

**UGI INTERNATIONAL, LLC
AND SUBSIDIARIES**

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
AND
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS
OF OPERATIONS
for the three and nine months ended June 30, 2025 and 2024
(Unaudited)

UGI INTERNATIONAL, LLC AND SUBSIDIARIES
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UGI INTERNATIONAL, LLC AND SUBSIDIARIES
GLOSSARY OF TERMS AND ABBREVIATIONS

Terms and abbreviations used in this document are defined below:

UGI International and Related Entities

AmeriGas Partners - AmeriGas Partners, L.P., a Delaware limited partnership and an indirect wholly owned subsidiary of UGI

AvantiGas - AvantiGas Limited, an indirect wholly owned subsidiary of UGI International

Company - UGI International and its consolidated subsidiaries collectively

DVEP - DVEP Investeringen B.V., an indirect wholly owned subsidiary of UGI International

Enterprises - UGI Enterprises, LLC, a Pennsylvania limited liability company and wholly owned subsidiary of UGI

Flaga - Flaga GmbH, an indirect wholly owned subsidiary of UGI International

UGI - UGI Corporation or, collectively, UGI Corporation and its consolidated subsidiaries

UGI France - UGI France SAS (*a Société par actions simplifiée*), an indirect wholly owned subsidiary of UGI International

UGI International - UGI International, LLC, a wholly owned subsidiary of Enterprises

UniverGas - UniverGas Italia S.r.l, an indirect wholly owned subsidiary of UGI International prior to its sale in June 2025

Other Terms and Abbreviations

2.50% Senior Notes - An underwritten private placement of €400 million principal amount of senior unsecured notes due December 1, 2029, issued by UGI International, LLC

2024 Annual Report - UGI International's audited financial statements and related notes, along with Management's Discussion and Analysis of Financial Condition and Results of Operations for the fiscal year ended September 30, 2024

2024 nine-month period - Nine months ended June 30, 2024

2024 three-month period - Three months ended June 30, 2024

2025 nine-month period - Nine months ended June 30, 2025

2025 three-month period - Three months ended June 30, 2025

AOCI - Accumulated Other Comprehensive Income (Loss)

ASC - Accounting Standards Codification

ASC 606 - ASC 606, "Revenue from Contracts with Customers"

ASU - Accounting Standards Update

Euribor - Euro Interbank Offered Rate

Fiscal 2024 - The fiscal year ended September 30, 2024

Fiscal 2025 - The fiscal year ending September 30, 2025

GAAP - U.S. generally accepted accounting principles

LPG - Liquefied petroleum gas

NPNS - Normal purchase and normal sale

OBBBA - One Big Beautiful Bill Act

UGI INTERNATIONAL, LLC AND SUBSIDIARIES

UGI International 2023 Credit Agreement – A five-year unsecured senior facilities agreement entered into in March 2023 comprising a €300 million variable-rate term loan facility and a €500 million multicurrency revolving credit facility scheduled to expire in March 2028

U.S. - United States of America

USD - U.S. Dollar

VDP - Voluntary Departure Plan

UGI INTERNATIONAL, LLC AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited)
(Millions of dollars)

	June 30, 2025	September 30, 2024	June 30, 2024
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 271	\$ 127	\$ 129
Restricted cash	6	7	9
Accounts receivable (less allowances for doubtful accounts of \$20, \$28 and \$29, respectively)	336	317	363
Inventories	125	146	125
Derivative instruments	—	11	21
Prepaid expenses and other current assets	28	61	47
Total current assets	766	669	694
Property, plant and equipment, (less accumulated depreciation of \$1,211, \$1,120 and \$1,082, respectively)	965	987	957
Goodwill	965	950	913
Intangible assets, net	82	99	98
Derivative instruments	—	6	10
Other assets	412	195	163
Total assets	\$ 3,190	\$ 2,906	\$ 2,835
LIABILITIES AND EQUITY			
Current liabilities:			
Current maturities of long-term debt	\$ 2	\$ 2	\$ 2
Short-term borrowings	259	128	198
Accounts payable	196	238	171
Employee compensation and benefits accrued	91	106	83
Derivative instruments	29	12	5
Other current liabilities	145	118	137
Total current liabilities	722	604	596
Long-term debt	831	785	755
Deferred income taxes	158	161	169
Derivative instruments	22	10	—
Customer tank and cylinder deposits	250	243	237
Other noncurrent liabilities	79	77	68
Total liabilities	2,062	1,880	1,825
Commitments and contingencies (Note 7)			
Equity:			
Member's equity	1,119	1,017	1,001
Noncontrolling interests	9	9	9
Total equity	1,128	1,026	1,010
Total liabilities and equity	\$ 3,190	\$ 2,906	\$ 2,835

See accompanying notes to condensed consolidated financial statements.

UGI INTERNATIONAL, LLC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(unaudited)
(Millions of dollars)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2025	2024	2025	2024
Revenues	\$ 437	\$ 455	\$ 1,725	\$ 1,812
Costs and expenses:				
Cost of sales	295	224	1,013	1,028
Operating and administrative expenses	125	139	392	472
Operating and administrative expenses - related parties	4	4	13	12
Depreciation and amortization	31	29	89	88
Loss on disposals of businesses	54	1	54	29
Other operating (income) expense, net	(15)	(12)	(32)	(12)
	<u>494</u>	<u>385</u>	<u>1,529</u>	<u>1,617</u>
Operating income (loss)	(57)	70	196	195
Income (loss) from equity investees	—	(26)	(1)	(29)
Other non-operating income (expense), net	(25)	3	(7)	(2)
Interest expense	(13)	(11)	(34)	(33)
Income (loss) before income taxes	(95)	36	154	131
Income tax benefit (expense)	26	(3)	(17)	(24)
Net income (loss)	<u>\$ (69)</u>	<u>\$ 33</u>	<u>\$ 137</u>	<u>\$ 107</u>

See accompanying notes to condensed consolidated financial statements.

UGI INTERNATIONAL, LLC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(unaudited)
(Millions of dollars)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2025	2024	2025	2024
Net income (loss)	\$ (69)	\$ 33	\$ 137	\$ 107
Other comprehensive income (loss):				
Net gains (losses) on derivative instruments (net of tax of \$(1), \$(1), \$(1) and \$0, respectively)	—	2	1	(1)
Reclassifications of net (gains) losses on derivative instruments (net of tax of \$1, \$1, \$1 and \$1, respectively)	1	—	—	(1)
Foreign currency adjustments (net of tax of \$24, \$(2), \$15 and \$3, respectively)	89	(10)	64	15
Benefit plans (net of tax of \$0, \$0, \$0 and \$0, respectively)	1	(1)	1	(1)
Other comprehensive income (loss)	91	(9)	66	12
Comprehensive income attributable to UGI International, LLC	<u>\$ 22</u>	<u>\$ 24</u>	<u>\$ 203</u>	<u>\$ 119</u>

See accompanying notes to condensed consolidated financial statements.

UGI INTERNATIONAL, LLC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(Millions of dollars)

	Nine Months Ended June 30,	
	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income attributable to UGI International, LLC	\$ 137	\$ 107
Adjustments to reconcile net income attributable to UGI International LLC to net cash provided by operating activities:		
Depreciation and amortization	89	88
Deferred income tax expense (benefit), net	(41)	(16)
Changes in unrealized gains and losses on derivative instruments	62	64
Loss on disposal of businesses	54	29
(Gain) loss from equity investees	—	29
Impairment of assets	—	7
Other, net	(14)	(18)
Net change in:		
Accounts receivable	5	44
Income taxes receivable	23	—
Inventories	28	36
Accounts payable	(54)	(112)
Derivative instruments collateral received (paid)	(25)	(28)
Other current assets	37	(7)
Other current liabilities	(25)	(30)
Net cash provided by operating activities	<u>276</u>	<u>193</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures for property, plant and equipment	(54)	(55)
Net proceeds from the disposition of businesses and assets	93	29
Settlement of net investment hedges	(4)	3
Intercompany loan - AmeriGas Partners	(200)	—
Other, net	2	(4)
Net cash provided (used) by investing activities	<u>(163)</u>	<u>(27)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase (decrease) in short-term borrowings	122	(19)
Distributions paid	(101)	(196)
Net cash provided (used) by financing activities	<u>21</u>	<u>(215)</u>
Foreign exchange effect on cash, cash equivalents and restricted cash	9	(1)
Cash, cash equivalents and restricted cash increase (decrease)	<u>\$ 143</u>	<u>\$ (50)</u>
CASH, CASH EQUIVALENTS AND RESTRICTED CASH		
Cash, cash equivalents and restricted cash at end of period	\$ 277	\$ 138
Cash, cash equivalents and restricted cash at beginning of period	134	188
Cash, cash equivalents and restricted cash increase (decrease)	<u>\$ 143</u>	<u>\$ (50)</u>

See accompanying notes to condensed consolidated financial statements.

