



### **AmeriGas**

FY 2017 Results
and
FY 2018 Outlook

John L. Walsh President & CEO, UGI

Kirk R. Oliver Chief Financial Officer, UGI

Jerry E. Sheridan President & CEO, AmeriGas





### **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 cyberattack. 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.

FY 2017 Recap

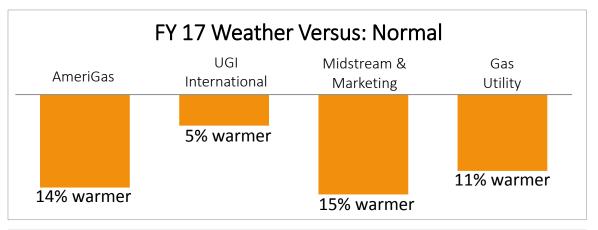
John L. Walsh President & CEO, UGI

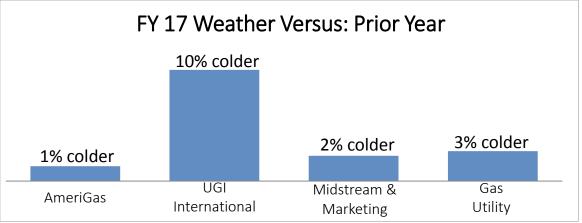


### FY17 Recap



- Adjusted EPS up ~12% y/y as benefits of investments and diversification offset warm weather
- Significant progress on portfolio of growth projects
- Increased dividend for 30<sup>th</sup> consecutive year





## Key Accomplishments – Natural Gas

#### Midstream & Marketing



- ✓ Completed construction of Sunbury pipeline under budget and ahead of schedule
- ✓ Completed construction of Manning LNG facility; placed into service in July
- Began construction of Steelton LNG vaporization and storage facility; anticipate completion in FY18
- ✓ Received final EIS for PennEast pipeline in April; FERC quorum restored in August; expect to commence construction in 2018

#### Utility



- ✓ Successfully concluded rate case for PNG
- ✓ Implemented new CIS system that will improve customer service
- ✓ Executed a record \$318 million of capital investment
- ✓ Added over 14,000 residential heating and commercial customers
- Began construction on pipeline to service Invenergy generating facility; anticipate completion in early FY18

### Key Accomplishments – Propane

#### AmeriGas



- ✓ ACE and National Accounts delivered record operating results
- ✓ Completed five tuck-in transactions
- ✓ Extended average maturities and lowered average rates on long term debt by more than 100bps
- ✓ Increased distribution for the 13<sup>th</sup> consecutive year

#### **UGI** International



- ✓ Completed majority of integration activities with Finagaz
- ✓ Acquired energy marketer DVEP in the Netherlands
- ✓ Continued to buildout marketing business in France, Belgium, and U.K.
- ✓ Entered Italian market with Totalgaz Italia acquisition

### Financial Review

Kirk R. Oliver Chief Financial Officer, UGI



# FY17 Adjusted Earnings

(\$ millions, except per share amounts)	FY16	FY17
Net income attributable to UGI Corporation (GAAP)	\$364.7	\$ 436.6
Net gains on commodity derivative instruments <sup>1,2,3</sup>	(29.9)	(51.2)
Unrealized losses on foreign currency derivative instruments <sup>1</sup>	-	13.9
Loss on extinguishments of debt <sup>1</sup>	7.9	9.6
Integration expenses associated with Finagaz <sup>1</sup>	17.3	26.2
Impact from change in French tax rate	-	(29.0)
Adjusted net income attributable to UGI Corporation	\$360.0	\$406.1

	FY16	FY17
UGI Corporation - Diluted Earnings Per Share (GAAP)	\$2.08	\$2.46
Net gains losses on commodity derivative instruments	(0.17)	(0.29)
Unrealized losses on foreign currency derivative instruments	-	0.08
Loss on extinguishments of debt	0.04	0.05
Integration expenses associated with Finagaz	0.10	0.15
Impact from change in French tax rate	-	(0.16)
Adjusted diluted earnings per share	\$2.05	\$2.29

