

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

- ☒ ANNUAL REPORT PURSUANT TO SECTIONS 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2021
- ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 1-11071

UGI CORPORATION  
(Exact name of registrant as specified in its charter)

Pennsylvania  
(State or Other Jurisdiction of  
Incorporation or Organization)

23-2668356  
(I.R.S. Employer Identification No.)

460 North Gulph Road, King of Prussia, PA 19406  
(Address of Principal Executive Offices) (Zip Code)  
(610) 337-1000  
(Registrant’s telephone number, including area code)  
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class:	Trading Symbol(s):	Name of each exchange on which registered:
Common Stock, without par value	UGI	New York Stock Exchange
Corporate Units	UGIC	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>	Non-accelerated filer	<input type="checkbox"/>
Smaller reporting company	<input type="checkbox"/>	Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of UGI Corporation Common Stock held by non-affiliates of the registrant on March 31, 2021 was \$8,512,319,963.

At November 12, 2021, there were 209,221,695 shares of UGI Corporation Common Stock issued and outstanding.

Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held on January 28, 2022 are incorporated by reference into Part III of this Form 10-K.

## TABLE OF CONTENTS

	<u>Page</u>
<a href="#">Glossary of Terms and Abbreviations</a>	<a href="#">2</a>
<a href="#">Forward-Looking Information</a>	<a href="#">9</a>
<b><a href="#">PART I:</a></b>	
<a href="#">Items 1. and 2. Business and Properties</a>	<a href="#">9</a>
<a href="#">Item 1A. Risk Factors</a>	<a href="#">34</a>
<a href="#">Item 1B. Unresolved Staff Comments</a>	<a href="#">47</a>
<a href="#">Item 3. Legal Proceedings</a>	<a href="#">47</a>
<a href="#">Item 4. Mine Safety Disclosures</a>	<a href="#">48</a>
<b><a href="#">PART II:</a></b>	
<a href="#">Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</a>	<a href="#">49</a>
<a href="#">Item 6. Selected Financial Data</a>	<a href="#">50</a>
<a href="#">Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</a>	<a href="#">50</a>
<a href="#">Item 7A. Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">69</a>
<a href="#">Item 8. Financial Statements and Supplementary Data</a>	<a href="#">69</a>
<a href="#">Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</a>	<a href="#">69</a>
<a href="#">Item 9A. Controls and Procedures</a>	<a href="#">69</a>
<a href="#">Item 9B. Other Information</a>	<a href="#">71</a>
<b><a href="#">PART III:</a></b>	
<a href="#">Item 10. Directors, Executive Officers and Corporate Governance</a>	<a href="#">72</a>
<a href="#">Item 11. Executive Compensation</a>	<a href="#">72</a>
<a href="#">Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</a>	<a href="#">72</a>
<a href="#">Item 13. Certain Relationships and Related Transactions and Director Independence</a>	<a href="#">72</a>
<a href="#">Item 14. Principal Accounting Fees and Services</a>	<a href="#">72</a>
<b><a href="#">PART IV:</a></b>	
<a href="#">Item 15. Exhibits and Financial Statement Schedules</a>	<a href="#">75</a>
<a href="#">Item 16. Form 10-K Summary</a>	<a href="#">86</a>
<a href="#">Signatures</a>	<a href="#">87</a>
<a href="#">Index to Financial Statements and Financial Statement Schedules</a>	<a href="#">F-2</a>

## GLOSSARY OF TERMS AND ABBREVIATIONS

Terms and abbreviations used in this Form 10-K are defined below:

### **UGI Corporation and Related Entities**

**AmeriGas OLP** - AmeriGas Propane, L.P., the principal operating subsidiary of AmeriGas Partners

**AmeriGas Partners** - AmeriGas Partners, L.P., a Delaware limited partnership and an indirect wholly owned subsidiary of UGI; also referred to, together with its consolidated subsidiaries, as the “Partnership”

**AmeriGas Propane** - Reportable segment comprising AmeriGas Propane, Inc. and its subsidiaries, including AmeriGas Partners and AmeriGas OLP

**AmeriGas Propane Holdings, Inc.** - A Delaware corporation and an indirect wholly owned subsidiary of UGI

**AmeriGas Propane Holdings, LLC** - A Delaware limited liability company and an indirect wholly-owned subsidiary of UGI; also referred to as the “Merger Sub”

**AmeriGas Propane, Inc.** - A wholly owned second-tier subsidiary of UGI and the general partner of AmeriGas Partners; also referred to as the “General Partner”

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

**Company** - UGI and its consolidated subsidiaries collectively

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

**Electric Utility** - UGI Utilities, Inc.’s regulated electric distribution utility

**Energy Services** - UGI Energy Services, LLC, a wholly owned subsidiary of Enterprises

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

**ESFC** - Energy Services Funding Corporation, a wholly owned subsidiary of Energy Services

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

**Gas Utility** - UGI Utilities, Inc.’s regulated natural gas distribution business

**General Partner** - AmeriGas Propane, Inc., the general partner of AmeriGas Partners

**GHI** - GHI Energy, LLC, a Houston-based renewable natural gas company and indirect wholly owned subsidiary of Energy Services

**HVAC** - UGI HVAC Enterprises, Inc., a wholly owned subsidiary of Enterprises

**Merger Sub** - AmeriGas Propane Holdings, LLC, an indirect wholly owned subsidiary of UGI

**Midstream & Marketing** - Reportable segment comprising Energy Services, UGID and, prior to its sale in September 2020, HVAC

**Mountaineer** - Mountaineer Gas Company, a natural gas distribution company in West Virginia and an indirect wholly owned subsidiary of Mountaintop Energy Holdings LLC