UGI INTERNATIONAL, LLC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(unaudited)
(Millions of dollars)

	Member's Equity	Noncontrolling Interests	Total
Balance at September 30, 2024	\$ 1,017	\$ 9	\$ 1,026
Net income	137	—	137
Cash distributions	(101)	—	(101)
Other comprehensive income	66	—	66
Balance at June 30, 2025	<u>\$ 1,119</u>	<u>\$ 9</u>	<u>\$ 1,128</u>

	Member's Equity	Noncontrolling Interests	Total
Balance at September 30, 2023	\$ 1,078	\$ 8	\$ 1,086
Net income	107	—	107
Cash distributions	(196)	—	(196)
Other comprehensive income	12	—	12
Other	—	1	1
Balance at June 30, 2024	<u>\$ 1,001</u>	<u>\$ 9</u>	<u>\$ 1,010</u>

See accompanying notes to condensed consolidated financial statements.

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

Note 1 — Nature of Operations

UGI International is a limited liability company domiciled in the Commonwealth of Pennsylvania in the U.S. UGI International is a wholly owned subsidiary of Enterprises, and is a second-tier wholly owned subsidiary of UGI. UGI is a U.S.-based holding company that, through subsidiaries and affiliates, distributes, stores, transports and markets energy products and related services principally in the U.S. and Europe.

UGI International, through its subsidiaries and affiliates, primarily conducts an LPG distribution business throughout much of Europe. The LPG business is conducted principally through our subsidiaries, UGI France, Flaga, AvantiGas, and prior to the sale in June 2025, UniverGas. As of the end of the first quarter of Fiscal 2024, UGI International had exited substantially all of its energy marketing business which primarily marketed natural gas and electricity to customers through third-party distribution systems in France, Belgium, the Netherlands, and the United Kingdom. See Note 5 for additional information.

Note 2 — Summary of Significant Accounting Policies

The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with GAAP. They include all adjustments that we consider necessary for a fair statement of the results for the interim periods presented. Such adjustments consisted only of normal recurring items unless otherwise disclosed. The September 30, 2024, Condensed Consolidated Balance Sheet was derived from audited financial statements but does not include all footnote disclosures from the annual financial statements.

These financial statements should be read in conjunction with the financial statements and related notes included in the Company's 2024 Annual Report. Due to the seasonal nature of our businesses, the results of operations for interim periods are not necessarily indicative of the results to be expected for a full year.

Restricted Cash. Restricted cash principally represents those cash balances in our commodity futures brokerage accounts and certain other cash balances that are restricted from withdrawal. The following table provides a reconciliation of the total cash, cash equivalents and restricted cash reported on the Condensed Consolidated Balance Sheets to the corresponding amounts reported on the Condensed Consolidated Statements of Cash Flows:

	June 30, 2025	June 30, 2024
Cash and cash equivalents	\$ 271	\$ 129
Restricted cash	6	9
Cash, cash equivalents and restricted cash	<u>\$ 277</u>	<u>\$ 138</u>

Derivative Instruments. Derivative instruments are reported on the Condensed Consolidated Balance Sheets at their fair values, unless the NPNS exception is elected. The accounting for changes in fair value depends upon the purpose of the derivative instrument and whether it qualifies and is designated as a hedge for accounting purposes.

Certain of our derivative instruments qualify and are designated as cash flow hedges. For cash flow hedges, changes in the fair values of the derivative instruments are recorded in AOCI, to the extent effective at offsetting changes in the hedged item, until earnings are affected by the hedged item. We discontinue cash flow hedge accounting if occurrence of the forecasted transaction is determined to be no longer probable. Hedge accounting is also discontinued for derivatives that cease to be highly effective. We do not designate our commodity and certain foreign currency derivative instruments as hedges under GAAP. Changes in the fair values of these derivative instruments are reflected in net income. From time to time, we also enter into net investment hedges. Gains and losses on net investment hedges that relate to our foreign operations are included in the cumulative translation adjustment component in AOCI until such foreign net investment is substantially sold or liquidated.

Cash flows from derivative instruments, other than certain net investment hedges, if any, are included in cash flows from operating activities on the Condensed Consolidated Statements of Cash Flows. Cash flows from net investment hedges, if any, are included in cash flows from investing activities on the Condensed Consolidated Statements of Cash Flows.

For a more detailed description of the derivative instruments we use, our accounting for derivatives, our objectives for using them and other information, see Note 9.

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

Use of Estimates. The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses and costs. These estimates are based on management's knowledge of current events, historical experience and various other assumptions that are believed to be reasonable under the circumstances. Accordingly, actual results may be different from these estimates and assumptions.

Goodwill. We do not amortize goodwill, but test it at least annually for impairment at the reporting unit level. A reporting unit is an operating segment or one level below an operating segment (a component) if it constitutes a business for which discrete financial information is available and regularly reviewed by segment management. A reporting unit with goodwill is required to perform an impairment test annually or whenever events or circumstances indicate that the value of goodwill may be impaired.

With respect to the Company's Fiscal 2024 goodwill impairment test, we determined that the Company's fair value exceeded its carrying value by approximately 30%. While the Company believes that its judgments used in the quantitative assessment of Company's fair value are reasonable based upon currently available facts and circumstances, if the Company were not able to achieve its anticipated results and/or if its discount rate were to increase, its fair value would be adversely affected, which may result in an impairment. There was \$965 of goodwill in this reporting unit as of June 30, 2025. The Company will continue to monitor its reporting unit and related goodwill for any possible future non-cash impairment charges.

See Note 11 in the Company's 2024 Annual Report for additional information on our goodwill and intangible assets.

Income Taxes. On July 4, 2025, the U.S. enacted the OBBBA, which includes changes to U.S. tax law that will be applicable to the Company beginning in Fiscal 2026. The OBBBA makes permanent key elements of Tax Cuts and Jobs Act, along with modifications to the international tax framework and the restoration of favorable tax treatment for certain business provisions. The Company is in the process of evaluating all deferred tax balances under the newly enacted tax law and identifying any other impacts on its financial statements as a result of the OBBBA. The results of such evaluation are expected to be reflected in our financial statements in the fourth quarter of Fiscal 2025.

Subsequent Events. Management has evaluated the impact of subsequent events through August 7, 2025, the date these condensed consolidated financial statements were issued and the effects, if any, of such evaluation have been reflected in the condensed consolidated financial statements and related disclosures.

Note 3 — Accounting Changes

Accounting Standards Not Yet Adopted

Disaggregation of Income Statement Expenses. In November 2024, the FASB issued ASU 2024-03, "Disaggregation of Income Statement Expenses (Subtopic 220-40)" which requires enhanced disclosure of income statement expense categories to improve transparency and provide financial statement users with more detailed information about the nature, amount and timing of expenses impacting financial performance. This new guidance is effective for the Company for annual periods beginning October 1, 2027 (Fiscal 2028) and interim periods beginning October 1, 2028 (Fiscal 2029). Early adoption is permitted. The amendments in this ASU may be adopted using the prospective or retrospective methods. The Company is in the process of assessing the impact on its financial statements and determining the transition method and the period in which the new guidance will be adopted.

Improvements to Income Tax Disclosures. In December 2023, the FASB issued ASU 2023-09, "Improvements to Income Tax Disclosures (Topic 740)" which requires entities to disclose, among other items, disaggregated information about a reporting entity's effective tax rate reconciliation and income taxes paid. This new guidance is effective for the Company for annual periods beginning October 1, 2025 (Fiscal 2026). Early adoption is permitted. The amendments in this ASU may be adopted using the prospective or retrospective methods. The Company is in the process of assessing the impact on its financial statements and determining the transition method and the period in which the new guidance will be adopted.

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

Note 4 — Revenue from Contracts with Customers

The Company recognizes revenue when control of promised goods or services is transferred to customers in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. See Note 4 in the Company’s 2024 Annual Report for additional information on our revenues from contracts with customers.

Revenue Disaggregation

The following table presents our disaggregated revenues:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2025	2024	2025	2024
Revenues from contracts with customers:				
LPG:				
Retail	\$ 360	\$ 378	\$ 1,462	\$ 1,472
Wholesale	34	36	127	145
Energy Marketing	12	12	46	110
Other	21	21	60	56
Total revenues from contracts with customers	427	447	1,695	1,783
Other revenues (a)	10	8	30	29
Total revenues	\$ 437	\$ 455	\$ 1,725	\$ 1,812

(a) Primarily represents revenues from tank rentals that are not within the scope of ASC 606 and accounted for in accordance with other GAAP.

Contract Balances

The timing of revenue recognition may differ from the timing of invoicing to customers or cash receipts. Contract assets represent our right to consideration after the performance obligations have been satisfied when such right is conditioned on something other than the passage of time. Contract assets were not material for all periods presented. Substantially all of our receivables are unconditional rights to consideration and are included in “Accounts receivable” on the Condensed Consolidated Balance Sheets. Amounts billed are generally due within the following month.