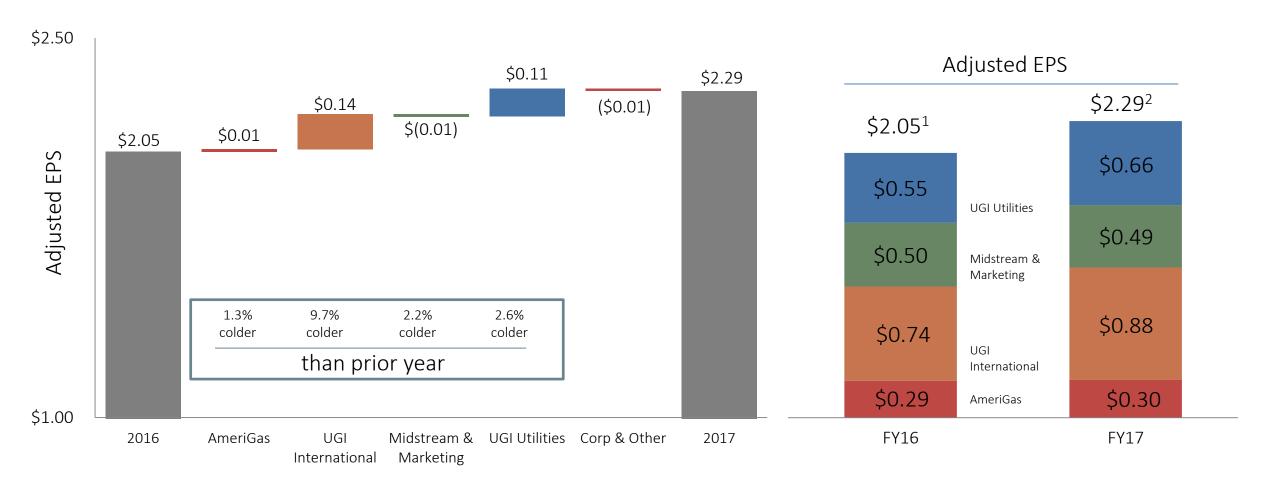
 $<sup>^{\,1}</sup>$  Income taxes associated with pre-tax adjustments determined using statutory business unit tax rates

<sup>&</sup>lt;sup>2</sup> Includes the effects of rounding

<sup>3</sup> Instruments not associated with the current period.

## FY17 Results Recap

Strength and diversity of businesses enabled UGI to deliver record earnings



### Financial Results – AmeriGas

(\$ millions)	FY16		FY17
Adjusted EBITDA	\$543.0		
Retail Margin		(5.7) 9.3	_ Total
Wholesale and Other Total Margin		9.3	margin
Adjusted Operating and Administrative Expenses		21.2	
Other Income and Expense, net		(16.5)	
Adjusted EBITDA			\$551.3

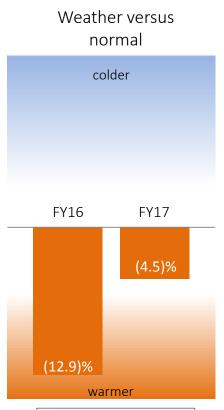
- Volume down 1.7% compared to 2016 largely due to critical heating months of January and February that were 9% warmer than the prior year
- Operating and administrative expenses, adjusted to exclude a \$7.5 million environmental accrual related to a legacy acquisition, were \$21 million lower than the prior year due to lower uninsured litigation and medical insurance expenses partially offset by higher vehicle fuel and bad debt
- Other income and expense primarily reflects lower gains on the sale of fixed assets of \$10.3 million and lower fuel-related tax credits



### Financial Results – UGI International

(\$ millions)	FY16		FY17
Income Before Taxes	\$182.0		
Total Margin		(22.8)	
Operating and Administrative Expenses		13.5	
Depreciation and Amortization		(5.0)	
Interest Expense		3.8	
Other Income and Expense, net		3.5	
Income Before Taxes			\$175.0
Integration Expenses	27.9		39.9
Adjusted Income Before Taxes	\$209.9		\$214.9

- Average temperatures were 4.5% warmer than normal but nearly 10% colder than prior year
- Volume slightly higher than the prior year as effects of colder weather were substantially offset by lower autogas volume due to exit of low-margin autogas business in Poland
- Total margin was down from prior year primarily reflecting slightly lower average retail bulk and cylinder LPG margins due to the absence of a significant parachute in the prior year and currency impacts
- Operating and administrative expenses lower primarily due to realization of Finagaz synergies and slightly weaker pound sterling and euro

