



UGI
CORPORATION

AmeriGas

Fiscal 2017
Third Quarter Results

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About This Presentation

This presentation contains certain forward-looking statements that management believes to be reasonable as of today's date only. Actual results may differ significantly because of risks and uncertainties that are difficult to predict and many of which are beyond management's control. You should read UGI's Annual Report on Form 10-K for a more extensive list of factors that could affect results. Among them are adverse weather conditions, cost volatility and availability of all energy products, including propane, natural gas, electricity and fuel oil, increased customer conservation measures, the impact of pending and future legal proceedings, liability for uninsured claims and for claims in excess of insurance coverage, domestic and international political, regulatory and economic conditions in the United States and in foreign countries, including the current conflicts in the Middle East, and foreign currency exchange rate fluctuations (particularly the euro), changes in Marcellus Shale gas production, the availability, timing and success of our acquisitions, commercial initiatives and investments to grow our business, our ability to successfully integrate acquired businesses and achieve anticipated synergies, and the interruption, disruption, failure, malfunction, or breach of our information technology systems, including due to cyber-attack. UGI undertakes no obligation to release revisions to its forward-looking statements to reflect events or circumstances occurring after today. In addition, this presentation uses certain non-GAAP financial measures. Please see the appendix for reconciliations of these measures to the most comparable GAAP financial measure.

Third Quarter Recap

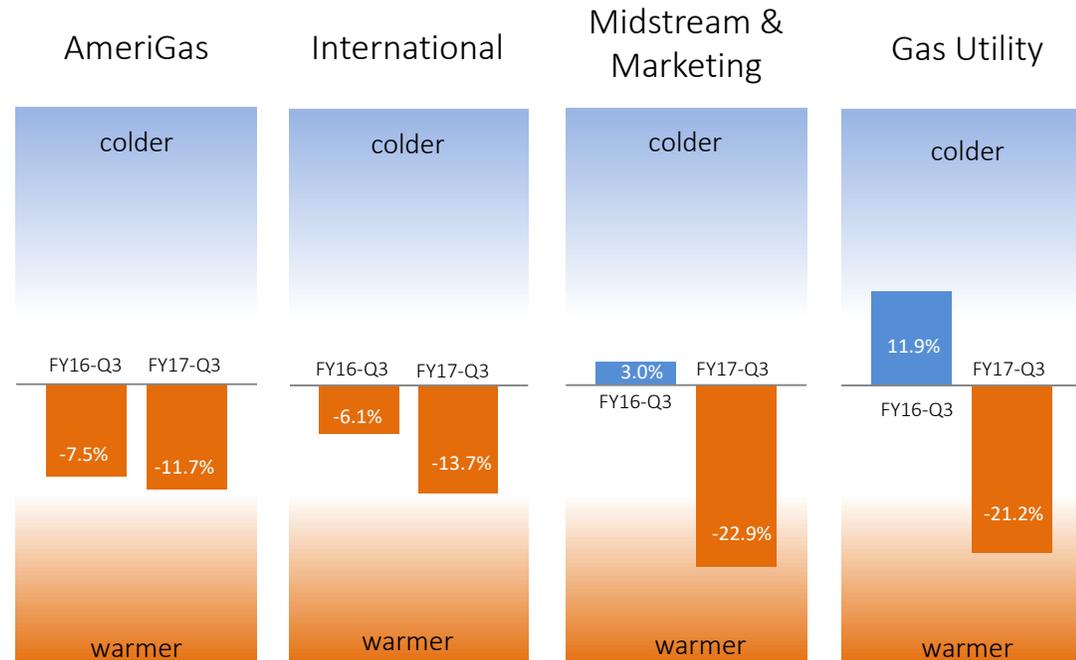
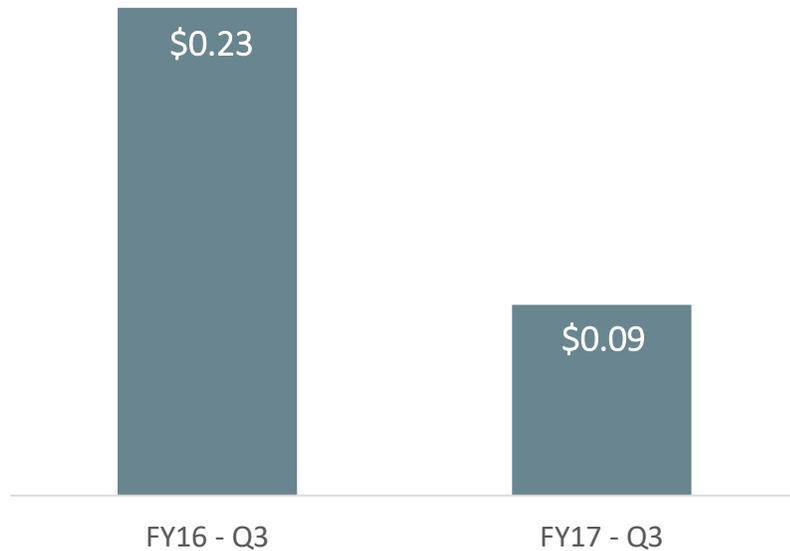
John Walsh
President & CEO, UGI