Contract liabilities arise when payment from a customer is received before the performance obligations have been satisfied and represent the Company’s obligations to transfer goods or services to a customer for which we have received consideration. The balances of contract liabilities were \$30, \$41 and \$34 at June 30, 2025, September 30, 2024 and June 30, 2024, respectively, and are included in “Other current liabilities” on the Condensed Consolidated Balance Sheets. Revenues recognized for the nine months ended June 30, 2025 and 2024, from the amounts included in contract liabilities at September 30, 2024 and 2023, were \$41 and \$65, respectively.

Remaining Performance Obligations

We exclude disclosures related to the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of the reporting period because these contracts have an initial expected term of one year or less, or we have a right to bill the customer in an amount that corresponds directly with the value of services provided to the customer to date.

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

Note 5 — Dispositions

LPG Business Transactions

As part of the Company's ongoing LPG business portfolio optimization efforts, the Company is strategically divesting operations in non-core markets to focus resources where it can achieve superior operational results and deliver enhanced customer value.

In June 2025, UGI International, through a wholly-owned subsidiary, completed the sale of UniverGas, its LPG distribution business in Italy. In conjunction with the sale, during the third quarter of Fiscal 2025, the Company recorded a pre-tax loss of \$51, which is reflected in "Loss on disposals of businesses" on the Condensed Consolidated Statements of Income. The transaction is subject to customary post-closing working capital adjustments.

In June 2025, UGI International, through a wholly-owned subsidiary, entered into a definitive agreement to divest our cylinder business in the United Kingdom. Accordingly, the assets and liabilities associated with this business, primarily comprised of long-lived assets, qualify as held for sale and have been reflected in "Prepaid expenses and other current assets" and "Other current liabilities," respectively, on the Condensed Consolidated Balance Sheet at June 30, 2025. During the third quarter of Fiscal 2025, the Company recognized a non-cash, pre-tax impairment charge of \$3 to record such assets at estimated fair value less costs to sell, which is reflected in "Loss on disposals of businesses" on the Condensed Consolidated Statement of Income. The transaction is expected to close in the fourth quarter of Fiscal 2025, subject to customary closing conditions and working capital adjustments.

Energy Marketing Business

As of the end of the first quarter of Fiscal 2024, pursuant to its previously announced decision, the Company had exited substantially all of its European energy marketing business which primarily marketed natural gas and electricity to customers through third-party distribution systems in France, Belgium, the Netherlands, and the United Kingdom.

France. In October 2023, UGI International, through a wholly-owned subsidiary, sold substantially all of its energy marketing business located in France. In conjunction with the sale, during the nine months ended June 30, 2024, the Company recorded a pre-tax loss of \$29, which amount is reflected in "Loss on disposals of businesses" on the Condensed Consolidated Statements of Income.

Netherlands. In September 2023, a substantial number of DVEP's customers agreed to modify their energy marketing contracts whereby the Company would continue to provide the delivery of electricity and natural gas at fixed prices through December 31, 2023, with the Company's obligations to provide future services terminated effective January 1, 2024. As consideration for the early termination of such contracts, the Company has agreed to make cash payments to the customers equal to the fair values of specific commodity derivative instruments associated with periods after December 31, 2023. The early termination agreements with DVEP customers are considered contract modifications and the cash consideration paid to these customers has been reflected as a reduction in revenues, on a pro-rata basis, over the remaining performance period of such agreements through December 31, 2023. During the first quarter of Fiscal 2024, the Company reduced its revenues from these customers by \$42, which represents the pro-rated performance obligation from October 1, 2023 through December 31, 2023.

Additionally, in December 2023, DVEP completed a sale of a substantial portion of its power purchase agreements for a total consideration to the buyer of \$5 and recorded a loss of \$5, which is reflected in "Other operating (income) expense, net" on the Condensed Consolidated Statements of Income for the nine months ended June 30, 2024.

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

Note 6 — Inventories

Inventories comprise the following:

	June 30, 2025	September 30, 2024	June 30, 2024
LPG	\$ 55	\$ 76	\$ 57
Energy certificates	54	55	53
Materials, supplies and other	16	15	15
Total inventories	<u>\$ 125</u>	<u>\$ 146</u>	<u>\$ 125</u>

Note 7 — Commitments and Contingencies

In the first quarter of Fiscal 2024, UGI France initiated VDPs in consultation with the French Works Councils, pursuant to which employees were incentivized to voluntarily terminate employment or could be subject to involuntary termination to achieve certain workforce reductions. As of June 30, 2024, likelihood of termination benefits under VDPs was probable and the amount of such benefits was reasonably estimable. As a result, for the nine months ended June 30, 2024, UGI International recorded pre-tax severance and other related expenses of \$38, which were reflected in "Operating and administrative expenses" on the Condensed Consolidated Statements of Income.

There are pending claims and legal actions arising in the normal course of our businesses. Although we cannot predict the final results of these pending claims and legal actions, we believe, after consultation with counsel, that the final outcome of these matters will not have a material effect on our financial position, results of operations or cash flows.

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

Note 8 — Fair Value Measurements

Derivative Instruments

The following table presents, on a gross basis, our financial assets and liabilities including both current and noncurrent portions, that are measured at fair value on a recurring basis within the fair value hierarchy.

	Asset (Liability)			Total
	Level 1	Level 2	Level 3	
June 30, 2025				
Assets:				
Commodity contracts	\$ —	\$ 3	\$ —	\$ 3
Foreign currency contracts	\$ —	\$ 1	\$ —	\$ 1
Liabilities:				
Commodity contracts	\$ —	\$ (50)	\$ —	\$ (50)
Foreign currency contracts	\$ —	\$ (26)	\$ —	\$ (26)
Interest rate contracts	\$ —	\$ (2)	\$ —	\$ (2)
September 30, 2024				
Assets:				
Commodity contracts	\$ —	\$ 22	\$ —	\$ 22
Foreign currency contracts	\$ —	\$ 6	\$ —	\$ 6
Liabilities:				
Commodity contracts	\$ —	\$ (18)	\$ —	\$ (18)
Foreign currency contracts	\$ —	\$ (9)	\$ —	\$ (9)
Interest rate contracts	\$ —	\$ (4)	\$ —	\$ (4)
June 30, 2024				
Assets:				
Commodity contracts	\$ —	\$ 33	\$ —	\$ 33
Foreign currency contracts	\$ —	\$ 18	\$ —	\$ 18
Liabilities:				
Commodity contracts	\$ —	\$ (14)	\$ —	\$ (14)
Foreign currency contracts	\$ —	\$ (2)	\$ —	\$ (2)

The fair values of our Level 1 non-exchange-traded commodity futures and forward contracts are based upon actively quoted market prices for identical assets and liabilities. Substantially all of the remaining derivative instruments are designated as Level 2. The fair values of commodity derivatives designated as Level 2 are based upon indicative price quotations available through brokers, industry price publications or recent market transactions and related market indicators. The fair values of our Level 2 interest rate contracts and foreign currency contracts are based upon third-party quotes or indicative values based on recent market transactions.

Nonrecurring Fair Value Measurements

During the quarter ended June 30, 2025, in connection with the pending disposition of the Company's cylinder business in the United Kingdom, we recognized a non-cash, pre-tax impairment charge of \$3 to reduce the carrying amount of the long-lived assets included in the disposal group to their estimated fair value. The Company determined the estimated fair value of such assets fell within Level 2 of the fair value hierarchy and was based upon the estimated sales price. See Note 5 for additional information on this transaction.

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

Other Financial Instruments

The carrying amounts of other financial instruments included in current assets and current liabilities (except for current maturities of long-term debt) approximate their fair values because of their short-term nature. We estimate the fair value of long-term debt by using current market rates and by discounting future cash flows using rates available for similar type debt (Level 2). The carrying amounts and estimated fair values of our long-term debt (including current maturities but excluding unamortized debt issuance costs) were as follows:

	June 30, 2025	September 30, 2024	June 30, 2024
Carrying amount	\$ 838	\$ 793	\$ 764
Estimated fair value	\$ 809	\$ 762	\$ 716

Financial instruments other than derivative financial instruments, such as short-term investments and trade accounts receivable, could expose us to concentrations of credit risk. We limit our credit risk from short-term investments by investing only in major U.S. and international financial institutions. The credit risk from trade accounts receivable is limited because we have a large customer base, which extends across many different markets and several foreign countries. See Note 9 for information regarding concentrations of credit risk associated with our derivative financial instruments.