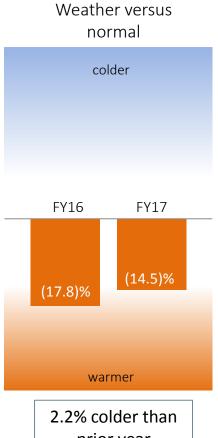


9.7 % colder than prior year

## Financial Results – Midstream & Marketing

(\$ millions)	FY16		FY17
Income Before Taxes	\$ 144.6		
Total Margin		0.1	
Operating and Administrative Expenses		(4.7)	
Depreciation and Amortization		(4.8)	
Other Income and Expenses, net		6.2	
Income Before Taxes			\$141.4

- Margin approximately equal to prior year as higher peaking, natural gas gathering, and natural gas marketing margins were offset by a decrease in total margin from capacity management, electricity generation, and storage services
- Operating and administrative expenses increased reflecting higher wage and benefits expense, partially offset by lower operating and maintenance expenses at our generating facilities
- \$6.2 million increase in other income primarily reflects AFUDC associated with the PennEast and Sunbury pipelines

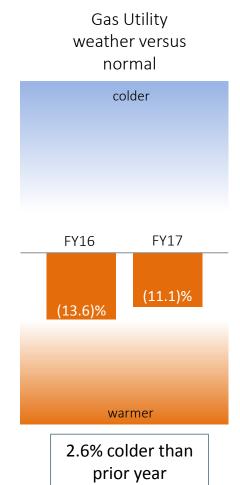


prior year

### Financial Results — Utilities

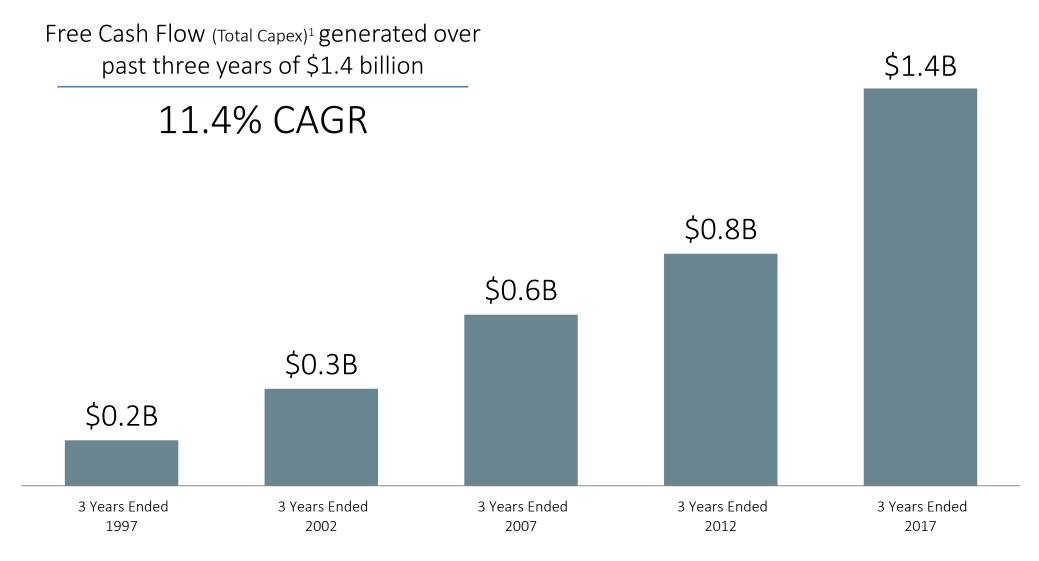
(\$ millions)	FY16		FY17
Income Before Taxes	\$163.3		
Total Margin		41.7	
Operating and Administrative Expenses		(19.7)	
Depreciation and Amortization		(5.0)	
Interest Expense		(2.6)	
Other Income and Expense, net		10.4	
Income Before Taxes			\$188.1

- Core customer throughput increased 6.3%, total throughput increased 14.5% due to higher large firm delivery service volume associated with a new gas-fired generation facility
- Total margin up \$41.7 million from prior year reflecting new UGI Gas base rates, and the higher core market throughput and higher large-firm delivery service margin
- Higher operating and administrative expenses reflect higher pension and employee benefits expense, higher customer accounts expenses and the absence of one-time adjustments made in the prior year related to an IT project.
- Higher other income reflects a \$5.8 million environmental insurance settlement, the absence of a charge recorded in the prior-year related to environmental matters (\$2.5 million) and lower interest on purchased gas cost overcollections (\$1.6 million)



13

## Outstanding Free Cash Flow



 $<sup>^{1}</sup>$  Cash Flow from Operations less capital expenditures Free Cash Flow is a non-GAAP measure. See appendix for reconciliation.