Q3 Earnings Recap

- Results in line with historical third quarter levels despite temperatures that were 12%-23% warmer than normal
- Full year adjusted EPS is expected to remain at, or slightly below the low end of our guidance range of \$2.30 to \$2.45

Adjusted EPS



VERSUS PRIOR YEAR	AmeriGas	International	Midstream & Marketing	Gas Utility
	4.6% warmer	8.1% warmer	26.1% warmer	29.6% warmer

Adjusted Earnings Per Share is a non-GAAP measure. See Appendix for reconciliation. Because we are unable to predict certain potentially material items affecting diluted earnings per share on a GAAP basis, principally mark-to-market gains and losses on commodity derivative instruments and Finagaz integration expenses, we cannot reconcile full year 2017 adjusted diluted earnings per share, a non-GAAP measure, to diluted full year earnings per share, the most directly comparable GAAP measure, in reliance on the "unreasonable efforts" exception set forth in SEC rules.

Q3 Market Recap



- Filed rate case settlement with Pennsylvania Public Utility Commission
 - If approved, rates would increase by \$11.25 million and go into effect in mid-October
- Manning liquefaction facility placed into service
- AmeriGas completed three acquisitions in Q3, five YTD
- National Accounts and ACE volume well above prior-year levels
- Closed acquisition of Preem Gas in Sweden adding over 20mm gallons

Third Quarter Financial Review

Kirk Oliver

Chief Financial Officer, UGI



Q3 Adjusted Earnings

(\$ millions, except per share amounts)	FY16-Q3	FY17-Q3
Net income (loss) attributable to UGI Corporation (GAAP)	\$60.7	\$ (19.0)
Net (gains) losses on commodity derivative instruments ¹	(29.6)	19.8
Unrealized losses on foreign currency derivative instruments ¹	-	10.5
Loss on extinguishments of debt ¹	6.1	0.7
Integration expenses associated with Finagaz ¹	2.8	4.6
Adjusted net income attributable to UGI Corporation	\$40.0	\$16.6
	FY16-Q3	FY17-Q3
UGI Corporation - Diluted Earnings (Loss) Per Share (GAAP)	\$.34	\$(0.11)
Net (gains) losses on commodity derivative instruments ²	(0.16)	0.10
Unrealized losses on foreign currency derivative instruments	-	0.06
Loss on extinguishments of debt ²	0.03	0.01
Integration expenses associated with Finagaz	0.02	0.03
Adjusted diluted earnings per share³	\$0.23	\$0.09

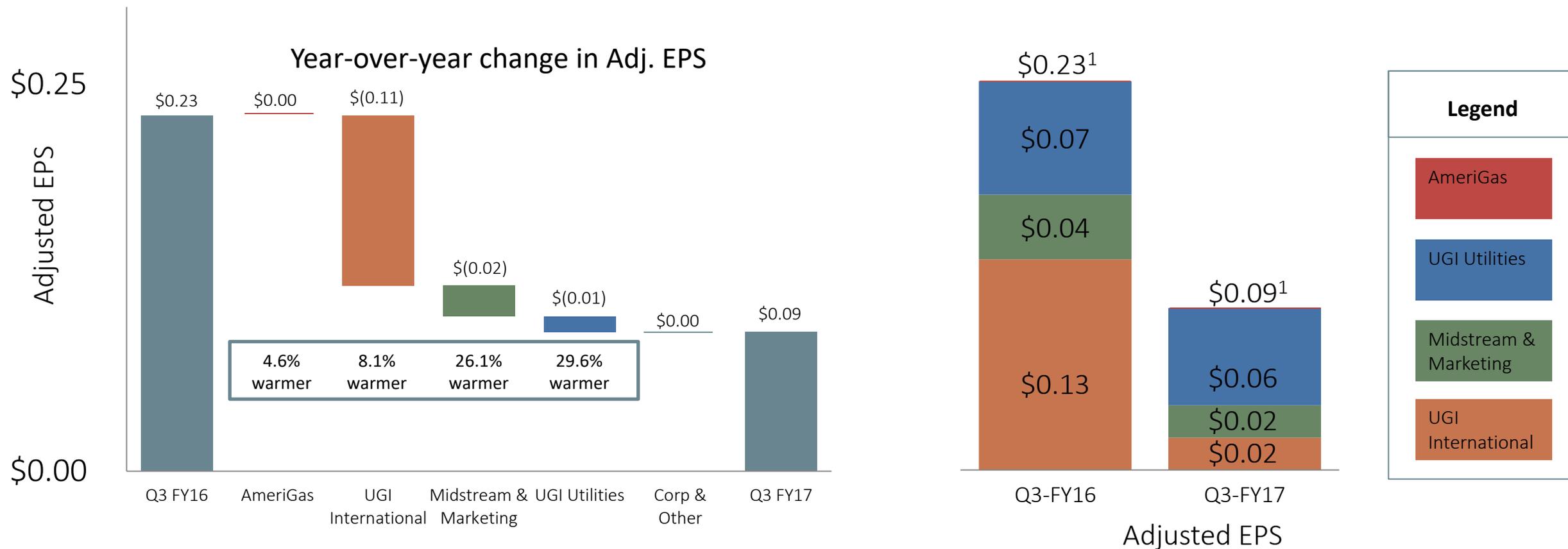
¹ Income taxes associated with pre-tax adjustments determined using statutory business unit tax rates