Note 9 — Derivative Instruments and Hedging Activities

We are exposed to certain market risks related to our ongoing business operations. Management uses derivative financial and commodity instruments, among other things, to manage: (1) commodity price risk, (2) interest rate risk and (3) foreign currency exchange rate risk. Although we use derivative financial and commodity instruments to reduce market risk associated with forecasted transactions, we do not use derivative financial and commodity instruments for speculative or trading purposes. The use of derivative instruments is controlled by our risk management and credit policies, which govern, among other things, the derivative instruments we can use, counterparty credit limits and contract authorization limits. Although our commodity derivative instruments extend over a number of years, a significant portion of our commodity derivative instruments economically hedge commodity price risk during the next twelve months. See Note 2 for additional information on the accounting for our derivative instruments.

The following sections summarize the types of derivative instruments used by the Company to manage these market risks.

Commodity Price Risk

In order to manage market price risk associated changes in prices for LPG, we use over-the-counter commodity derivative instruments, primarily price swap contracts to reduce market risk associated with a portion of our forecasted LPG purchases. Prior to the exit of substantially all of the Company's energy marketing business (see Note 5), we also entered into natural gas and electricity futures and forward contracts, some of which qualified for NPNS under GAAP to manage market price risk associated with fixed-price sales contracts for natural gas and electricity and purchase contracts for electricity. To mitigate short-term market volatility associated with commodity instruments, the Company from time to time enters into diesel swap contracts for a portion of diesel volumes expected to be used in the operation of vehicles and equipment. Volumes associated with diesel swap contracts were not material for all periods presented.

Interest Rate Risk

Certain of our long-term debt agreements have interest rates that are generally indexed to short-term market interest rates. In order to fix the underlying short-term market interest rates, we may enter into pay-fixed, receive-variable interest rate swap agreements and designate such swaps as cash flow hedges. The remainder of our long-term debt is typically issued at fixed rates of interest. As this long-term debt matures, we typically refinance such debt with new debt having interest rates reflecting then-current market conditions. At June 30, 2025, the amount of pre-tax (gains) losses associated with interest rate hedges expected to be reclassified into earnings during the next twelve months is not material.

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

Foreign Currency Exchange Rate Risk

Forward Foreign Currency Exchange Contracts

In order to reduce the volatility in net income associated with our foreign operations, principally as a result of changes in the U.S. dollar exchange rate to the euro and British pound sterling, we enter into forward foreign currency exchange contracts. We layer in these foreign currency exchange contracts over multi-year periods to eventually equal approximately 90% of anticipated UGI International foreign currency earnings before income taxes. Because these contracts are not designated as hedging instruments, realized and unrealized gains and losses on these contracts are recorded in “Other non-operating income (expense), net” on the Condensed Consolidated Statements of Income.

Net Investment Hedges

From time to time, we also enter into certain forward foreign currency exchange contracts to reduce the volatility of the USD value of a portion of our UGI International euro-denominated net investments, including anticipated foreign currency denominated dividends. We account for these foreign currency exchange contracts as net investment hedges and all changes in the fair value of these contracts are reported in the cumulative translation adjustment component in AOCI. We use the spot rate method to measure ineffectiveness of our net investment hedges.

Our euro-denominated long-term debt has been designated as net investment hedges, representing a portion of our euro-denominated net investment. We recognized pre-tax gains (losses) associated with these net investment hedges in the cumulative translation adjustment component in AOCI of \$(68) and \$6 during the three months ended June 30, 2025 and 2024, respectively, and \$(46) and \$(9) during the nine months ended June 30, 2025 and 2024, respectively.

Quantitative Disclosures Related to Derivative Instruments

The following table summarizes by derivative type the gross notional amounts related to open derivative contracts at June 30, 2025, September 30, 2024 and June 30, 2024, and the final settlement dates of the Company's open derivative contracts as of June 30, 2025, excluding those derivatives that qualified for the NPNS exception:

Type	Units	Settlements Extending Through	Notional Amounts (in millions)		
			June 30, 2025	September 30, 2024	June 30, 2024
Commodity Price Risk:					
LPG swaps	Gallons	January 2028	380	326	300
Natural gas forward and futures contracts	Dekatherms	January 2026	1	2	2
Interest Rate Risk:					
Interest rate swaps	Euro	March 2026	€ 300	€ 300	€ 300
Foreign Currency Exchange Rate Risk:					
Forward foreign exchange contracts	USD	September 2028	\$ 440	\$ 389	\$ 367
Net investment hedge forward foreign exchange contracts	Euro	December 2026	€ 106	€ 181	€ 181

Derivative Instrument Credit Risk

We are exposed to risk of loss in the event of nonperformance by our derivative instrument counterparties. Our derivative instrument counterparties principally comprise large energy companies and major U.S. and international financial institutions. We maintain credit policies with regard to our counterparties that we believe reduce overall credit risk. These policies include evaluating and monitoring our counterparties’ financial condition, including their credit ratings, and entering into agreements

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

with counterparties that govern credit limits or entering into netting agreements that allow for offsetting counterparty receivable and payable balances for certain financial transactions, as deemed appropriate.

We have concentrations of credit risk associated with derivative instruments and we evaluate the creditworthiness of our derivative counterparties on an ongoing basis. As of June 30, 2025, the maximum amount of loss, based upon the gross fair values of the derivative instruments, we would incur if these counterparties failed to perform according to the terms of their contracts was \$4. In general, many of our over-the-counter derivative instruments and all exchange contracts call for the posting of collateral by the counterparty or by the Company in the forms of letters of credit, parental guarantees or cash. At June 30, 2025, the Company had received no cash collateral from derivative instrument counterparties. In addition, we may have offsetting derivative liabilities and certain accounts payable balances with certain of these counterparties, which further mitigates the previously mentioned maximum amount of losses.

Offsetting Derivative Assets and Liabilities

Derivative assets and liabilities are presented net by counterparty on our Condensed Consolidated Balance Sheets if the right of offset exists. We offset amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral against amounts recognized for derivative instruments executed with the same counterparty. Our derivative instruments principally comprise over-the-counter transactions. Over-the-counter contracts are bilateral contracts that are transacted directly with a third party. Certain over-the-counter contracts contain contractual rights of offset through master netting arrangements, derivative clearing agreements, and contract default provisions. In addition, the contracts are subject to conditional rights of offset through counterparty nonperformance, insolvency, or other conditions.

In general, many of our over-the-counter transactions are subject to collateral requirements. Types of collateral generally include cash or letters of credit. Cash collateral paid by us to our derivative counterparties, if any, is reflected in the table below to offset derivative liabilities. Cash collateral received by us from our derivative counterparties, if any, is reflected in the table below to offset derivative assets. Certain other accounts receivable and accounts payable balances recognized on our Condensed Consolidated Balance Sheets with our derivative counterparties are not included in the table below but could reduce our net exposure to such counterparties because such balances are subject to master netting or similar arrangements.

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

Fair Value of Derivative Instruments

The following table presents the Company's derivative assets and liabilities by type, as well as the effects of offsetting:

	June 30, 2025	September 30, 2024	June 30, 2024
Derivative assets:			
Derivatives designated as hedging instruments:			
Foreign currency contracts	\$ —	\$ 6	\$ 12
Derivatives not designated as hedging instruments:			
Commodity contracts	3	22	33
Foreign currency contracts	1	—	6
	<u>4</u>	<u>22</u>	<u>39</u>
Total derivative assets - gross	4	28	51
Gross amounts offset in balance sheet	(4)	(9)	(11)
Cash collateral received	—	(2)	(9)
Total derivative assets - net	<u>\$ —</u>	<u>\$ 17</u>	<u>\$ 31</u>
Derivative liabilities:			
Derivatives designated as hedging instruments:			
Interest rate contracts	\$ (2)	\$ (4)	\$ —
Derivatives not designated as hedging instruments:			
Commodity contracts	(50)	(18)	(14)
Foreign currency contracts	(26)	(9)	(2)
	<u>(76)</u>	<u>(27)</u>	<u>(16)</u>
Total derivative liabilities - gross	(78)	(31)	(16)
Gross amounts offset in balance sheet	4	9	11
Cash collateral pledged	23	—	—
Total derivative liabilities - net	<u>\$ (51)</u>	<u>\$ (22)</u>	<u>\$ (5)</u>

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

Effects of Derivative Instruments

The following tables provide information on the effects of derivative instruments on the Condensed Consolidated Statements of Income and changes in AOCI:

Three Months Ended June 30,

	Gain (Loss) Recognized in AOCI		Gain (Loss) Reclassified from AOCI into Income		Location of Gain (Loss) Reclassified from AOCI into Income
	2025	2024	2025	2024	
Cash Flow Hedges:					
Interest rate contracts	\$ 1	\$ 3	\$ —	\$ 1	Interest expense

Net Investment Hedges:

Foreign currency contracts	\$ (17)	\$ 2
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Derivatives Not Designated as Hedging Instruments:	Gain (Loss) Recognized in Income		Location of Gain (Loss) Recognized in Income
	2025	2024	
Commodity contracts	(56)	87	Cost of sales
Foreign currency contracts	(26)	1	Other non-operating income (expense), net
Total	\$ (82)	\$ 88	