AmeriGas FY 2017 Recap

Jerry E. Sheridan
President & CEO, AmeriGas



### AmeriGas FY17 Earnings Recap



- FY17 was 13.5% warmer than normal, 1.3% colder than prior year
  - FY 17 was 3<sup>rd</sup> warmest year on record, FY 16 was 2<sup>nd</sup> warmest
  - In 2017, temperatures in the critical heating season of January and February were 9% warmer than prior year
- Unit margins up ~\$0.02 despite 18% increased propane costs
- Operating expenses down \$21 million, excluding a \$7.5 million environmental reserve

### Growth Drivers and 2018 Outlook

#### Growth Initiatives

#### **National Accounts**

- Delivered record operating results
- Currently serving over 43,000 customer locations

#### Cylinder Exchange

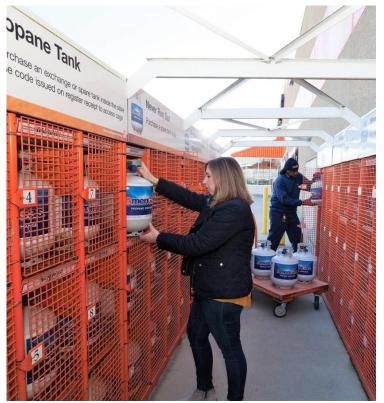
- Generated record operating results
- Volume up over 8% compared to prior year
- Over 50,000 distribution points

#### Acquisitions

- Completed 5 acquisitions ~ 6 million gallons annually
- More than 50% of funding for acquisitions generated by sale of excess/underutilized assets

#### FY 2018 Adjusted EBITDA Guidance

- Expect Adjusted EBITDA of \$650 \$690 million
- Based on normal weather over 15-year period, which is ~3% warmer than previous 30-year period



## Standby Equity Commitment Agreement

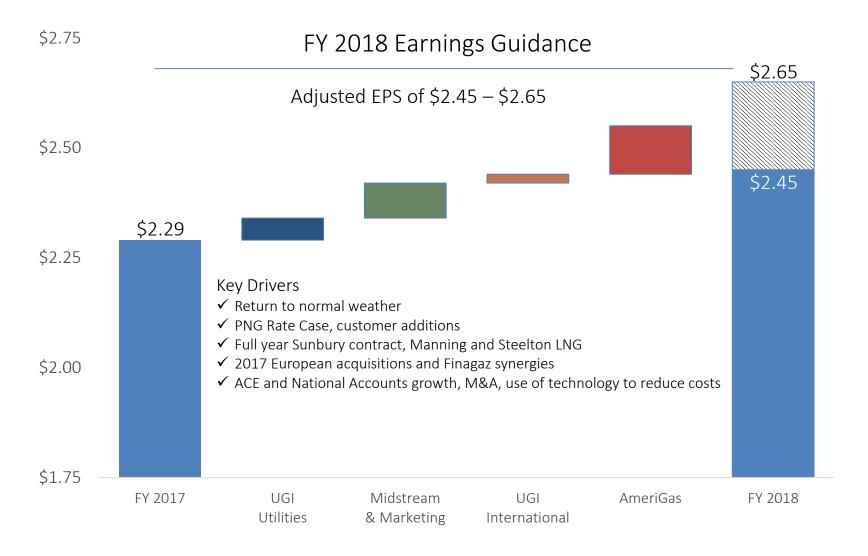
- AmeriGas has entered into a standby equity commitment agreement with UGI Corporation
  - Provides AmeriGas with ability to issue Class B common units to UGI in exchange for cash
    - o \$50 million minimum draws
    - o Up to \$225 million in total
    - o Draws available through July 1, 2019
  - Class B units pay distribution based on a stated yield
    - o 130 basis points over common yield
    - o Payable in cash or Class B units
  - Class B units are excluded from the IDR waterfall
- Provides AmeriGas with balance sheet flexibility to continue with strategic growth investments should it experience another significantly warmer-than-normal winter
- AmeriGas does not currently have plans to draw on this commitment

