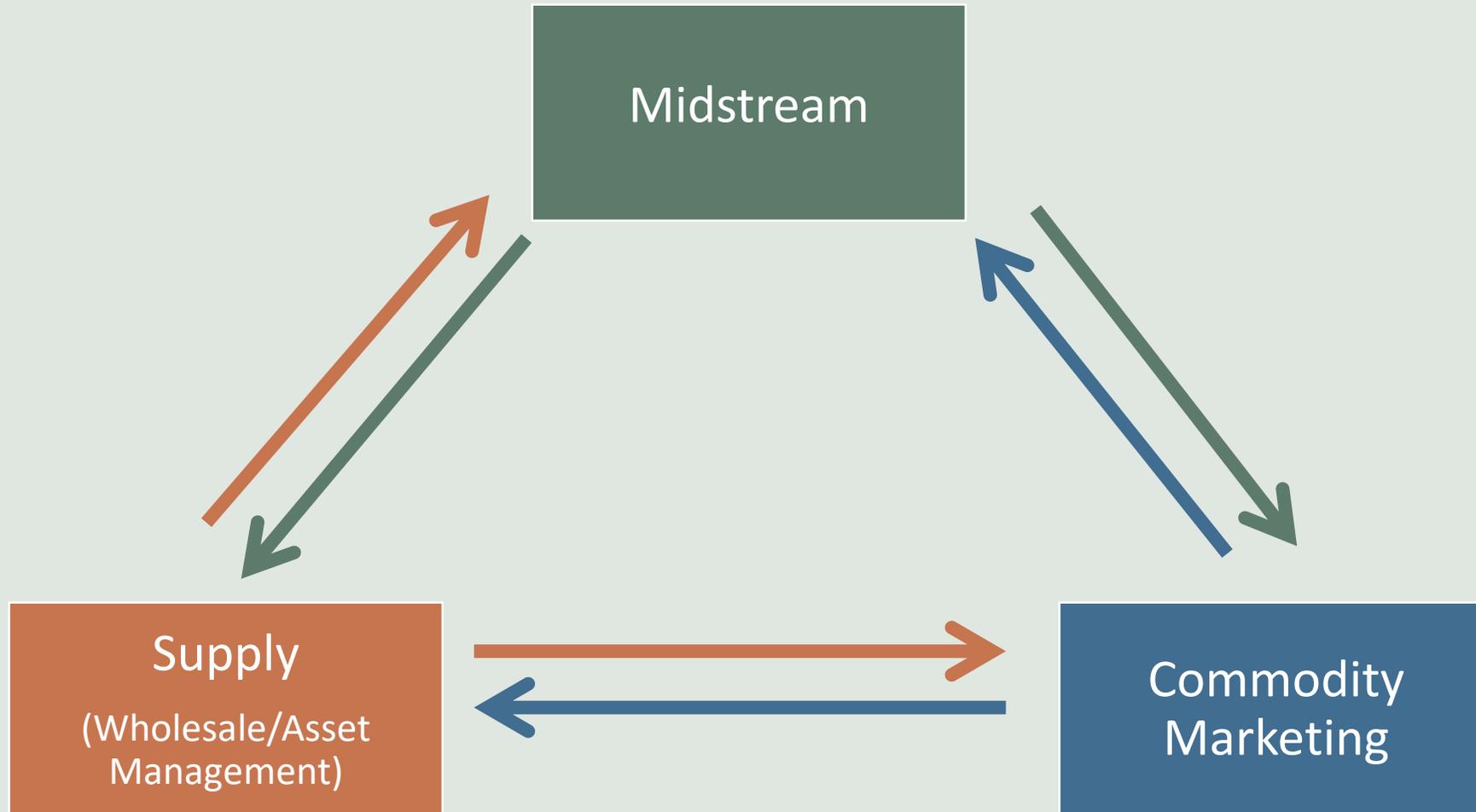
Anticipated 2022 Margin



■ Fee-Based Margin    ■ All Other Margin

<sup>1</sup>Margin is a non-GAAP measure. Please see appendix for reconciliation.

# Diversified Portfolio – Natural Synergy





**UGI**  
INTERNATIONAL



# UGI International Overview

## Operations in 17 Countries

~550,000 Total Customers

### LPG Distribution

### Energy Marketing

~1 Billion gallons  
of LPG sold in FY 2018

~28 BCF  
of natural gas sold in FY 2018

Largest distributor in France, Austria, Belgium, Denmark, Luxembourg, and Hungary

18.5 million cylinders in circulation

Over 500,000 bulk customers

~5% of 2018 total  
margin



 LPG Distribution

 LPG Distribution and Energy Marketing

# Evolution – Major Acquisitions



Major Acquisitions

INTERNATIONAL

46



1999

1999 Austria  
Czech Republic  
Slovakia

1999: ~44MM retail gallons



2001 (20%)  
2004 (100%)