Nine Months Ended June 30,

	Gain (Loss) Recognized in AOCI		Gain (Loss) Reclassified from AOCI into Income		Location of Gain (Loss) Reclassified from AOCI into Income
	2025	2024	2025	2024	
Cash Flow Hedges:					
Interest rate contracts	\$ 2	\$ (1)	\$ 1	\$ 2	Interest expense

Net Investment Hedges:

Foreign currency contracts	\$ (10)	\$ —
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Derivatives Not Designated as Hedging Instruments:	Gain (Loss) Recognized in Income		Location of Gain (Loss) Recognized in Income
	2025	2024	
Commodity contracts	\$ —	\$ 1	Revenues
Commodity contracts	(24)	32	Cost of sales
Commodity contracts	(1)	2	Other operating (income) expense, net
Foreign currency contracts	(10)	(7)	Other non-operating income (expense), net
Total	\$ (35)	\$ 28	

We are also a party to a number of other contracts that have elements of a derivative instrument. However, these contracts qualify for NPNS exception accounting because they provide for the delivery of products or services in quantities that are expected to be used in the normal course of operating our business and the price in the contract is based on an underlying that is

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

directly associated with the price of the product or service being purchased or sold. These contracts include, among others, binding purchase orders and contracts which provide for the purchase and delivery, or sale, of energy products.

Note 10 — Accumulated Other Comprehensive Income (Loss)

The tables below present changes in AOCI, net of tax, which amounts are included in "Member's equity" on the Condensed Consolidated Balance Sheets:

	Postretirement Benefit Plans	Derivative Instruments	Foreign Currency	Total
Three Months Ended June 30, 2025				
AOCI — March 31, 2025	\$ 8	\$ (4)	\$ (266)	\$ (262)
Other comprehensive income (loss) before reclassification adjustments	—	—	89	89
Amounts reclassified from AOCI	1	1	—	2
Other comprehensive income (loss)	1	1	89	91
AOCI — June 30, 2025	<u>\$ 9</u>	<u>\$ (3)</u>	<u>\$ (177)</u>	<u>\$ (171)</u>
Three Months Ended June 30, 2024				
AOCI — March 31, 2024	\$ 9	\$ (2)	\$ (275)	\$ (268)
Other comprehensive income (loss) before reclassification adjustments	—	2	(10)	(8)
Amounts reclassified from AOCI	(1)	—	—	(1)
Other comprehensive income (loss)	(1)	2	(10)	(9)
AOCI — June 30, 2024	<u>\$ 8</u>	<u>\$ —</u>	<u>\$ (285)</u>	<u>\$ (277)</u>
Nine Months Ended June 30, 2025				
AOCI — September 30, 2024	\$ 8	\$ (4)	\$ (241)	\$ (237)
Other comprehensive income (loss) before reclassification adjustments	—	1	64	65
Amounts reclassified from AOCI	1	—	—	1
Other comprehensive income (loss)	1	1	64	66
AOCI — June 30, 2025	<u>\$ 9</u>	<u>\$ (3)</u>	<u>\$ (177)</u>	<u>\$ (171)</u>
Nine Months Ended June 30, 2024				
AOCI — September 30, 2023	\$ 9	\$ 2	\$ (300)	\$ (289)
Other comprehensive income (loss) before reclassification adjustments	—	(1)	15	14
Amounts reclassified from AOCI	(1)	(1)	—	(2)
Other comprehensive income (loss)	(1)	(2)	15	12
AOCI — June 30, 2024	<u>\$ 8</u>	<u>\$ —</u>	<u>\$ (285)</u>	<u>\$ (277)</u>

UGI International, LLC and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(unaudited)
(Currency in millions, except where indicated otherwise)

Note 11 — Related Party Transactions

UGI provides certain financial and administrative services to the Company. UGI bills the Company for all direct expenses incurred or paid on behalf of the Company and the Company reimburses UGI for such direct expenses. The Company is billed for its allocated share of UGI indirect corporate expenses. This allocated share is based upon a weighted, three-component formula comprising revenues, operating expenses and net assets employed and considers the Company's relative percentage of such items to the total of such items for all UGI Corporation operating subsidiaries for which general and administrative services are provided. Management believes that this allocation method is reasonable and equitable. The amounts of UGI allocated indirect corporate expenses billed to the Company during the three and nine months ended June 30, 2025 and 2024, have been included in "Operating and administrative expenses - related parties" on the Condensed Consolidated Statements of Income.

On February 4, 2025, UGI International borrowed \$221 under its revolving credit facility. The proceeds from these borrowings were subsequently used to fund an intercompany loan of \$221 to AmeriGas Partners. The intercompany loan agreement has a term of two years, maturing January 29, 2027, and bears interest at a rate of 9.13%. The intercompany loan is unsecured and subordinated to other obligations of AmeriGas Partners. AmeriGas Partners is entitled to prepay all or part of any outstanding borrowings plus accrued interest, at any time as defined in the loan agreement. As of June 30, 2025, borrowings outstanding on the intercompany loan were \$200 and have been classified as "Other assets" on the Condensed Consolidated Balance Sheet. Interest receivable on the intercompany loan is included in "Accounts receivable" on the Condensed Consolidated Balance Sheet.

The following related party transactions are included in "Accounts receivable" and "Accounts payable" on the Condensed Consolidated Balance Sheets:

	June 30, 2025	September 30, 2024	June 30, 2024
Accounts receivable - related parties	\$ 3	\$ 6	\$ 8
Accounts payable - related parties	\$ 3	\$ 3	\$ 2

UGI INTERNATIONAL, LLC AND SUBSIDIARIES
Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Information contained in this Quarterly Report contains forward-looking statements. Such statements use forward-looking words such as “believe,” “plan,” “anticipate,” “continue,” “estimate,” “expect,” “may,” or other similar words and terms of similar meaning, although not all forward-looking statements contain such words. These statements discuss plans, strategies, events or developments that we expect or anticipate will or may occur in the future. Management believes that these are 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; accordingly, there is no assurance that results will be realized. We undertake no obligation (and expressly disclaim any obligation) to update publicly any forward-looking statement whether as a result of new information or future events.

Because many of our customers use LPG and natural gas for heating purposes, our results are significantly influenced by temperatures particularly during the heating-season months of October through March. As a result, our operating results, excluding the effects of gains and losses on derivative instruments not associated with current-period transactions as further discussed below, are significantly higher in our first and second fiscal quarters.

Non-GAAP Financial Measures

Our non-GAAP measures include adjusted total margin, adjusted operating income, adjusted income before income taxes and adjusted net income attributable to UGI International in order to assist in the evaluation of UGI International's overall performance. Management believes that these non-GAAP measures provide meaningful information to investors about UGI International'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, principally comprising changes in unrealized gains and losses on such derivative instruments and (2) other significant discrete items that can affect the comparisons of period-over-period results.

Because the Company does not designate its commodity and certain foreign currency derivative instruments as hedges under GAAP, volatility in net income attributable to UGI International can occur as a result of gains and losses on commodity and certain foreign currency derivative instruments not associated with current-period transactions. These gains and losses result principally from recording changes in unrealized gains and losses on unsettled commodity and certain foreign currency derivative instruments that economically hedge anticipated future purchases or sales of energy commodities, or in the case of certain foreign currency derivatives, reduce volatility in anticipated future earnings associated with our foreign operations. 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.

The following table includes reconciliations of adjusted total margin, adjusted operating income, adjusted income before income taxes and adjusted net income attributable to UGI International to the most directly comparable financial measures calculated and presented in accordance with GAAP for the periods presented.