² Includes the effects of rounding

³ Adjusted diluted earnings per share for FY 17 Q3 is based upon fully diluted shares of 177.298 million

Q3 Results Recap

Weather warmer than the prior year in all business segments;
International year-over-year change primarily due to higher LPG costs reducing “parachute” effect

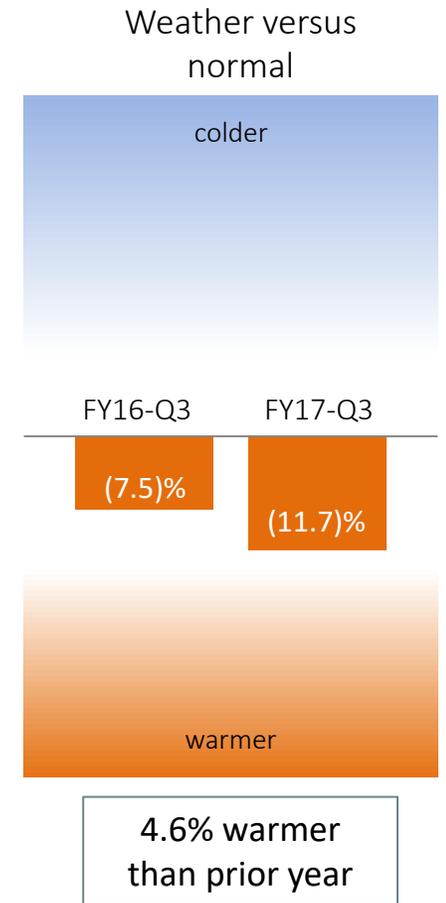


Financial Results – AmeriGas

(\$ millions)	FY16-Q3		FY17-Q3
Adjusted EBITDA	\$64.6		
Retail Margin		(7.3)	} Total margin
Wholesale and Other Total Margin		1.4	
Operating and Administrative Expenses*		(2.7)	
Other Income and Expense, net		2.4	
Adjusted EBITDA			\$58.4

- Volume down 4% primarily due to warm weather
- April, the most significant shoulder month, was 11% warmer than last year
- Operating expenses increased due to a settlement with an insurance carrier partially offset by lower employee group insurance expenses

*Excluding impact of environmental accrual for MGP site (\$7.5 million)



Financial Results – UGI International

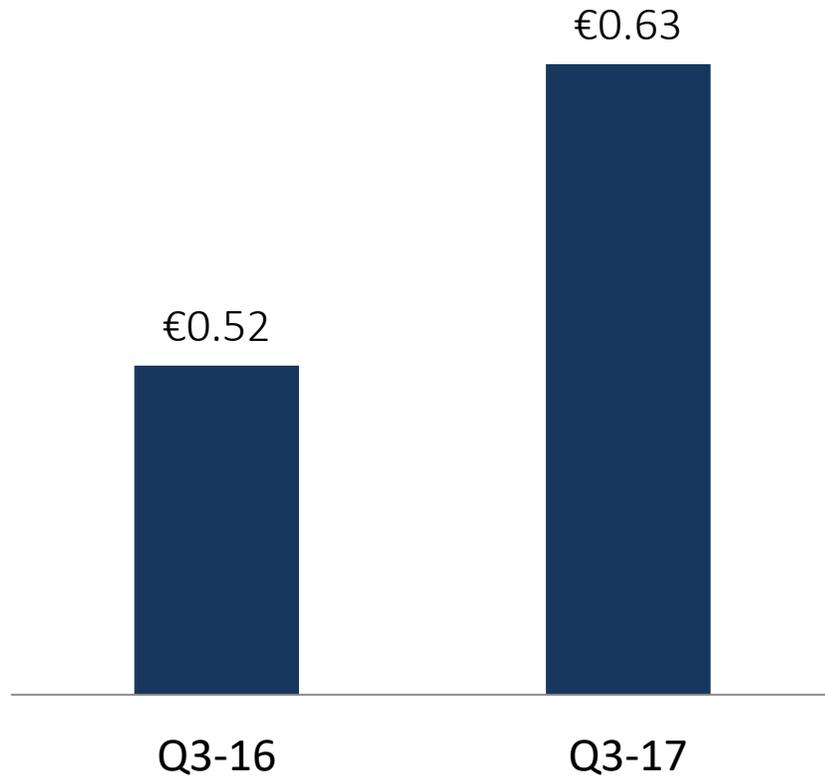
(\$ millions)	FY16-Q3	FY17-Q3
Income Before Taxes	\$27.7	
Total Margin		(42.7)
Operating and Administrative Expenses		13.8
Depreciation and Amortization		(3.7)
Interest Expense		0.2
Other Income and Expense, net		(0.5)
Loss Before Taxes		\$ (5.2)
Integration Expenses	4.5	7.0
Adjusted Income Before Taxes	\$32.2	\$1.8

- Volume down 6.7% due to weather that was 8.1% warmer than prior year
- Unit margin was down from last year due to prior year uplift resulting from “parachute” effect created by rapidly declining LPG prices in France
- Operating and administrative expenses decreased by \$13.8 million due to synergies achieved with the Finagaz acquisition, lower maintenance & logistics expenses, and the translation effects of weaker currencies