2001 France



2010

2004 Switzerland



2011

2006 Hungary  
Poland  
Romania



2015

2010 Denmark



2017

2011 Belgium  
Finland  
Luxembourg  
Norway  
Sweden  
Netherlands  
United Kingdom



2017

2017 Italy

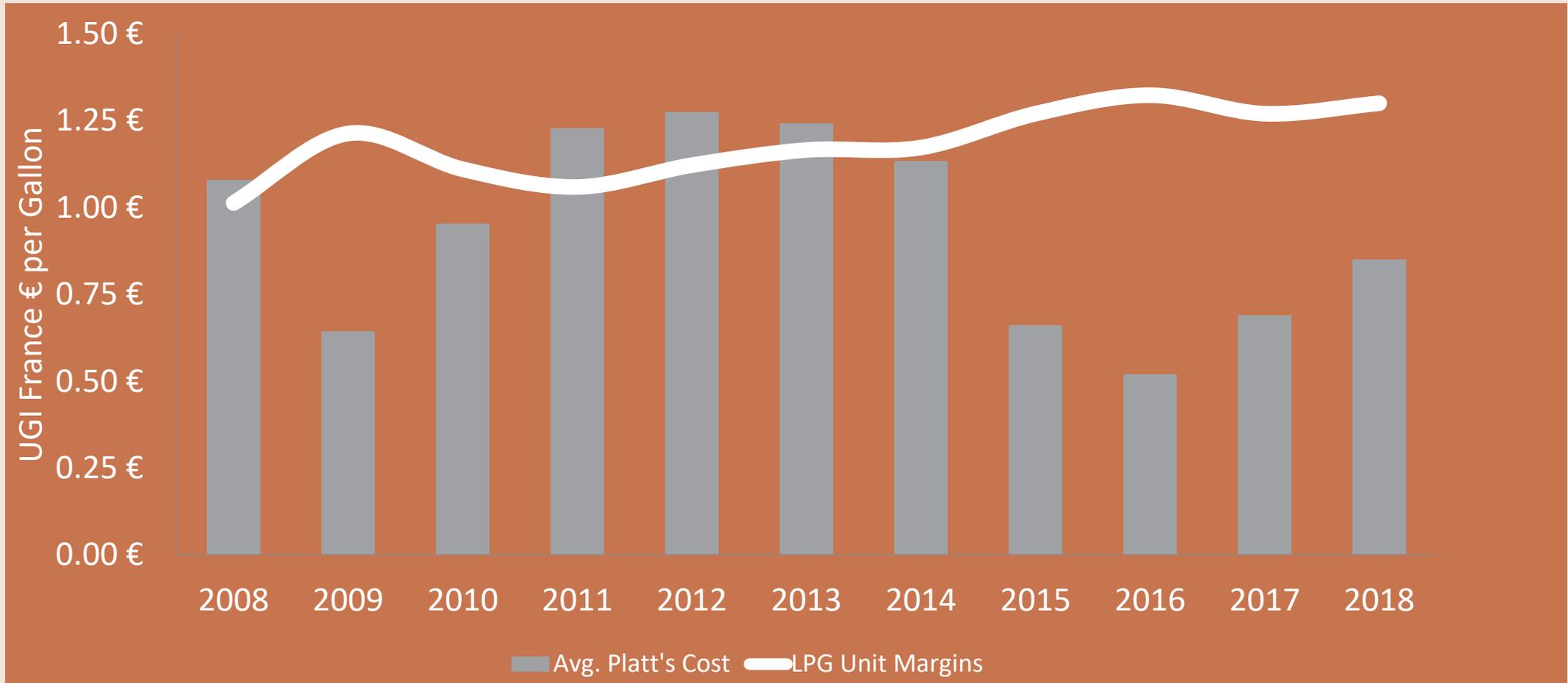
2018: 886MM retail gallons

**\$0.87**

FY 18 Adjusted EPS<sup>1</sup>

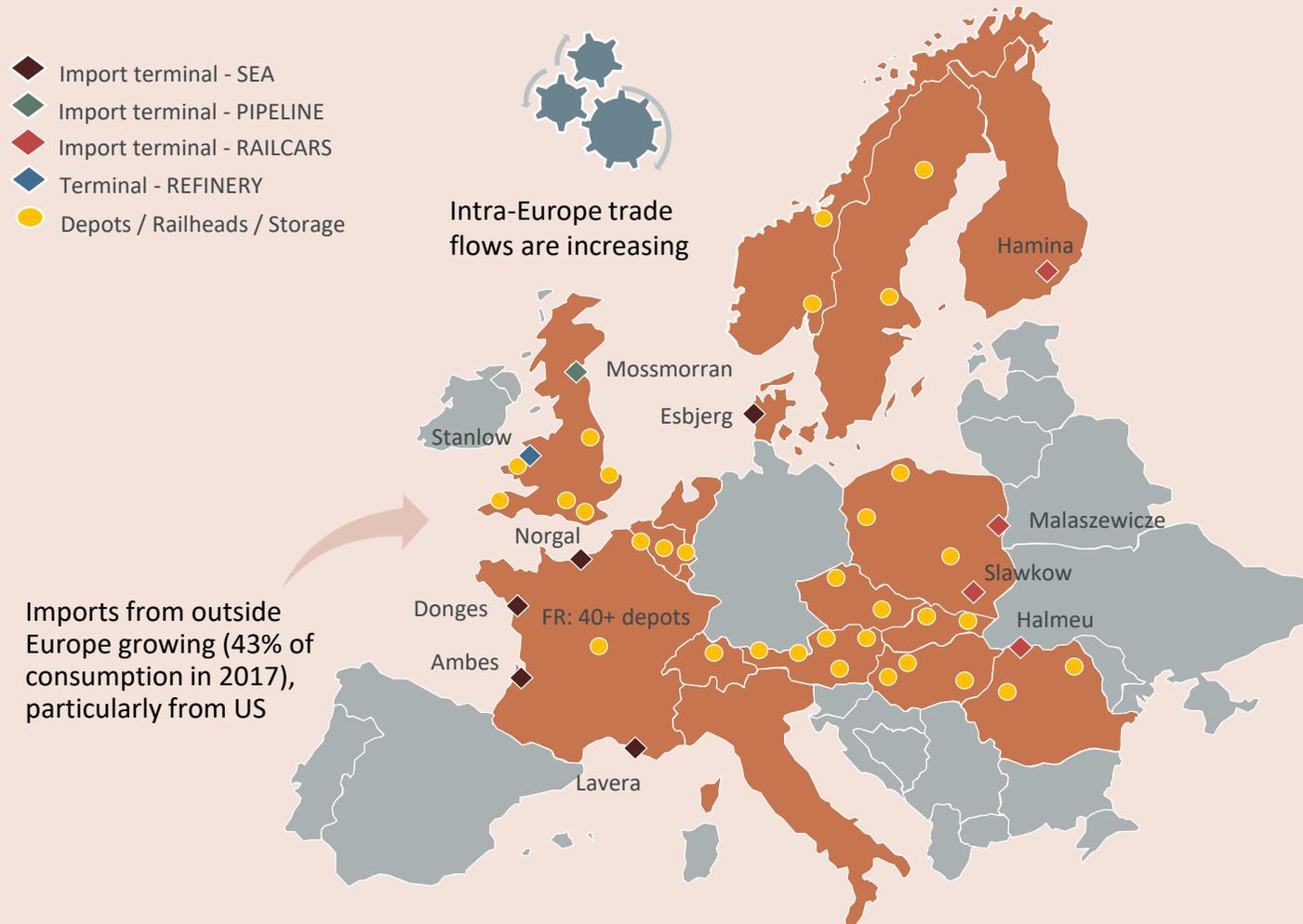
<sup>1</sup>Adjusted EPS is a non-GAAP measure. See appendix for reconciliation.