UGI INTERNATIONAL, LLC AND SUBSIDIARIES

(Millions of dollars)	Three Months Ended June 30,		Nine Months Ended June 30,	
	2025	2024	2025	2024
Adjusted total margin:				
Revenues	\$ 437	\$ 455	\$ 1,725	\$ 1,812
Cost of sales	(295)	(224)	(1,013)	(1,028)
Total margin	142	231	712	784
Net (gains) losses on commodity derivative instruments not associated with current-period transactions	50	(20)	46	(33)
Costs associated with exit of energy marketing business	—	—	—	42
Adjusted total margin	<u>\$ 192</u>	<u>\$ 211</u>	<u>\$ 758</u>	<u>\$ 793</u>
Adjusted operating income:				
Operating income (loss)	\$ (57)	\$ 70	\$ 196	\$ 195
Net (gains) losses on commodity derivative instruments not associated with current-period transactions	51	(20)	46	(31)
Costs associated with exit of energy marketing business	—	2	—	82
Loss on disposals of businesses	54	—	54	—
Restructuring costs	—	4	—	38
Impairment of assets	—	—	—	7
Intercompany interest income	(5)	—	(8)	—
Adjusted operating income	<u>\$ 43</u>	<u>\$ 56</u>	<u>\$ 288</u>	<u>\$ 291</u>
Adjusted income before income taxes:				
Income (loss) before income taxes	\$ (95)	\$ 36	\$ 154	\$ 131
Net (gains) losses on commodity derivative instruments not associated with current-period transactions	51	(20)	46	(31)
Unrealized (gains) losses on foreign currency derivative instruments	25	(1)	16	18
Costs associated with exit of energy marketing business	—	2	—	82
Loss on disposals of businesses	54	—	54	—
Restructuring costs	—	4	—	38
Impairments of equity method investments and assets	—	25	—	32
Intercompany interest income	(5)	—	(8)	—
Adjusted income before income taxes	<u>\$ 30</u>	<u>\$ 46</u>	<u>\$ 262</u>	<u>\$ 270</u>
Adjusted net income attributable to UGI International, LLC:				
Net income (loss) attributable to UGI International, LLC	\$ (69)	\$ 33	\$ 137	\$ 107
Net (gains) losses on commodity derivative instruments not associated with current-period transactions	36	(25)	32	(36)
Unrealized (gains) losses on foreign currency derivative instruments	18	—	12	13
Costs associated with exit of energy marketing business	—	2	—	68
Loss on disposals of businesses	53	—	53	—
Restructuring costs	—	3	—	28
Impairments of equity method investments and assets	—	25	—	30
Intercompany interest income	(3)	—	(6)	—
Adjusted net income attributable to UGI International, LLC	<u>\$ 35</u>	<u>\$ 38</u>	<u>\$ 228</u>	<u>\$ 210</u>

UGI INTERNATIONAL, LLC AND SUBSIDIARIES

Executive Overview

Recent Developments

LPG Business Transactions

As part of the Company's ongoing LPG business portfolio optimization efforts, the Company is strategically divesting operations in non-core markets to focus resources where it can achieve superior operational results and deliver enhanced customer value.

In June 2025, UGI International, through a wholly-owned subsidiary, completed the sale of UniverGas, its LPG distribution business in Italy. In conjunction with the sale, during the third quarter of Fiscal 2025, the Company recorded a pre-tax loss of \$51 million.

In June 2025, UGI International, through a wholly-owned subsidiary, entered into a definitive agreement to divest our cylinder business in the United Kingdom. Accordingly, the assets and liabilities associated with this business, primarily comprised of long-lived assets, have been classified as held for sale at June 30, 2025. During the third quarter of Fiscal 2025, the Company recognized a non-cash, pre-tax impairment charge of \$3 million to record such assets at estimated fair value less costs to sell. The transaction is expected to close in the fourth quarter of Fiscal 2025.

See Note 5 to Condensed Consolidated Financial Statement for additional information.

2025 three-month period compared with the 2024 three-month period

Net income (loss) attributable to UGI International was \$(69) million during the 2025 three-month period compared to \$33 million in the prior-year period. Results in the 2025 three-month period reflect (1) net unrealized losses on commodity derivative instruments not associated with current-period transactions and certain foreign currency derivative instruments of \$54 million; (2) a \$53 million loss on disposals of certain non-core assets from our LPG business; and (3) interest income of \$3 million from the intercompany loan issued by the Company to AmeriGas Partners in February 2025. Results in the 2024 three-month period reflect (1) net unrealized gains on commodity derivative instruments not associated with current-period transactions and certain foreign currency derivative instruments of \$25 million; (2) \$25 million impairment associated with equity method investments and assets; (3) restructuring costs of \$3 million, largely attributable to a reduction in workforce and related costs; and (4) \$2 million of costs associated with the exit of our energy marketing business.

Adjusted net income attributable to UGI International was \$35 million during the 2025 three-month period compared to \$38 million in the prior-year period. The slight decrease in adjusted net income during the 2025 three-month period principally reflects lower total margin, substantially offset by lower operating and administrative expenses and lower income tax expenses.

2025 nine-month period compared with the 2024 nine-month period

Net income attributable to UGI International was \$137 million and \$107 million during the 2025 and 2024 nine-month periods, respectively. Results in the 2025 nine-month period reflect (1) net unrealized losses on commodity derivative instruments not associated with current-period transactions and certain foreign currency derivative instruments of \$44 million; (2) a \$53 million loss on disposals of certain non-core assets from our LPG business; and (3) interest income of \$6 million from the intercompany loan issued by the Company to AmeriGas Partners in February 2025. Results in the 2024 nine-month period reflect (1) net unrealized gains on commodity derivative instruments not associated with current-period transactions and certain foreign currency derivative instruments of \$23 million; (2) \$68 million of costs associated with the exit of our energy marketing business, principally reflecting wind-down activities in the Netherlands and the loss on the sale of the energy marketing business located in France; (3) \$30 million impairment associated with equity method investments and assets; and (4) restructuring costs of \$28 million, largely attributable to a reduction in workforce and related costs.

Adjusted net income attributable to UGI International was \$228 million in the 2025 nine-month period compared to \$210 million in the prior-year period. The increase in adjusted net income during the 2025 nine-month period is mainly attributable to lower operating and administrative expenses and lower income tax expenses, partially offset by lower margin contributions primarily from our LPG business, reflecting lower LPG retail volumes sold.

UGI INTERNATIONAL, LLC AND SUBSIDIARIES

Analysis of Results of Operations

2025 Three-Month Period Compared with the 2024 Three-Month Period

Three Months Ended June 30,	2025	2024	Increase (Decrease)	
(Dollars in millions)				
Revenues	\$ 437	\$ 455	\$ (18)	(4)%
Total margin (a)	\$ 142	\$ 231	\$ (89)	(39)%
Operating and administrative expenses	\$ 129	\$ 143	\$ (14)	(10)%
Operating income (loss)	\$ (57)	\$ 70	\$ (127)	(181)%
Income (loss) before income taxes	\$ (95)	\$ 36	\$ (131)	(364)%
Net income (loss) attributable to UGI International	\$ (69)	\$ 33	\$ (102)	(309)%
Non-GAAP financial measures (b):				
Adjusted total margin	\$ 192	\$ 211	\$ (19)	(9)%
Adjusted operating income	\$ 43	\$ 56	\$ (13)	(23)%
Adjusted income before income taxes	\$ 30	\$ 46	\$ (16)	(35)%
Adjusted net income attributable to UGI International	\$ 35	\$ 38	\$ (3)	(8)%
LPG retail gallons sold (millions)	139	152	(13)	(9)%
Degree days—% (warmer) than normal (c)	(20.8)%	(10.0)%	—	—

- (a) Total margin represents revenues less cost of sales. Total margin for the 2025 and 2024 three-month periods includes the impact of net unrealized gains (losses) of \$(50) million and \$20 million, respectively, on commodity derivative instruments not associated with current-period transactions.
- (b) These financial measures are non-GAAP financial measures and are not in accordance with, or an alternative to, GAAP and should be considered in addition to, and not a substitute for, the comparable GAAP measures. See “Non-GAAP Financial Measures” above.
- (c) Deviation from average heating degree days is determined on a rolling 10-year period utilizing volume-weighted weather data at locations in our UGI International service territories.

Average temperatures during the 2025 three-month period were 20.8% warmer than normal and 15.5% warmer than the prior-year period. Total LPG retail gallons sold during the 2025 three-month period were 9% lower than the prior-year period, largely due to continued structural conservation, the absence of certain customers who previously converted from natural gas to LPG and the impact from the warmer weather.

Our base-currency results are translated into USD based upon exchange rates experienced during the reporting periods. The functional currency of a significant portion of our results is the euro and, to a much lesser extent, the British pound sterling. During the 2025 and 2024 three-month periods, the average unweighted euro-to-USD translation rates were approximately \$1.13 and \$1.08, respectively, and the average unweighted British pound sterling-to-USD translation rates were approximately \$1.34 and \$1.26, respectively. Fluctuations in these foreign currency exchange rates can have a significant impact on the individual financial statement components discussed below. The Company uses forward foreign currency exchange contracts entered into over multi-year periods to reduce the volatility in earnings that may result from such changes in foreign currency exchange rates. These forward foreign currency exchange contracts did not have a material impact on either of the three-month periods.

Average wholesale prices for propane and butane during the 2025 three-month period in northwest Europe were approximately 14.7% and 14.5% lower, respectively, compared with the prior-year period. Revenues and cost of sales in the 2025 and 2024 three-month periods include net unrealized gains (losses) of \$(50) million and \$20 million, respectively, on commodity derivative instruments not associated with current-period transactions. Excluding these effects, revenues decreased \$18 million and cost of sales increased \$1 million during the 2025 three-month period. The decrease in revenues principally reflects lower LPG volumes sold, partially offset by the translation effects of the stronger foreign currencies (approximately \$22 million). The cost of sales was comparable to the prior-year period as lower LPG volumes sold was substantially offset by the translation effects of the stronger foreign currencies (approximately \$12 million) and, to a much lesser extent, slightly higher LPG product costs.