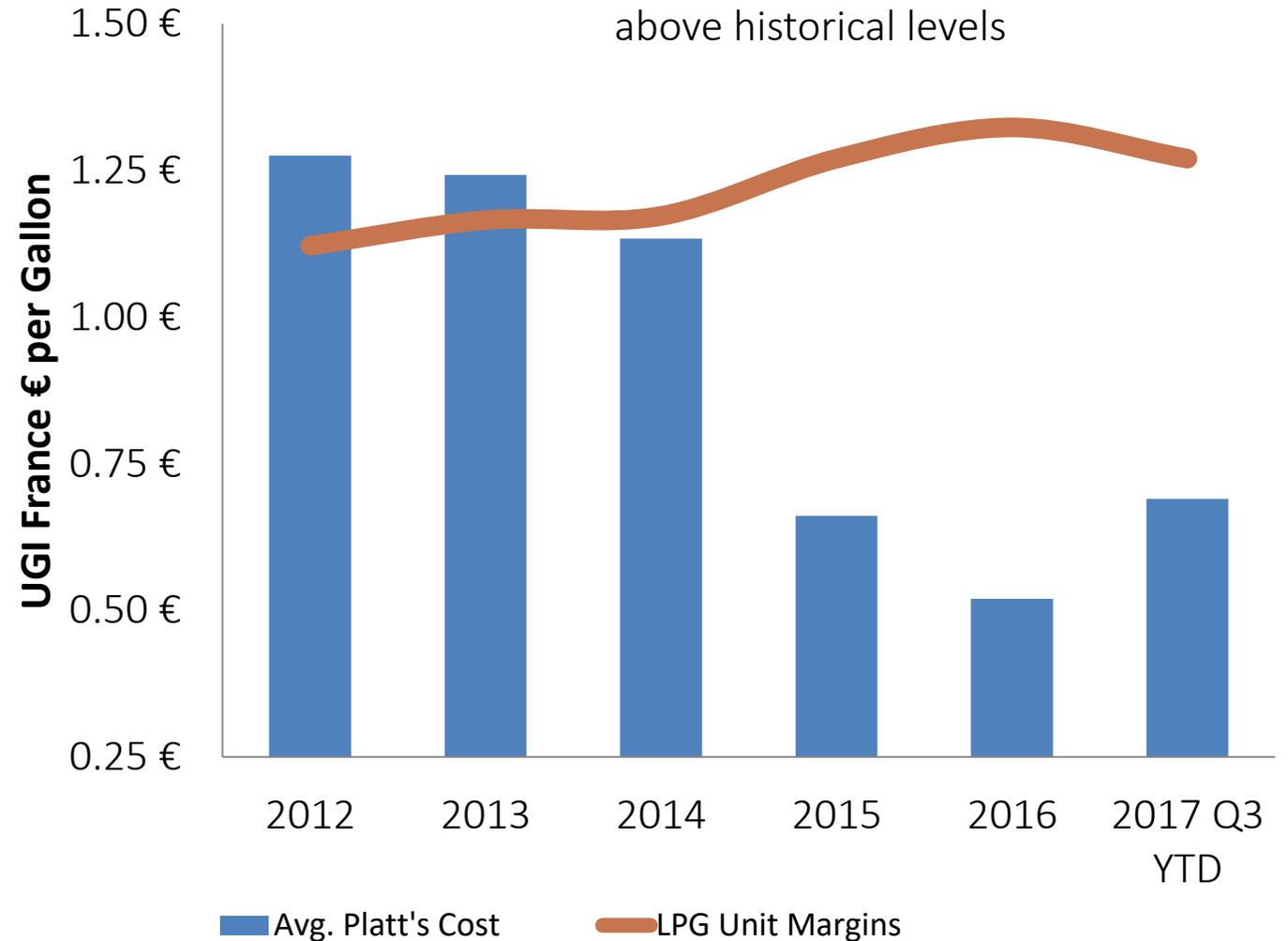


UGI International LPG Costs and Unit Margins

Propane costs 22% higher than prior year



Slight decrease in unit margins YTD but still above historical levels



Financial Results – Midstream & Marketing

(\$ millions)	FY16-Q3		FY17-Q3
Income Before Taxes	\$ 10.9		
Total Margin		(8.5)	
Operating and Administrative Expenses		(0.4)	
Depreciation and Amortization		(1.2)	
Interest Expense		0.1	
Other Income and Expenses, net		2.4	
Income Before Taxes			\$3.3