# Track Record of Margin Management



Unit margin is a non-GAAP measure. Please see appendix for reconciliation.

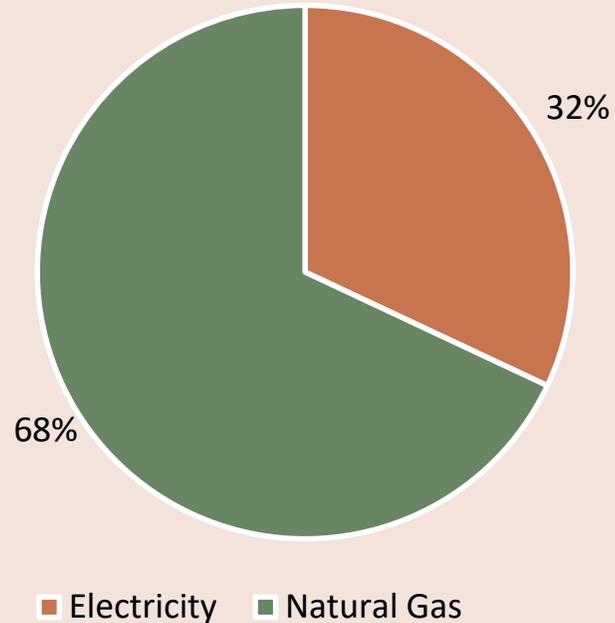
# Strategically located LPG Supply Assets Provide Flexibility



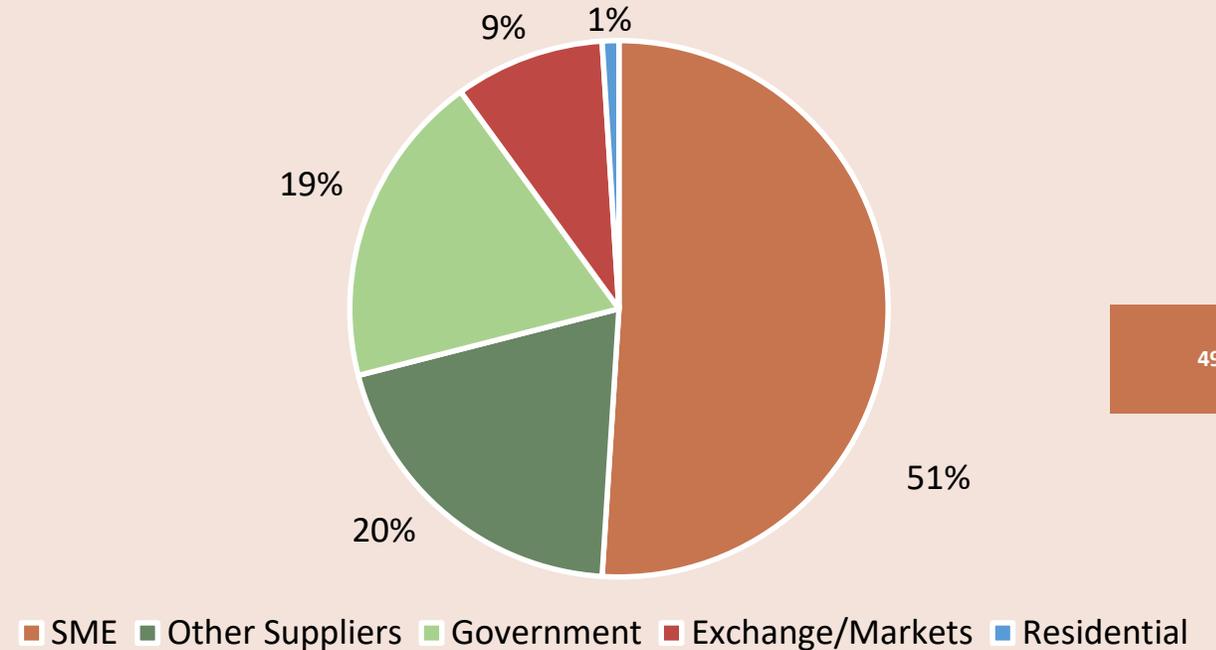
- UGI stores LPG at various storage facilities and terminals across UGI
  - Ownership interests in 10 primary storage facilities and over 70 secondary storage facilities
- Manages extensive logistics and transportation network