FY 2018 Outlook and Q&A

John L. Walsh President & CEO, UGI



### 2018 Guidance



# Consistent Earnings Pattern

Historically, on average, ~95% of FY Adjusted EPS is generated in the first half of the year

Percentage of UGI Adjusted EPS earned by quarter

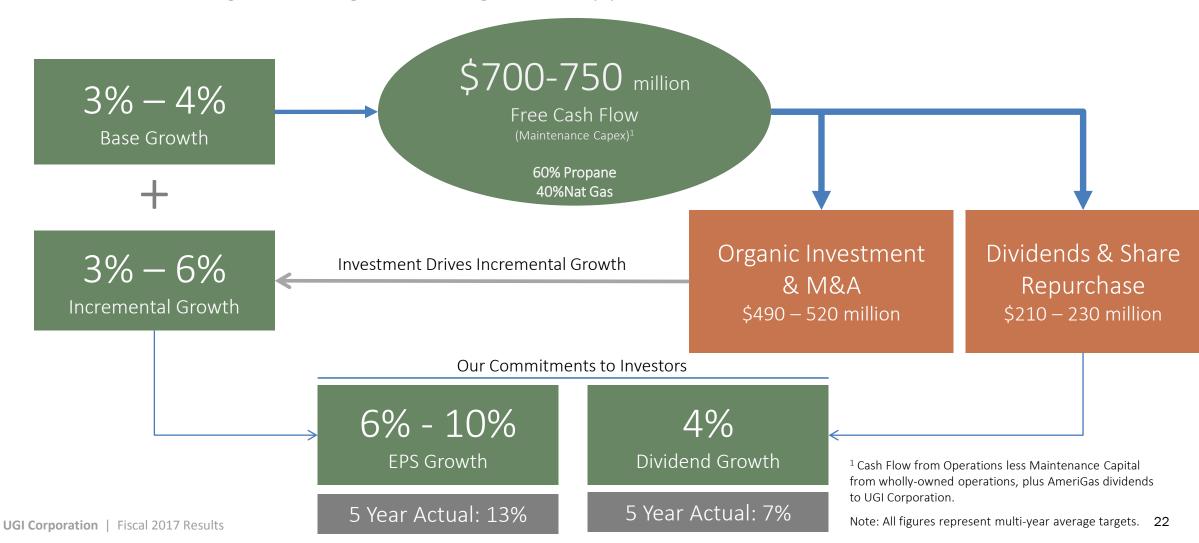
## Strong Track Record and Pipeline of Projects

\$3.05 - \$3.401 • Sunbury Pipeline • PennEast Pipeline Satellite I NG \$2.29 Peaking demand 13% CAGR ACE growth National Accounts AmeriGas acquisitions • 28 AmeriGas acquisitions Technology deployment Added 8,000 ACE locations International marketing Added over 12,000 National • 82,000+ New Utility • DVEP Acquisition Accounts locations residential heating and \$1.25 Totalgaz Italia Acquisition Finagaz acquisition commercial customers Utility customer growth • BP Poland acquisition • Over \$1.1 billion in Utility • IDRs PNG rate case capital investment DSIC Recovery Auburn Pipeline System • >\$1 billion Utility capex Midstream & • Uniondale Pipeline • Temple LNG Manning LNG

2012 2017 2021

## **Growth Engine Supports Commitments**

Income-producing businesses support disciplined growth objectives by generating cash for growth opportunities and dividends



## **Key Growth Drivers**

- Marcellus infrastructure gap driving Midstream & Marketing Investment
  - UGI LNG capacity doubled in past 3 years
  - Anticipate FERC approval for PennEast
  - Acquisition of Rockdale gathering system in north central PA is natural extension of our existing midstream assets
  - Fee-based margin growing
- \$1.2 billion Utility capital investment planned over next four years
  - Low cost Marcellus gas continues to drive customer growth
  - Infrastructure replacement creates rate base growth with reduced regulatory lag
- ACE and National Accounts and enhanced logistics bolster AmeriGas growth
- Capitalizing on gas marketing and geographic expansion in Europe



### Key Messages

- UGI is a balanced growth and income investment
  - Five Year EPS CAGR of 13%
  - Five Year Dividend CAGR of 7%
- Outstanding cash generation
  - Anticipated \$700 750 million of annual cash flow generated, after maintenance capex
- Track record of disciplined capital deployment
  - 15% total shareholder return over past 20 years driven by accretive investments