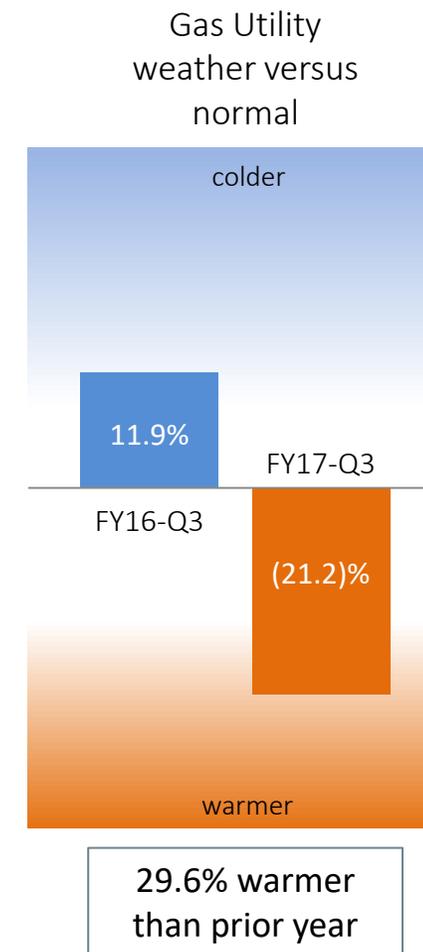
- Lower margin reflects lower capacity management margin and slightly lower HVAC margin which was partially offset by higher storage and peaking margin
- Capacity management margin decrease due to higher fixed demand charges on increased capacity commitments and lower capacity prices
- Other income & expense includes AFUDC (Allowance for Funds Used During Construction) income of \$1.9 million



Financial Results – Utilities

(\$ millions)	FY16-Q3		FY17-Q3
Income Before Taxes	\$20.7		
Total Margin		(1.2)	
Operating and Administrative Expenses		(5.9)	
Depreciation and Amortization		(1.3)	
Interest Expense		(1.1)	
Other Income and Expense, net		6.3	
Income Before Taxes			\$17.5

- Income before taxes down only \$3.2 million despite weather that was nearly 30% warmer than last year
- Core customer throughput decreased 16%, however, total throughput increased ~7% due to higher large firm delivery service volume associated with a new gas-fired generation facility
- Operating and administrative expenses were up primarily due to higher customer account and distribution expenses
- Other income & expense includes insurance settlement of \$5.8 million associated with out-of-state manufactured gas plant sites

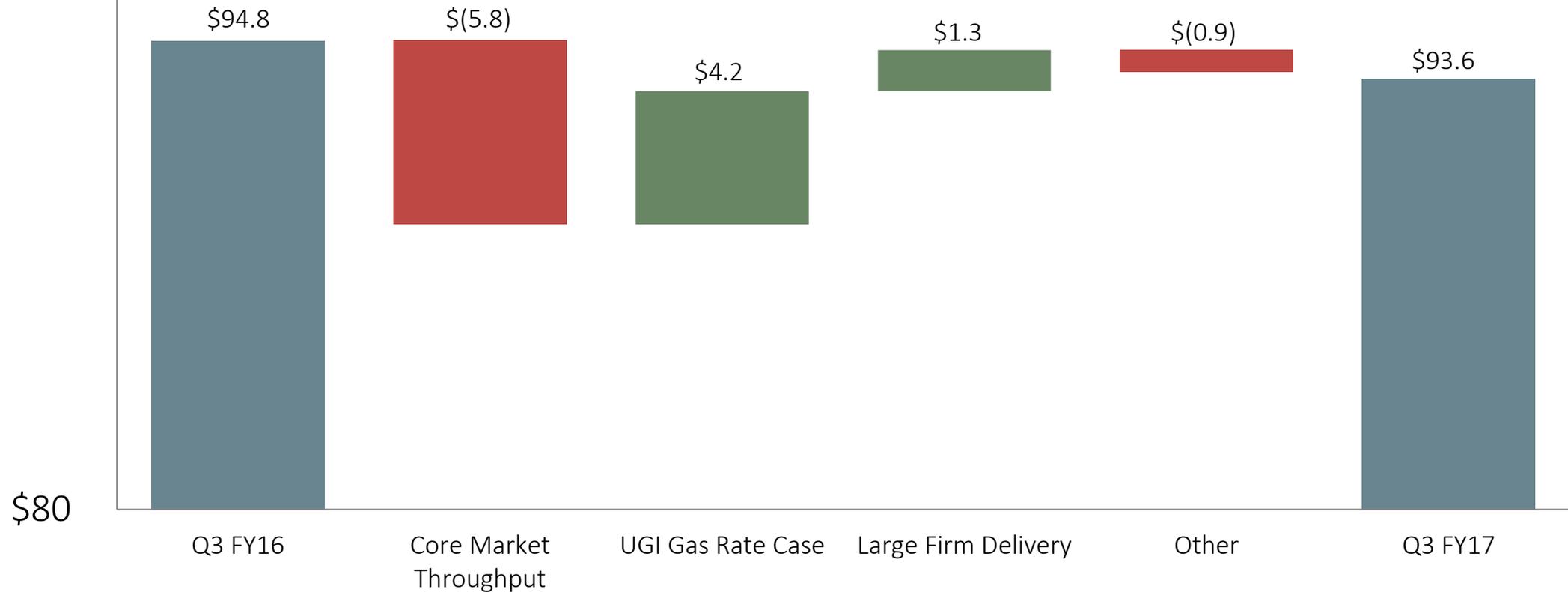


Utilities Total Margin

(\$ millions)