# Energy Marketing – A Focused Strategy

FY18 GWh by Energy Type



Total (Gas and Power) Volume Split by Segment



Our primary focus is on Small and Medium Enterprises (SME)

- Offer customer-focused solutions
  - Support customers in energy purchase decisions
- Fixed price requirement contracts hedged back to back to mitigate risk

# Energy Marketing – Renewable Portfolio

- Our Energy Marketing business has a significant position in renewable energy including production through Wind and Solar
  - Installed 400MW Wind
  - Installed 70MW solar
- Generating power equivalent to 40% of the total power demand of our electric customer portfolio
- Additionally we undertake the planning and installation of Solar projects for our existing clients
  - Currently we have completed more than 110 projects, installing approximately 30,000 solar panels on behalf of our customers



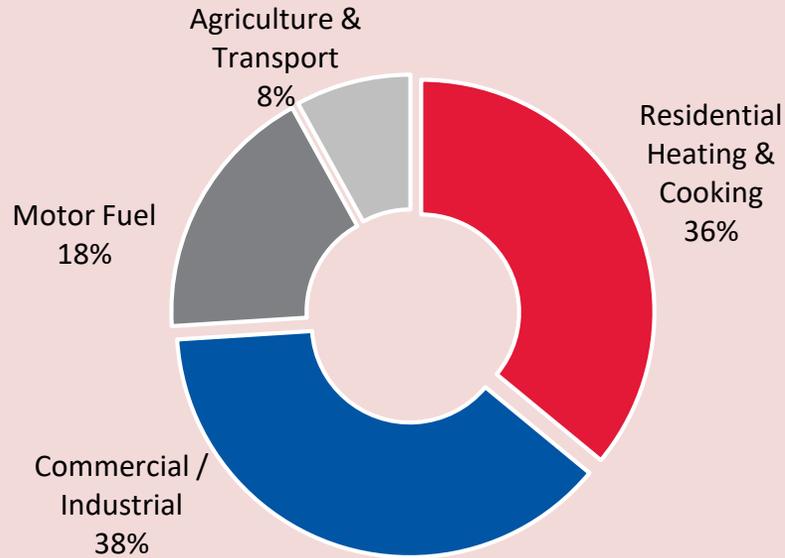
**AmeriGas**



# AmeriGas Overview

Largest LPG Distributor in U.S.<sup>1</sup>

~1.1 billion  
retail gallons sold in  
FY18



1.7 million  
customers

AMERIGAS

52



## Bulk Distribution

1mm tanks with 120 – 1,200 gallon capacity



## National Accounts

Utilizing scale to serve regional and national customers



## Cylinder Exchange

Portable tanks for barbecues and outdoor heating

<sup>1</sup> Based on volume of propane gallons distributed annually.