# Q&A

# APPENDIX

### **UGI Supplemental Footnotes**



- 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 2018 adjusted diluted earnings per share, a non-GAAP measure, to diluted earnings per share, the most directly comparable GAAP measure, in reliance on the "unreasonable efforts" exception set forth in SEC rules.
- 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 tables on the following slides reconcile 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



Year Ended September 30, 2017	Total		Total AmeriGa Propane		UGI International		Midstream & Marketing		UGI Utilities		Corporate & Other	
Adjusted net income attributable to UGI Corporation:												
Net income attributable to UGI Corporation	\$	436.6	\$	44.6	\$	158.6	\$	86.9	\$	116.0	\$	30.5
Net gains on commodity derivative instruments not associated with current-period transactions (net of tax of \$31.9) (a) (b)		(51.2)		_		_		_		_		(51.2)
Unrealized losses on foreign currency derivative instruments (net of tax of \$(9.9)) (a)		13.9		_		_		_		_		13.9
Loss on extinguishments of debt (net of tax of \$(6.1)) (a)		9.6		9.6		_		_		_		_
Integration expenses associated with Finagaz (net of tax of \$(13.7)) (a)		26.2		_		26.2		_		_		_
Impact from change in French tax rate		(29.0)				(29.0)						_
Adjusted net income (loss) attributable to UGI Corporation	\$	406.1	\$	54.2	\$	155.8	\$	86.9	\$	116.0	\$	(6.8)
Adjusted diluted earnings per share:												
UGI Corporation earnings per share - diluted	\$	2.46	\$	0.25	\$	0.89	\$	0.49	\$	0.66	\$	0.17
Net gains on commodity derivative instruments not associated with current-period transactions		(0.29)		_		_		_		_		(0.29)
Unrealized losses on foreign currency derivative instruments		0.08		_		_		_		_		0.08
Loss on extinguishments of debt		0.05		0.05		_		_		_		_
Integration expenses associated with Finagaz		0.15		_		0.15		_		_		_
Impact from change in French tax rate		(0.16)				(0.16)		_		_		<u> </u>
Adjusted diluted earnings (loss) per share	\$	2.29	\$	0.30	\$	0.88	\$	0.49	\$	0.66	\$	(0.04)

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

<sup>(</sup>b) Includes the effects of rounding.

# UGI Adjusted Net Income and EPS



29

Year Ended September 30, 2016	Total		AmeriGas Propane		UGI International		Midstream & Marketing		UGI Utilities		Corporate & Other	
Adjusted net income attributable to UGI Corporation:												
Net income attributable to UGI Corporation	\$	364.7	\$	43.2	\$	111.6	\$	87.1	\$	97.4	\$	25.4
Net gains on commodity derivative instruments not associated with current-period transactions (net of tax of \$13.5) (a) (b)		(29.9)		_		_		_		_		(29.9)
Loss on extinguishments of debt (net of tax of \$(5.0)) (a)		7.9		7.9		_		_		_		_
Integration expenses associated with Finagaz (net of tax of \$(10.6)) (a)		17.3		_		17.3		_		_		_
Adjusted net income (loss) attributable to UGI Corporation	\$	360.0	\$	51.1	\$	128.9	\$	87.1	\$	97.4	\$	(4.5)
Adjusted diluted earnings per share:												
UGI Corporation earnings per share - diluted	\$	2.08	\$	0.25	\$	0.64	\$	0.50	\$	0.55	\$	0.14
Net gains on commodity derivative instruments not associated with current-period transactions (b)		(0.17)		_		_		_		_		(0.17)
Loss on extinguishments of debt		0.04		0.04		_		_		_		_
Integration expenses associated with Finagaz		0.10				0.10				_		_
Adjusted diluted earnings (loss) per share	\$	2.05	\$	0.29	\$	0.74	\$	0.50	\$	0.55	\$	(0.03)

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

<sup>(</sup>b) Includes the effects of rounding.