\$100

Weather impact largely offset by rate increase and large firm volume



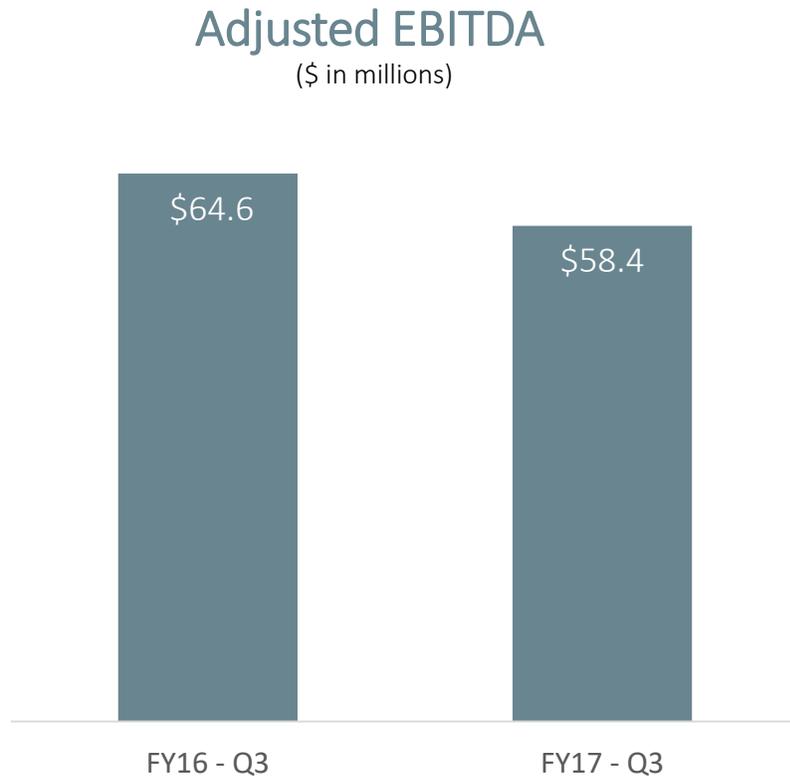


Third Quarter Recap

Jerry Sheridan
President & CEO, AmeriGas



Q3 Earnings Recap



- The quarter ended 12% warmer than normal and 5% warmer than last year
- April was 17% warmer than normal and 11% warmer than April of last year
- Volume down 4% on 5% warmer weather
- Average propane costs were 28% higher than Q3 2016
- Unit margins up \$0.01 despite increased propane costs
- Opex included \$13 million of unusual charges. Exclusive of these, opex declined from last year.
- Fiscal year end EBITDA guidance expected to remain in the range of \$550 million

Growth Initiatives/Other

Cylinder Exchange

- Volume up versus prior year
- Strong Fourth of July weekend that will contribute to Q4 results

National Accounts

- Increased volume versus prior year
- On pace for record volume and earnings in FY 2017

Acquisitions

- Completed 3 acquisitions QTD (5 YTD)

Liquidity / Capitalization

- Long-term debt refinancing is complete
- Available revolver capacity is ~\$380 million



Conclusion and Q&A

John Walsh
President & CEO, UGI



Clear Path to Growth

MIDSTREAM & MARKETING

- Sunbury pipeline now in service; fees commence in Q4
- Steelton LNG storage and vaporization facility under construction; scheduled to be completed in early 2018
- Awaiting FERC quorum in order for PennEast to complete remaining permits; anticipate construction beginning in 2018

AMERIGAS

- Pipeline of acquisition targets remains strong
- Have added ~6 million gallons through M&A YTD
- Investments in technology will continue to yield cost savings

UGI UTILITIES

- Robust investment at our Gas Utility; capital expenditures to exceed \$300 million this year
- Will add ~14,000 new residential and heating customers
- New IT system to be rolled out by September

UGI INTERNATIONAL

- Preem acquisition example of bolt-on growth opportunities available
- Will continue to seek opportunities to push geographic boundaries and expand gas marketing business

APPENDIX

UGI Supplemental Footnotes



- Management uses "adjusted net income attributable to UGI" and "adjusted diluted earnings per share," both of which are non-GAAP financial measures, when evaluating UGI's overall performance. For the periods presented, adjusted net income attributable to UGI is net income attributable to UGI Corporation after excluding net after-tax gains and losses on commodity and certain foreign currency derivative instruments not associated with current period transactions (principally comprising changes in unrealized gains and losses on derivative instruments), Finagaz integration expenses, losses associated with extinguishments of debt and the impact on net deferred tax liabilities from a change in French corporate income tax rate. Volatility in net income at UGI can occur as a result of gains and losses on commodity and certain foreign currency derivative instruments not associated with current period transactions but included in earnings in accordance with U.S. generally accepted accounting principles ("GAAP").
- Non-GAAP 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 that these non-GAAP measures provide meaningful information to investors about UGI's performance because they eliminate the impact of (1) gains and losses on commodity and certain foreign currency derivative instruments not associated with current-period transactions and (2) other significant discrete items that can affect the comparison of period-over-period results.
- The following table reconciles net income attributable to UGI Corporation, the most directly comparable GAAP measure, to adjusted net income attributable to UGI Corporation, and reconciles diluted earnings per share, the most comparable GAAP measure, to adjusted diluted earnings per share, to reflect the adjustments referred to above:

UGI Adjusted Net Income and EPS



Three Months Ended June 30, 2017 (millions)	Total	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other
Adjusted net income attributable to UGI Corporation:						
Net (loss) income attributable to UGI Corporation	\$ (19.0)	\$ (1.4)	\$ (2.0)	\$ 3.0	\$ 10.7	\$ (29.3)
Net losses on commodity derivative instruments not associated with current period transactions (net of tax of \$(12.6))(a)	19.8	-	-	-	-	19.8
Unrealized losses on foreign currency derivative instruments (net of tax of \$(5.5))(a)	10.5	-	-	-	-	10.5
Loss on extinguishment of debt (net of tax of \$(0.4)) (a)	0.7	0.7	-	-	-	-
Integration expenses associated with Finagaz (net of tax of \$(2.4))(a)	4.6	-	4.6	-	-	-
Adjusted net income (loss) attributable to UGI Corporation	\$ 16.6	\$ (0.7)	\$ 2.6	\$ 3.0	\$ 10.7	\$ 1.0

Adjusted diluted earnings per share:						
UGI Corporation (loss) earnings per share - diluted	\$ (0.11)	\$ (0.01)	\$ (0.01)	\$ 0.02	\$ 0.06	\$ (0.17)
Net losses on commodity derivative instruments not associated with current period transactions (b)	0.10	-	-	-	-	0.10
Unrealized losses on foreign currency derivative instruments	0.06	-	-	-	-	0.06
Loss on extinguishment of debt (b)	0.01	0.01	-	-	-	-
Integration expenses associated with Finagaz	0.03	-	0.03	-	-	-
Adjusted diluted earnings (loss) per share (c)	\$ 0.09	\$ -	\$ 0.02	\$ 0.02	\$ 0.06	\$ (0.01)

Three Months Ended June 30, 2016 (millions)	Total	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other
Adjusted net income attributable to UGI Corporation:						
Net income (loss) attributable to UGI Corporation	\$ 60.7	\$ (4.5)	\$ 19.2	\$ 6.8	\$ 12.6	\$ 26.6
Net gains on commodity derivative instruments not associated with current period transactions (net of tax of \$18.0) (a)	(29.6)	-	-	-	-	(29.6)
Loss on extinguishments of debt (net of tax of \$(3.9)) (a)	6.1	6.1	-	-	-	-
Integration expenses associated with Finagaz (net of tax of \$(1.7)) (a)	2.8	-	2.8	-	-	-
Adjusted net income (loss) attributable to UGI Corporation	\$ 40.0	\$ 1.6	\$ 22.0	\$ 6.8	\$ 12.6	\$ (3.0)

Adjusted diluted earnings per share:						
UGI Corporation earnings (loss) per share - diluted	\$ 0.34	\$ (0.03)	\$ 0.11	\$ 0.04	\$ 0.07	\$ 0.15
Net gains on commodity derivative instruments not associated with current period transactions (b)	(0.16)	-	-	-	-	(0.16)
Loss on extinguishment of debt	0.03	0.03	-	-	-	-
Integration expenses associated with Finagaz	0.02	-	0.02	-	-	-
Adjusted diluted earnings (loss) per share	\$ 0.23	\$ -	\$ 0.13	\$ 0.04	\$ 0.07	\$ (0.01)

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

(b) Includes effects of rounding

(c) Adjusted diluted earnings per share for three months ended June 30, 2017 is based upon fully diluted shares of 177.298 million

Fiscal Third Quarter Adjusted Net Income

Three Months Ended June 30 (millions, except per share amounts)	2017	2016	2015	2014	2013
Adjusted net income attributable to UGI Corporation:					
Net (loss) income attributable to UGI Corporation	\$ (19.0)	\$ 60.7	\$ 9.6	\$ 20.6	\$ 9.1
Net losses on commodity derivative instruments not associated with current period transactions (net of tax of \$(12.6), \$18.0, \$2.3, \$2.6, \$(2.4), respectively)(a)	19.8	(29.6)	(4.9)	(3.5)	3.3
Unrealized losses on foreign currency derivative instruments (net of tax of \$(5.5))(a)	10.5	-	-	-	-
Loss on extinguishment of debt (net of tax of \$(0.4), \$(3.9), \$(5.7), respectively) (a)	0.7	6.1	4.6	-	-
Integration expenses associated with Finagaz (net of tax of \$(2.4), \$(1.7), \$(2.0), respectively)(a)	4.6	2.8	3.1	-	-
Adjusted net income attributable to UGI Corporation	\$ 16.6	\$ 40.0	\$ 12.4	\$ 17.1	\$ 12.4
Adjusted diluted earnings per share:					
UGI Corporation (loss) earnings per share - diluted	\$ (0.11)	\$ 0.34	\$ 0.05	\$ 0.12	\$ 0.05
Net losses (gains) on commodity derivative instruments not associated with current period transactions (b)	0.10	(0.16)	(0.03)	(0.02)	0.02
Unrealized losses on foreign currency derivative instruments	0.06	-	-	-	-
Loss on extinguishment of debt (b)	0.01	0.03	0.03	-	-
Integration expenses associated with Finagaz	0.03	0.02	0.02	-	-
Adjusted diluted earnings per share (c)	\$ 0.09	\$ 0.23	\$ 0.07	\$ 0.10	\$ 0.07

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

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

(c) Adjusted diluted earning per share for three months ended June 30, 2017 is based upon fully diluted shares of 177.298 million