# Business Overview



AMERIGAS

53

**38%**

Commercial /  
Industrial

**36%**

Residential  
Heating & Cooking

**18%**

Motor  
Fuel

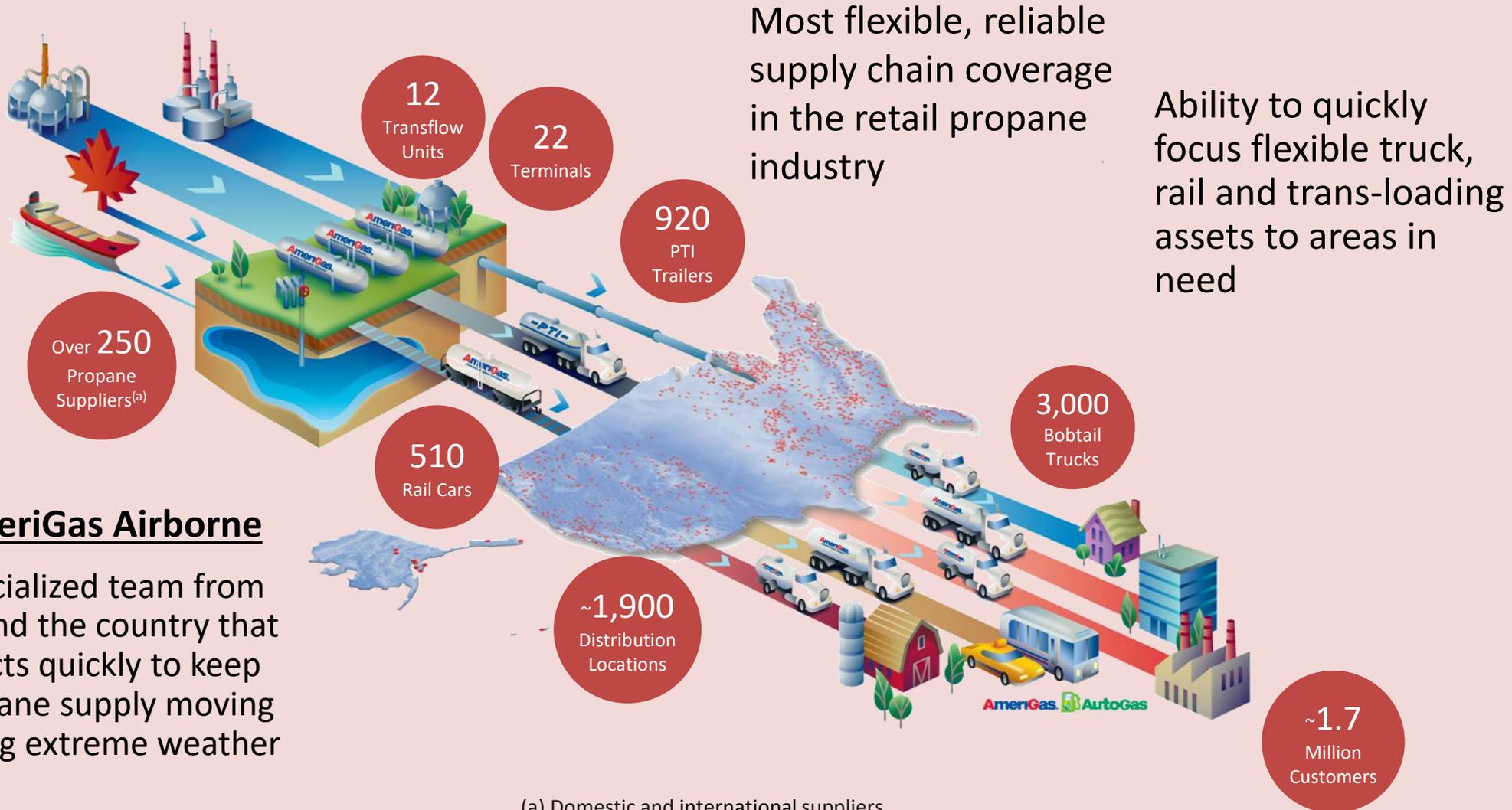
**8%**

Agriculture  
& Transport

*Represents approximate percentages*

# Significant Transportation & Logistics Network

AMERIGAS



## AmeriGas Airborne

Specialized team from around the country that reacts quickly to keep propane supply moving during extreme weather

Most flexible, reliable supply chain coverage in the retail propane industry

Ability to quickly focus flexible truck, rail and trans-loading assets to areas in need

(a) Domestic and international suppliers

# Technology to Drive Efficiency

- Efficiency benefits are implemented across a broad platform
- Improved distribution efficiency
  - Miles per stop improved 3% from FY17 and 7% from FY16
  - Low fuel deliveries improved 7% from FY17 and 16% from FY16
- Route planning and visualization
- Enhanced performance monitoring
- Technology-enabled marketing efforts
- Ability to identify coaching and training opportunities



AmeriMobile Routing  
Cost Savings 2016-2018  
**\$20MM**

Real-time performance  
indicators facilitate deeper  
insight into day-to-day  
management

# National Accounts Program

- Roughly 50% less weather sensitive than base business
- Customer-focused solution
  - Best in class back office
  - Turnkey installation options
  - Unparalleled footprint
- Leverage AmeriGas scale
  - 1,900 distribution points across all 50 states
  - Technology improvements (distribution, route optimization, etc.)

Delivering to over

**50,000**

Customer Locations

**21%**

Volume increase  
since 2016

# Cylinder Exchange Program – Key Attributes

- Product of Convenience
  - Industry leader in automated vending
  - Home delivery pilot will go live this summer season
- Continue to optimize distribution
- National footprint
  - Expansion with major retailer and large convenience store chain
  - Roll-out several hundred “24/7” automated cylinder vending locations by the end of the calendar year



# Summary

- Proven track record of exceeding our commitments to our shareholders
  - 6% - 10% long-term annual EPS growth
  - 4% annual dividend growth
- Well-positioned to build on our momentum
  - Strong and growing natural gas demand
  - Utility rate base and customer growth
  - Marcellus-based infrastructure
  - Proposed AmeriGas transaction
  - National Accounts, Cylinder Exchange
  - Targeted M&A
  - LNG, energy marketing expansion
  - Broadening of activities in Europe
  - Enhanced technology platform to support growth and improve customer experience
- Diversified and growing cash generation

# Appendix



# UGI Corporation Adjusted Earnings Per Share

(Million of dollars, except per share amounts)