# UGI Adjusted Net Income and EPS



# AmeriGas Supplemental Footnotes



- Because we are unable to predict certain potentially material items affecting net income on a GAAP basis, principally mark-to-market gains and losses on commodity derivative instruments, we cannot reconcile 2018 Adjusted EBITDA, a non-GAAP measure, to net income attribute to AmeriGas Partners, L.P., the most directly comparable GAAP measure, in reliance on the "unreasonable efforts" exception set forth in SEC rules. Adjustments that management can reasonably estimate are provided in the appendix.
- 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 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



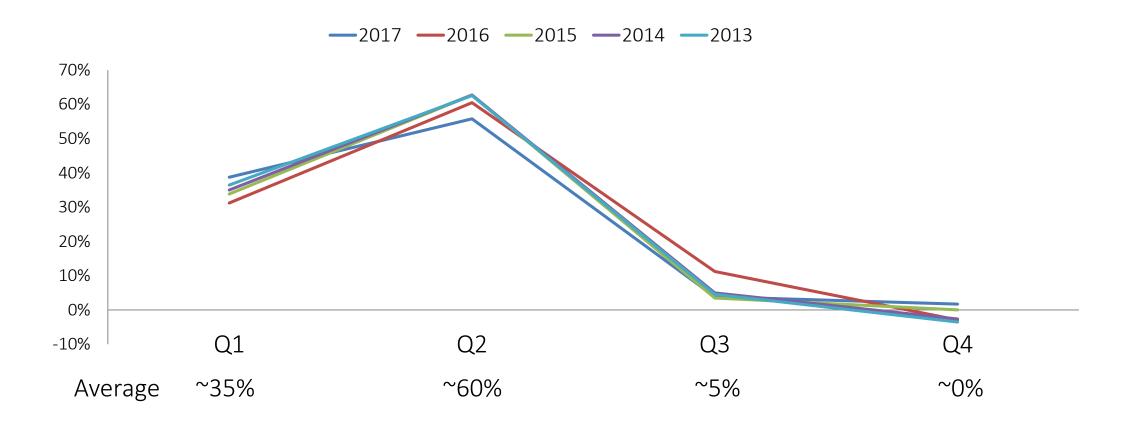
(Millions of dollars)	Year Ended September 30,					
		2017		2016		
EBITDA and Adjusted EBITDA		_				
Net income attributable to AmeriGas Partners	\$	162.1	\$	207.0		
Income tax expense (benefit)		2.0		(1.6)		
Interest Expense		160.2		164.1		
Depreciation		147.7		146.8		
Amortization		42.8		43.2		
EBITDA		514.8		559.5		
Subtract net gains on commodity derivative instruments not associated with current-period transactions Loss on extinguishments of debt		(31.1)		(66.1) 48.9		
MGP environmental accrual		7.50		-		
Noncontrolling interest in gains on commodity derivative instruments not associated with current-period transactions and MGP environmental accrual (a)		0.4		0.7		
Adjusted EBITDA	\$	551.3	\$	543.0		
(a) Includes the impact of rounding.						

### Free Cash Flow Reconciliation

				3 Years				3 Years				3 Years
Year Ended September 30,	1995	1996	1997	Ended 1997	2000	2001	2002	Ended 2002	2005	2006	2007	Ended 2007
(\$ in millions)												
Cash Flow from Operations	76.8	111.2	172.0	360.0	132.7	203.5	247.5	583.7	437.7	279.4	456.2	1173.3
Less: Capital Expenditures	68.8	62.7	68.8	200.3	71	78	94.7	243.7	158.4	191.7	223.1	573.2
Free Cash Flow	\$ 8.0	\$ 48.5	\$ 103.2	\$ 159.7	\$ 61.7	\$ 125.5	\$ 152.8	\$ 340.0	\$ 279.3	\$ 87.7	\$ 233.1	\$ 600.1
				3 Years				3 Years				
	2010	2011	2012	Ended 2012	2015	2016	2017	Ended 2017				
(\$ in millions)												
Cash Flow from Operations	598.8	554.7	707.7	1861.2	1163.8	969.7	953.9	3087.4				
Less: Capital Expenditures	347.3	360.7	339.4	1047.4	490.6	563.8	639.8	1694.2				
Free Cash Flow	\$ 251.5	\$ 194.0	\$ 368.3	\$ 813.8	\$ 673.2	\$ 405.9	\$ 314.1	\$ 1,393.2				

### **Consistent Earnings Pattern**

Historically, on average, ~95% of FY Adjusted EPS is generated in the first half of the year



#### **Investor Relations:**

Will Ruthrauff 610-456-6571 ruthrauffw@ugicorp.com