UGI INTERNATIONAL, LLC AND SUBSIDIARIES

Total margin decreased \$89 million during the 2025 three-month period compared to the prior-year period. Adjusted total margin decreased \$19 million during the 2025 three-month period, primarily reflecting lower margin contributions from our LPG business and, to a lesser extent, from our energy marketing activities. The lower margin contribution from our LPG business reflects the lower LPG retail volumes sold and, to a lesser extent, the effects of lower average unit margins, partially offset by the translation effects of the stronger foreign currencies (approximately \$10 million). The lower margin from our energy marketing activities reflects the aforementioned exit of substantially all of UGI International's energy marketing business that was completed as of the end of the first quarter of Fiscal 2024.

Operating income decreased \$127 million during the 2025 three-month period compared to the prior-year period. Adjusted operating income decreased \$13 million during the 2025 three-month period, principally reflects the \$19 million decrease in adjusted total margin and slightly higher depreciation and amortization expenses (\$2 million), partially offset by lower operating and administrative expenses (\$9 million). The lower operating and administrative expenses in the 2025 three-month period primarily reflects lower personnel expenses and lower distribution expenses due to lower retail volumes sold, partially offset by the translation effects of the stronger foreign currencies (approximately \$8 million) and the effects of inflationary increases.

Income before income taxes decreased \$131 million during the 2025 three-month period compared to the prior-year period. Adjusted income before income taxes decreased \$16 million, principally reflecting the \$13 million decrease in adjusted operating income.

Interest Expense and Income Taxes

Interest expense during the 2025 three-month period was comparable to the prior-year period.

The decrease in the Company's effective income tax rate for the 2025 three-month period principally reflects the release of a valuation allowance on deferred tax assets expected to be utilized.

2025 Nine-Month Period Compared with the 2024 Nine-Month Period

Nine Months Ended June 30,	2025	2024	Increase (Decrease)	
(Dollars in millions)				
Revenues	\$ 1,725	\$ 1,812	\$ (87)	(5)%
Total margin (a)	\$ 712	\$ 784	\$ (72)	(9)%
Operating and administrative expenses	\$ 405	\$ 484	\$ (79)	(16)%
Operating income	\$ 196	\$ 195	\$ 1	1 %
Income before income taxes	\$ 154	\$ 131	\$ 23	18 %
Net income attributable to UGI International	\$ 137	\$ 107	\$ 30	28 %
Non-GAAP financial measures (b):				
Adjusted total margin	\$ 758	\$ 793	\$ (35)	(4)%
Adjusted operating income	\$ 288	\$ 291	\$ (3)	(1)%
Adjusted income before income taxes	\$ 262	\$ 270	\$ (8)	(3)%
Adjusted net income attributable to UGI International	\$ 228	\$ 210	\$ 18	9 %
LPG retail gallons sold (millions)	570	587	(17)	(3)%
Degree days—% (warmer) than normal (c)	(5.6)%	(12.3)%	—	—

(a) Total margin represents revenues less cost of sales. Total margin for the 2025 and 2024 nine-month periods include net unrealized gains (losses) of \$(46) million and \$33 million, respectively, on commodity derivative instruments not associated with current-period transactions. The 2024 nine-month period also includes a \$42 million reduction in revenues in connection with the early termination of certain DVEP customer contracts. See Note 5 to Condensed Consolidated Financial Statements.

(b) These financial measures are non-GAAP financial measures and are not in accordance with, or an alternative to, GAAP and should be considered in addition to, and not a substitute for, the comparable GAAP measures. See “Non-GAAP Financial Measures” above.

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- (c) Deviation from average heating degree days is determined on a rolling 10-year period utilizing volume-weighted weather data at locations in our UGI International service territories.

Average temperatures during the 2025 nine-month period were 5.6% warmer than normal and 5.4% colder than the prior-year period. Notwithstanding the colder weather, total LPG retail gallons sold during the 2025 nine-month period slightly decreased compared to the prior-year period, largely attributable to continued structural conservation and the absence of certain customers who previously converted from natural gas to LPG, substantially offset by the impact from the colder weather and higher crop drying campaigns.

Our base-currency results are translated into USD based upon exchange rates experienced during the reporting periods. The functional currency of a significant portion of our results is the euro and, to a much lesser extent, the British pound sterling. During the 2025 and 2024 nine-month periods, the average unweighted euro-to-USD translation rates were approximately \$1.08 and \$1.08, respectively, and the average unweighted British pound sterling-to-USD translation rates were approximately \$1.29 and \$1.26, respectively. Fluctuations in these foreign currency exchange rates can have a significant impact on the individual financial statement components discussed below. The Company uses forward foreign currency exchange contracts entered into over multi-year periods to reduce the volatility in earnings that may result from such changes in foreign currency exchange rates. These forward foreign currency exchange contracts resulted in realized net gains of \$7 million and \$12 million in the 2025 and 2024 nine-month periods, respectively.

Average wholesale prices for propane and butane during the 2025 nine-month period in northwest Europe were approximately 3.3% and 1.1% higher, respectively, compared with the prior-year period. Revenues and cost of sales in the 2025 and 2024 nine-month periods include net unrealized gains (losses) of \$(46) million and \$33 million, respectively, on commodity derivative instruments not associated with current-period transactions. The 2024 nine-month period also includes a \$42 million reduction in revenues in connection with the early termination of certain DVEP customer contracts. Excluding these effects, revenues and cost of sales decreased \$128 million and \$93 million, respectively, during the 2025 nine-month period compared to the prior-year period. The decrease in revenues and cost of sales principally reflects significantly lower energy marketing activities during the 2025 nine-month period resulting from the exit of substantially all of our energy marketing business in Belgium, France and the Netherlands in Fiscal 2024. The decrease in revenues was also attributable to the lower LPG retail volumes sold, partially offset by LPG price increases across Europe. The decrease in cost of sales was also attributable to the lower LPG retail volumes sold, substantially offset by higher LPG product costs.

Total margin decreased \$72 million. Adjusted total margin decreased \$35 million during the 2025 nine-month period primarily reflecting the lower margin contributions from our LPG business and, to a lesser extent, from our energy marketing activities. The lower margin from our LPG business primarily reflects the lower LPG retail volumes sold, partially offset by the effects of higher average unit margins in the 2025 nine-month period. The lower margin from our energy marketing activities reflects the impact of the aforementioned exit of substantially all of UGI International's energy marketing business.

Operating income increased \$1 million compared to the prior-year period. Adjusted operating income decreased \$3 million principally reflecting the decrease in adjusted total margin (\$35 million), largely offset by lower operating and administrative expenses (\$35 million). The lower operating and administrative expenses in the 2025 nine-month period primarily reflects lower personnel expenses and, to a lesser extent, distribution and maintenance expenses in our LPG business and a decline in energy marketing-related operating expenses, partially offset by the effects of inflationary increases.

Income before income taxes increased \$23 million compared to the prior-year period. Adjusted income before income taxes was \$8 million lower than the prior-year period, principally reflecting the \$3 million decrease in adjusted operating income and lower realized gains on foreign currency exchange contracts entered into in order to reduce volatility in UGI International earnings resulting from the effects of changes in foreign currency exchange rates (\$5 million).

Interest Expense and Income Taxes

Interest expense during the 2025 nine-month period was comparable to the prior year period.

The decrease in the Company's effective income tax rate for the 2025 nine-month period principally reflects the release of a valuation allowance on deferred tax assets expected to be utilized.

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Financial Condition and Liquidity

The Company expects to have sufficient liquidity in the forms of cash and available credit facility borrowings to continue to support long-term commitments and ongoing operations. The Company does not have any scheduled near-term maturities of long-term debt at June 30, 2025 and was in compliance with all of its debt covenants as of June 30, 2025.

We depend on both internal and external sources of liquidity to provide funds for working capital and to fund capital requirements. Our short-term cash requirements not met by cash generated from operations can generally be satisfied with borrowings under our revolving credit facility. Long-term cash requirements are generally met through the issuance of long-term debt or capital contributions. We believe that we have sufficient liquidity in the forms of cash and cash equivalents on hand; cash expected to be generated from operations; credit facility borrowing capacity; and the ability to obtain long-term financing to meet anticipated contractual and projected cash commitments. Issuances of debt in the capital markets and additional credit facilities may not, however, be available to us on acceptable terms.

The primary sources of our cash and cash equivalents have been cash flows generated from operations. Our primary uses of cash have been to fund capital expenditures and acquisitions of businesses, repay long-term debt and pay distributions to our parent company. Our ability to service debt has been, and will continue to be, dependent upon our ability to generate cash from our operations.