2016 Adjusted Net Income

	<u>Year Ended September 30,</u>	
	<u>2016</u>	
(Million of dollars, except per share amounts)		
NON-GAAP RECONCILIATION:		
Adjusted net income attributable to UGI Corporation:		
Net income attributable to UGI Corporation	\$	364.7
Net (gains) on commodity derivative instruments not associated with current-period transactions (net of tax of \$13.5 (1) (2))		(29.9)
Integration and acquisition expenses associated with Finagaz (net of tax of \$(10.6)) (2)		17.3
Loss on extinguishments of debt (net of tax of \$(5.0)) (2)		7.9
Adjusted net income attributable to UGI Corporation	\$	360.0
Adjusted earnings per common share attributable to UGI stockholders:		
UGI Corporation earnings per share - diluted	\$	2.08
Net (gains) on commodity derivative instruments not associated with current-period transactions (1)		(0.17)
Integration and acquisition expenses associated with Finagaz		0.10
Loss on extinguishments of debt		0.04
Adjusted diluted earnings per share	\$	2.05

(1) Includes the effects of rounding.

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

UGI France Unit Margins



(thousands)	Year Ended September 30,					
	2012	2013	2014	2015	2016	2017 Q3YTD
LPG revenues	\$ 1,083,666	\$ 1,244,753	\$ 1,169,610	\$ 942,511	\$ 1,160,013	\$ 937,814
LPG cost of sales	(650,305)	(774,097)	(727,029)	(471,511)	(418,358)	(363,757)
Adjustment for Commodity Mark-to-Market loss (gain)	-	-	-	9,944	(14,071)	5,433
Total adjusted LPG margin (USD)	\$ 433,361	\$ 470,656	\$ 442,581	\$ 480,944	\$ 727,584	\$ 579,490
Foreign Currency Exchange Rates (Euro/USD)	1.30	1.31	1.36	1.15	1.11	1.08
Total adjusted LPG margin (Euro)	€ 332,758	€ 358,630	€ 326,279	€ 418,212	€ 657,678	€ 536,565
Total Retail Tons Sold	575	596	539	639	963	820
Average Adjusted Propane Margin per Ton	579	601	605	654	683	654
Gallons/ton	516	516	516	516	516	516
Total Retail Gallons Sold	296,704	307,771	278,320	329,947	497,028	423,120
Average Adjusted LPG Margin per Gallon	€ 1.12	€ 1.17	€ 1.17	€ 1.27	€ 1.32	€ 1.27

AmeriGas Supplemental Footnotes



- The enclosed supplemental information contains a reconciliation of earnings before interest expense, income taxes, depreciation and amortization ("EBITDA") and Adjusted EBITDA to Net Income.
- EBITDA and Adjusted EBITDA are not measures of performance or financial condition under accounting principles generally accepted in the United States ("GAAP"). Management believes EBITDA and Adjusted EBITDA are meaningful non-GAAP financial measures used by investors to compare the Partnership's operating performance with that of other companies within the propane industry. The Partnership's definitions of EBITDA and Adjusted EBITDA may be different from those used by other companies.
- EBITDA and Adjusted EBITDA should not be considered as alternatives to net income (loss) attributable to AmeriGas Partners, L.P. Management uses EBITDA to compare year-over-year profitability of the business without regard to capital structure as well as to compare the relative performance of the Partnership to that of other master limited partnerships without regard to their financing methods, capital structure, income taxes or historical cost basis. Management uses Adjusted EBITDA to exclude from AmeriGas Partners' EBITDA gains and losses that competitors do not necessarily have to provide additional insight into the comparison of year-over-year profitability to that of other master limited partnerships. In view of the omission of interest, income taxes, depreciation and amortization, gains and losses on commodity derivative instruments not associated with current-period transactions, and other gains and losses that competitors do not necessarily have from Adjusted EBITDA, management also assesses the profitability of the business by comparing net income attributable to AmeriGas Partners, L.P. for the relevant periods. Management also uses Adjusted EBITDA to assess the Partnership's profitability because its parent, UGI Corporation, uses the Partnership's Adjusted EBITDA to assess the profitability of the Partnership, which is one of UGI Corporation's business segments. UGI Corporation discloses the Partnership's Adjusted EBITDA as the profitability measure for its domestic propane segment.

AmeriGas EBITDA and Adjusted EBITDA

EBITDA and Adjusted EBITDA: (numbers in millions)	Three Months Ended June 30,	
	2016	2017
Net loss attributable to AmeriGas Partners, L.P.	\$ (33.1)	\$ (46.8)
Income tax expense	1.0	0.6
Interest expense	40.8	40.6
Depreciation	35.7	35.5
Amortization	10.7	10.7
EBITDA	55.1	40.6
(Subtract net gains) add net losses on commodity derivative instruments not associated with current-period transactions	(27.8)	6.0
Loss on extinguishments of debt	37.1	4.4
MGP environmental accrual	-	7.5
Noncontrolling interest in net gains (losses) on commodity derivative instruments not associated with current-period transactions and MGP environmental accrual	0.2	(0.1)
Adjusted EBITDA	\$ 64.6	\$ 58.4

(numbers in thousands)	Forecast Fiscal Year Ending September 30, 2017
Adjusted EBITDA (estimate)	\$ 550,000
Interest expense (estimate)	160,000
Income tax expense (estimate)	2,000
Depreciation (estimate)	138,000
Amortization (estimate)	42,000

Investor Relations:

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