	Year Ended September 30,								
	2010	2011	2012	2013	2014	2015	2016	2017	2018
<b>NON-GAAP RECONCILIATION:</b>									
<b>Adjusted net income attributable to UGI Corporation:</b>									
Net income attributable to UGI Corporation	\$ 251.8	\$ 245.4	\$ 210.2	\$ 278.1	\$ 337.2	\$ 281.0	\$ 364.7	\$ 436.6	\$ 718.7
Net losses (gains) on commodity derivative instruments not associated with current-period transactions (net of tax of \$(5.8), \$11.5, \$6.3, \$3.1, \$(4.5), \$(30.9), \$13.5, \$31.9, and \$26.7 respectively) (a) (b)	8.2	(17.4)	(8.9)	(4.3)	6.6	53.3	(29.9)	(51.2)	(68.1)
Integration and acquisition expenses associated with Finagaz acquired on May 29, 2015 (net of tax of \$0, \$0, \$0, \$0, \$(2.2), \$(7.7), \$(10.6), \$(13.7), and \$(13.7) respectively) (a)	-	-	-	-	4.3	14.9	17.3	26.2	18.5
Unrealized losses (gains) on foreign current derivative instruments (net of tax of \$(9.9) and \$9.3 in 2017 and 2018, respectively) (a)	-	-	-	-	-	-	-	13.9	(19.6)
Loss on extinguishments of debt (net of tax of \$0, \$0, \$(1.4), \$0, \$0, \$0, \$(5.0), \$(6.1), and \$0 respectively) (a)	-	-	2.2	-	-	-	7.9	9.6	-
Costs associated with extinguishment of debt (net of tax of \$0, \$(6.6), \$0, \$0, \$0, \$(5.7), \$0, \$0, and \$0 respectively) (a) (c)	-	10.4	-	-	-	4.6	-	-	-
Impact of retroactive change in French tax law	-	-	-	-	5.7	-	-	-	-
Integration and acquisition expenses associated with the retail propane businesses of Energy Transfer Partners, L.P. ("Heritage Propane") acquired by the Partnership on January 12, 2012 (net of tax of \$0, \$0, \$(5.6), \$(2.8), \$0, \$0, \$0, \$0, and \$0 respectively) (a)	-	-	8.8	4.4	-	-	-	-	-
Impairment of Partnership tradenames and trademarks (net of tax of \$(5.8) in 2018)	-	-	-	-	-	-	-	-	14.5
Impact from change in French tax rate	-	-	-	-	-	-	-	(29.0)	(12.1)
Reameasurement impact from TCJA	-	-	-	-	-	-	-	-	(166.3)
Gain on sale of Atlantic Energy (net of tax of \$19.3 in 2010)	(17.2)	\$0.00	-	-	-	-	-	-	-
Adjusted net income attributable to UGI Corporation (d)	\$ 242.8	\$ 238.4	\$ 212.3	\$ 278.2	\$ 353.8	\$ 353.8	\$ 360.0	\$ 406.1	\$ 485.6
<b>Adjusted diluted earnings per common share attributable to UGI stockholders:</b>									
UGI Corporation earnings per share - diluted	\$ 1.52	\$ 1.45	\$ 1.24	\$ 1.60	\$ 1.92	\$ 1.60	\$ 2.08	\$ 2.46	\$ 4.06
Net losses (gains) on commodity derivative instruments not associated with current-period transactions (b)	0.05	(0.10)	(0.05)	(0.02)	0.04	0.30	(0.17)	(0.29)	(0.39)
Integration and acquisition expenses associated with Finagaz acquired on May 29, 2015	-	-	-	-	0.03	0.08	0.10	0.15	0.10
Unrealized losses (gains) on foreign current derivative instruments	-	-	-	-	-	-	-	0.08	(0.11)
Loss on extinguishments of debt	-	0.06	0.01	-	-	-	0.04	0.05	-
Costs associated with extinguishment of debt	-	-	-	-	-	0.03	-	-	-
Impact of retroactive change in French tax law	-	-	-	-	0.03	-	-	-	-
Integration and acquisition expenses associated with the retail propane businesses of Energy Transfer Partners, L.P. ("Heritage Propane") acquired by the Partnership on January 12, 2012	-	-	0.05	0.03	-	-	-	-	-
Impairment of Partnership tradenames and trademarks	-	-	-	-	-	-	-	-	0.08
Impact from change in French tax rate	-	-	-	-	-	-	-	(0.16)	(0.07)
Reameasurement impact from TCJA	-	-	-	-	-	-	-	-	(0.93)
Gain on sale of Atlantic Energy	(0.11)	-	-	-	-	-	-	-	-
Adjusted diluted earnings per share (d)	\$ 1.46	\$ 1.41	\$ 1.25	\$ 1.61	\$ 2.02	\$ 2.01	\$ 2.05	\$ 2.29	\$ 2.74

# 2019 UGI Corporation Adjusted EPS by Segment

Six Months Ended March 31, 2019	Total	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other
<b>(Dollars in millions, except per share data)</b>						
<b>Adjusted net income attributable to UGI Corporation:</b>						
Net income (loss) attributable to UGI Corporation	\$ 309.6	\$ 78.1	\$ 122.2	\$ 69.1	\$ 132.7	\$ (92.5)
Net losses on commodity derivative instruments not associated with current-period transactions (net of tax of \$(36.4)) (a)	92.7	—	—	—	—	92.7
Unrealized gains on foreign currency derivative instruments (net of tax of \$3.7) (a)	(9.0)	—	—	—	—	(9.0)
Loss on extinguishments of debt (net of tax of \$(1.9)) (a)	4.2	—	4.2	—	—	—
Merger expenses (net of tax of \$(0.1))	0.2	0.2	—	—	—	—
Adjusted net income (loss) attributable to UGI Corporation	\$ 397.7	\$ 78.3	\$ 126.4	\$ 69.1	\$ 132.7	\$ (8.8)
<b>Adjusted diluted earnings per share:</b>						
UGI Corporation earnings (loss) per share — diluted	\$ 1.74	\$ 0.44	\$ 0.69	\$ 0.39	\$ 0.75	\$ (0.53)
Net losses on commodity derivative instruments not associated with current-period transactions (b)	0.53	—	—	—	—	0.53
Unrealized gains on foreign currency derivative instruments	(0.05)	—	—	—	—	(0.05)
Loss on extinguishments of debt	0.02	—	0.02	—	—	—
Merger expenses	—	—	—	—	—	—
Adjusted diluted earnings (loss) per share	\$ 2.24	\$ 0.44	\$ 0.71	\$ 0.39	\$ 0.75	\$ (0.05)