Our cash and cash equivalents totaled \$271 million at June 30, 2025, compared with \$127 million at September 30, 2024. A substantial portion of this cash is located outside of the United States.

Long-term debt and credit facility

UGI International's debt outstanding at June 30, 2025 totaled \$1,092 million (including current maturities of long-term debt of \$2 million and short-term borrowings of \$259 million). UGI International's debt outstanding at September 30, 2024, totaled \$915 million (including current maturities of long-term debt of \$2 million and short-term borrowings of \$128 million). Total long-term debt outstanding at June 30, 2025, including current maturities, comprises \$471 million of 2.50% Senior Notes, a \$354 million variable-rate term loan, and \$13 million of other long-term debt, and is net of \$5 million of unamortized debt issuance costs.

Information about the UGI International 2023 Credit Agreement is presented in the following table as of:

(Currency in millions)	Total Capacity	Borrowings Outstanding (a)	Letters of Credit and Guarantees Outstanding	Available Borrowing Capacity
June 30, 2025	€ 500	€ 220	—	€ 280
June 30, 2024	€ 500	€ 185	—	€ 315

(a) Permits UGI International, LLC or UGI International Holdings B.V. to borrow in euros or USD. At June 30, 2025, the amount borrowed consisted of euro-denominated borrowings equivalent to \$59 million and USD-denominated borrowings of \$200 million. At June 30, 2024, the amount borrowed consisted of euro-denominated borrowings equivalent to \$198 million.

The average daily and peak short-term borrowings under the UGI International 2023 Credit Agreement multicurrency revolving facility is as follows:

(Currency in millions)	Average	Peak
For the nine months ended June 30, 2025	€ 166	€ 277
For the nine months ended June 30, 2024	€ 175	€ 229

Cash Flows

Due to the seasonal nature of the Company's businesses, cash flows from operating activities are generally strongest during the second and third fiscal quarters when customers pay for LPG consumed during the peak heating season months. Conversely,

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operating cash flows are generally at their lowest levels during the fourth and first fiscal quarters when the Company's investment in working capital, principally inventories and accounts receivable, is generally greatest.

Cash flows from operating activities can be significantly affected by year-to-year variations in changes in operating working capital principally resulting from changes in LPG commodity energy prices. Cash flow from investing activity is principally affected by cash expenditures for property, plant and equipment; cash paid for acquisitions of businesses; and net cash proceeds from sales and retirements of property, plant and equipment. Changes in cash flow from financing activities are primarily due to issuances and repayments of long-term debt, cash capital contributions from UGI usually in conjunction with material business acquisitions, revolving credit facility borrowings, and distributions paid to UGI International's parent company, Enterprises.

Operating Activities. Cash flow provided by operating activities was \$276 million in the 2025 nine-month period compared to \$193 million in the prior-year period. Cash flow provided by operating activities before changes in operating working capital was \$287 million in the 2025 nine-month period compared to \$290 million in the prior-year period. Cash used to fund changes in operating working capital totaled \$11 million in the 2025 nine-month period compared to \$97 million in the 2024 nine-month period. The decrease in cash used to fund changes in operating working capital during the 2025 nine-month period reflects, among other things, increases in cash provided by other current assets and decreases in cash used to fund accounts receivable, inventories, accounts payable, derivative instruments collateral, and other current liabilities. This was partially offset by an increase in cash used to fund income taxes receivable.

Investing Activities. Cash flow used by investing activities was \$163 million in the 2025 nine-month period compared to \$27 million of cash used in the prior-year period. The 2025 nine-month period principally reflects an increase in cash used to fund an intercompany loan to AmeriGas Propane and net proceeds from the sale of UniverGas.

Financing Activities. Cash flow provided by financing activities was \$21 million in the 2025 nine-month period compared to cash flow used by financing activities of \$215 million in the prior-year period. The 2025 nine-month period reflects net short-term borrowings of \$122 million compared to net repayments of short-term borrowings totaling of \$19 million in the prior-year period. The Company paid cash distributions of \$101 million and \$196 million in the 2025 nine-month period and 2024 nine-month period, respectively.

Qualitative and Quantitative Disclosures About Market Risk

Our primary market risk exposures are (1) commodity price risk; (2) interest rate risk; and (3) foreign currency exchange rate risk. Although we use derivative financial and commodity instruments to reduce market price risk associated with forecasted transactions, we do not use derivative financial and commodity instruments for speculative or trading purposes.

Commodity Price Risk

The risk associated with fluctuations in the prices we pay for LPG is principally a result of market forces reflecting changes in supply and demand for LPG and other energy commodities. Our profitability is sensitive to changes in LPG supply costs. Increases in supply costs are generally passed on to customers. We may not, however, always be able to pass through product cost increases fully or on a timely basis, particularly when product costs rise rapidly. In order to reduce the volatility of LPG market price risk, we use over-the-counter derivative commodity instruments and may from time to time enter into other derivative contracts to reduce market risk associated with a portion of our LPG purchases. Over-the-counter derivative commodity instruments used to economically hedge forecasted purchases of LPG are generally settled at expiration of the contract. Prior to the exit of substantially all of the Company's energy marketing business in Europe (see Note 5), UGI International's natural gas and electricity marketing businesses also used natural gas and electricity futures and forward contracts to economically hedge market risk associated with a substantial portion of anticipated volumes under fixed-price sales and purchase contracts.

In addition, the Company from time to time enters into diesel swap contracts for a portion of diesel volumes expected to be used in the operation of vehicles and equipment. At June 30, 2025, volumes associated with diesel swap contracts were not material.

Interest Rate Risk

We have both fixed-rate and variable-rate debt. Changes in interest rates impact the cash flows of variable-rate debt but generally do not impact their fair value. Conversely, changes in interest rates impact the fair value of fixed-rate debt but do not impact their cash flows. Our variable-rate debt agreements have interest rates that are generally indexed to short-term market interest rates. UGI International has entered into pay-fixed, receive-variable interest rate swaps that generally fix the underlying

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euribor interest rate on such borrowings for a significant portion of their tenor. We have designated such interest rate swaps as cash flow hedges. At June 30, 2025, combined borrowings outstanding under variable-rate debt agreements, excluding UGI International's effectively fixed-rate debt, totaled \$259 million.

Foreign Currency Exchange Rate Risk

Our primary currency exchange rate risk is associated with the USD versus the euro and, to a lesser extent, the USD versus the British pound sterling. The USD value of our foreign currency denominated assets and liabilities will fluctuate with changes in the associated foreign currency exchange rates. From time to time, we use derivative instruments to hedge portions of our net investments in foreign subsidiaries. Gains or losses on these net investment hedges remain in AOCI until such foreign operations are sold or liquidated. With respect to our substantial net investments in foreign (non U.S. based) operations, a 10% decline in the value of the foreign currencies versus the USD would reduce their aggregate net book value at June 30, 2025, by approximately \$80 million, which amount would be reflected in other comprehensive income (loss). We have designated our euro-denominated loan borrowings as net investment hedges.

In order to reduce the volatility in net income associated with our operations, principally as a result of changes in the U.S. dollar exchange rate between the euro and British pound sterling, we have entered into forward foreign currency exchange contracts. We layer in these foreign currency exchange contracts over multi-year periods to eventually equal approximately 90% of anticipated UGI International foreign currency earnings before income taxes.

Derivative Instrument Credit Risk

We are exposed to risk of loss in the event of nonperformance by our derivative instrument counterparties. Our derivative instrument counterparties principally comprise large energy companies and major U.S. and international financial institutions. We have concentrations of credit risk associated with derivative instruments and we evaluate the creditworthiness of our derivative counterparties on an ongoing basis. As of June 30, 2025, the maximum amount of loss, based upon the gross fair values of the derivative instruments, we would incur if these counterparties failed to perform according to the terms of their contracts was \$4 million. In general, many of our over-the-counter derivative instruments and all exchange contracts call for the posting of collateral by the counterparty or by the Company in the forms of letters of credit, parental guarantees, or cash. At June 30, 2025, the Company had received no cash collateral from derivative instrument counterparties. In addition, we may have offsetting derivative liabilities and certain accounts payable balances with certain of these counterparties, which further mitigates the previously mentioned maximum amount of losses.

The following table summarizes the fair values of unsettled market risk sensitive derivative instrument assets (liabilities) held at June 30, 2025 and changes in fair values due to market risks.

(Millions of dollars)	Asset (Liability)	
	Fair Value	Change in Fair Value
Commodity price risk (1)	\$ (47)	\$ (35)
Interest rate risk (2)	\$ (2)	\$ (1)
Foreign currency exchange rate risk (3)	\$ (25)	\$ (54)

(1) Change in fair value represents a 10% adverse change in the market prices of certain commodities.

(2) Change in fair value represents a 50 basis point adverse change in prevailing market interest rates.

(3) Change in fair value represents a 10% adverse change in the value of the Euro and the British pound sterling versus the U.S. dollar.