(a) Income taxes associated with pre-tax adjustments determined using statutory business unit tax rates.

(b) Includes the effects of rounding associated with per share amounts.

# Transaction Value

**Equity**

+

**Cash**

+

**Debt**

=

**Transaction Value**

$$(\$69.2\text{MM} \times 0.500) \times \$55.39 = \$1.92\text{BN}$$

Converted AmeriGas units times UGI's current stock price

+

$$\$7.63 \times 69.2\text{MM} = \$528\text{MM}$$

Cash consideration for each common unit of AmeriGas

+

$$\$2.9\text{BN} \times 0.74 = \$2.15\text{BN}$$

Proportion of total debt related to 74% ownership not held by UGI affiliates

=

$$\$1.92\text{BN} + \$528\text{MM} + 2.15\text{BN} = \$4.6\text{BN}$$

Total Transaction Value

# UGI Corporation Free Cash Flow

(\$ in millions)

	Year Ended September 30,										
	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008
Net Cash Provided By Operating Activities	\$ 178.5	\$ 141.9	\$ 132.7	\$ 203.5	\$ 247.5	\$ 249.1	\$ 260.7	\$ 437.7	\$ 279.4	\$ 456.2	\$ 464.4
Less: Expenditures for property, plant, and equipment	(69.2)	(70.2)	(71.0)	(78.0)	(94.7)	(100.9)	(133.7)	(158.4)	(191.7)	(223.1)	(232.1)
Free Cash Flow Before Distributions on AmeriGas Partners Publically Held Common Units	\$ 109.3	\$ 71.7	\$ 61.7	\$ 125.5	\$ 152.8	\$ 148.2	\$ 127.0	\$ 279.3	\$ 87.7	\$ 233.1	\$ 232.3
Less: Distributions on AmeriGas Partners Publically Held Common Units	(39.0)	(39.0)	(39.1)	(44.3)	(53.5)	(56.4)	(62.4)	(66.6)	(73.6)	(85.0)	(80.9)
UGI Free Cash Flow After Distributions on AmeriGas Partners Publically Held Common Un	\$ 70.3	\$ 32.7	\$ 22.6	\$ 81.2	\$ 99.3	\$ 91.8	\$ 64.6	\$ 212.7	\$ 14.1	\$ 148.1	\$ 151.4

	Year Ended September 30,									
	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Net Cash Provided By Operating Activities	\$ 665.0	\$ 598.8	\$ 554.7	\$ 707.7	\$ 801.5	\$ 1,005.4	\$ 1,163.8	\$ 969.7	\$ 964.4	\$ 1,085.3
Less: Expenditures for property, plant, and equipment	(301.8)	(347.3)	(360.7)	(339.4)	(486.0)	(456.8)	(490.6)	(563.8)	(638.9)	(574.9)
Free Cash Flow Before Distributions on AmeriGas Partners Publically Held Common Units	\$ 363.2	\$ 251.5	\$ 194.0	\$ 368.3	\$ 315.5	\$ 548.6	\$ 673.2	\$ 405.9	\$ 325.5	\$ 510.4
Less: Distributions on AmeriGas Partners Publically Held Common Units	(90.4)	(89.1)	(93.7)	(181.7)	(226.5)	(237.7)	(248.9)	(257.3)	(261.6)	(263.0)
UGI Free Cash Flow After Distributions on AmeriGas Partners Publically Held Common Un	\$ 272.8	\$ 162.4	\$ 100.3	\$ 186.6	\$ 89.0	\$ 310.9	\$ 424.3	\$ 148.6	\$ 63.9	\$ 247.4

# Midstream & Marketing Total Margin

(\$ in millions)

	Year Ended September 30,											
	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Total Revenues	\$ 1,409.8	\$ 1,696.4	\$ 1,309.5	\$ 1,222.6	\$ 1,155.9	\$ 942.2	\$ 1,122.8	\$ 1,473.7	\$ 1,181.4	\$ 876.6	\$ 1,121.2	\$ 1,421.7
Total Cost of Sales	(1,282.3)	(1,541.0)	(1,147.8)	(1,055.5)	(986.5)	(779.7)	(927.3)	(1,149.8)	(872.4)	(612.2)	(856.7)	(1,090.8)
Net Margin	\$ 127.5	\$ 155.3	\$ 161.7	\$ 167.1	\$ 169.4	\$ 162.5	\$ 195.5	\$ 323.9	\$ 309.0	\$ 264.4	\$ 264.5	\$ 330.9
Margin Breakdown:												
Commodity Marketing	\$ 42.7	\$ 38.9	\$ 42.2	\$ 60.2	\$ 67.5	\$ 56.9	\$ 57.6	\$ 61.9	\$ 60.6	\$ 45.7	\$ 48.8	\$ 49.8
Midstream	30.7	46.1	49.0	47.4	51.7	57.5	74.9	184.9	180.4	161.1	168.0	225.0
Power Generation	27.5	39.2	35.0	27.7	18.2	16.0	31.5	45.5	43.6	34.2	27.9	34.9
HVAC	26.6	31.2	35.5	31.9	31.9	32.1	31.5	31.7	24.4	23.3	19.8	21.2
Net Margin	\$ 127.5	\$ 155.3	\$ 161.7	\$ 167.1	\$ 169.4	\$ 162.5	\$ 195.6	\$ 323.9	\$ 309.0	\$ 264.4	\$ 264.5	\$ 330.9

Margin excludes commodity derivative mark-to-market adjustments

# AmeriGas Unit Margins

(\$ in thousands)

	Year Ended September 30,										
	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Propane revenues	\$2,624,672	\$2,091,890	\$2,158,800	\$2,360,439	\$2,677,631	\$2,884,766	\$3,440,868	\$2,612,401	\$2,053,160	\$2,183,538	\$2,545,794
Propane cost of sales	(1,836,917)	(1,254,332)	(1,340,615)	(1,546,161)	(1,642,658)	(1,571,574)	(2,034,592)	(1,301,167)	(719,842)	(891,261)	(1,215,616)
Adjustment for Commodity Mark-to-Market (gain) loss	-	-	-	-	-	-	9,496	47,841	(66,079)	(31,062)	(12,473)
Total adjusted propane margin	\$ 787,755	\$ 837,558	\$ 818,185	\$ 814,278	\$1,034,973	\$1,313,192	\$1,415,772	\$1,359,075	\$1,267,239	\$1,261,215	\$1,317,705
Total Retail and Wholesale Gallons Sold	1,104,400	1,047,900	1,022,600	999,000	1,123,100	1,347,000	1,369,000	1,238,700	1,115,222	1,096,010	1,143,565
Average Adjusted Propane Margin per Gallon	\$ 0.71	\$ 0.80	\$ 0.80	\$ 0.82	\$ 0.92	\$ 0.97	\$ 1.03	\$ 1.10	\$ 1.14	\$ 1.15	\$ 1.15

# UGI International Total Margin

(\$ in millions)

	Year Ended September 30,		
	2008	2013	2018
Total Revenues	\$ 1,124.8	\$ 2,179.2	\$ 2,683.8
Total Cost of Sales	(651.9)	(1,498.4)	(1,620.1)
Net Margin	\$ 472.9	\$ 680.8	\$ 1,063.7

Margin excludes commodity derivative mark-to-market adjustments

# UGI France Unit Margins

(\$ in thousands)

	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
LPG revenues	\$ 1,062,561	\$ 837,676	\$ 887,067	\$ 1,050,628	\$ 1,083,666	\$ 1,244,753	\$ 1,169,610	\$ 942,511	\$ 1,160,013	\$ 1,144,939	\$ 1,349,884
LPG cost of sales	(615,944)	(362,425)	(465,867)	(649,824)	(650,305)	(774,097)	(727,029)	(461,567)	(432,429)	(441,559)	(612,295)
<b>Total adjusted LPG margin (USD)</b>	<b>\$ 446,617</b>	<b>\$ 475,251</b>	<b>\$ 421,200</b>	<b>\$ 400,804</b>	<b>\$ 433,361</b>	<b>\$ 470,656</b>	<b>\$ 442,581</b>	<b>\$ 480,944</b>	<b>\$ 727,584</b>	<b>\$ 703,380</b>	<b>\$ 737,589</b>
Foreign Currency Exchange Rates (Euro/USD)	1.51	1.35	1.36	1.40	1.30	1.31	1.36	1.15	1.11	1.11	1.19
<b>Total adjusted LPG margin (Euro)</b>	<b>€ 296,261</b>	<b>€ 350,903</b>	<b>€ 310,608</b>	<b>€ 286,427</b>	<b>€ 332,758</b>	<b>€ 358,630</b>	<b>€ 326,279</b>	<b>€ 418,212</b>	<b>€ 657,678</b>	<b>€ 633,676</b>	<b>€ 619,823</b>
Total Retail Tons Sold	567	561	542	524	575	596	539	639	963	983	960
Gallons/ton	516	516	516	516	516	516	516	516	516	516	516
<b>Total Retail Gallons Sold</b>	<b>292,616</b>	<b>289,290</b>	<b>279,889</b>	<b>270,542</b>	<b>296,704</b>	<b>307,771</b>	<b>278,320</b>	<b>329,947</b>	<b>497,028</b>	<b>507,228</b>	<b>495,360</b>
<b>Average Adjusted LPG Margin per Gallon</b>	<b>€ 1.01</b>	<b>€ 1.21</b>	<b>€ 1.11</b>	<b>€ 1.06</b>	<b>€ 1.12</b>	<b>€ 1.17</b>	<b>€ 1.17</b>	<b>€ 1.27</b>	<b>€ 1.32</b>	<b>€ 1.25</b>	<b>€ 1.25</b>

Margin excludes commodity derivative mark-to-market adjustments