**Mountaintop Energy Holdings, LLC** - Indirect parent company of Mountaineer and wholly owned subsidiary of UGI, acquired on September 1, 2021

**Partnership** - AmeriGas Partners and its consolidated subsidiaries, including AmeriGas OLP

**Pennant** - Pennant Midstream, LLC, a Delaware limited liability company

**PennEast** - PennEast Pipeline Company, LLC

**Pine Run** - Pine Run Gathering, LLC

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

**UGI Appalachia** - UGI Appalachia, LLC, a wholly owned subsidiary of Energy Services

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

**UGI International** - Reportable segment principally comprising UGI's foreign operations

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

**UGI PennEast, LLC** - A wholly owned subsidiary of Energy Services that holds a 20% membership interest in PennEast

**UGI Pine Run, LLC** - A wholly owned subsidiary of Energy Services that holds a 49% membership interest in Pine Run

**UGI Utilities** - Reportable segment comprising UGI Utilities, Inc. and Mountaintop Energy Holdings, LLC

**UGI Utilities, Inc.** - A wholly owned subsidiary of UGI comprising Gas Utility and Electric Utility

**UGID** - UGI Development Company, a wholly owned subsidiary of Energy Services

**UniverGas** - UniverGas Italia S.r.l, an indirect wholly owned subsidiary of UGI International, LLC

#### **Other Terms and Abbreviations**

**2013 OICP** - UGI Corporation 2013 Omnibus Incentive Compensation Plan

**1.59% Senior Note** - A private placement of \$100 million principal amount of senior notes due June 2026, issued by UGI Utilities, Inc.

**1.64% Senior Note** - A private placement of \$75 million principal amount of senior notes due September 2026, issued by UGI Utilities, Inc.

**2021 IAP** - UGI Corporation 2021 Incentive Award Plan

**2021 UGI Corporation Senior Credit Facility** - An amended unsecured senior facilities agreement entered into on May 4, 2021, by UGI which extended the maturity date of the previous three-year \$300 million loan term facility included in the UGI Corporation Senior Credit Facility, now due in May 2025 and includes a new four-year \$215 million term loan commitment

**2024 Purchase Contract** - A forward stock purchase contract issued by UGI Corporation as a part of the issuance of Equity Units which obligates holders to purchase a number of shares of UGI common stock from the Company on June 1, 2024

**ABO** - Accumulated Benefit Obligation

**ACE** - AmeriGas Cylinder Exchange

**Act 11** - Act 11 of 2012

**Adjusted LIBOR** - A rate derived from LIBOR

**AEPS Act** - Alternative Energy Portfolio Standards Act



**AFUDC** - Allowance for Funds Used During Construction

**AmeriGas Merger** - The transaction contemplated by the Merger Agreement pursuant to which AmeriGas Propane Holdings, LLC merged with and into the Partnership, on August 21, 2019, with the Partnership surviving as an indirect wholly owned subsidiary of UGI

**AmeriGas OLP Credit Agreement** - The second amended and restated credit agreement entered into by AmeriGas OLP providing for borrowings of up to \$600 million, including a letter of credit subfacility of up to \$150 million

**AOCI** - Accumulated Other Comprehensive Income (Loss)

**ASC** - Accounting Standards Codification

**ASC 606** - ASC 606, “Revenue from Contracts with Customers”

**ASC 740** - ASC 740, “Income Taxes”

**ASC 805** - ASC 805, “Business Combinations”

**ASC 820** - ASC 820, “Fair Value Measurement”

**ASC 842** - ASC 842, “Leases” (effective October 1, 2019)

**ASC 980** - ASC 980, “Regulated Operations”

**ASU** - Accounting Standards Update

**Bcf** - Billions of cubic feet

**BIE** - Pennsylvania Public Utility Commission Bureau of Investigation and Enforcement

**Board of Directors** - The board of directors of UGI

**Btu** - British thermal unit

**CARES Act** - Coronavirus Aid, Relief, and Economic Security Act

**CDC** - Centers for Disease Control and Prevention

**CERCLA** - Comprehensive Environmental Response, Compensation and Liability Act

**CFTC** - Commodity Futures Trading Commission

**CMG Acquisition** - Acquisition of Columbia Midstream Group, LLC and Columbia Pennant, LLC on August 1, 2019 pursuant to the CMG Acquisition Agreements

**CMG Acquisition Agreements** - Agreements related to the CMG Acquisition comprising (1) a purchase and sale agreement related to the CMG acquisition, dated July 2, 2019, by and among Columbia Midstream & Minerals Group, LLC, Energy Services, UGI and TransCanada PipeLine USA Ltd., and (2) a purchase and sale agreement related to the Columbia Pennant, LLC acquisition, dated July 2, 2019, by and among Columbia Midstream & Minerals Group, LLC, Energy Services, and TransCanada PipeLine USA Ltd.

**COA** - Consent Order and Agreement

**CODM** - Chief Operating Decision Maker as defined in ASC 280, “Segment Reporting”

**Common Stock** - Shares of UGI common stock

**Common Units** - Limited partnership ownership interests in AmeriGas Partners

**Conemaugh** - Conemaugh generation station, a 1,711-megawatt, coal-fired electricity generation station located near Johnstown, Pennsylvania

**Convertible Preferred Stock** - Preferred stock of UGI titled 0.125% series A cumulative perpetual convertible preferred stock without par value and having a liquidation preference of \$1,000 per share

**Core market** - Comprises (1) firm residential, commercial and industrial customers to whom UGI Utilities has a statutory obligation to provide service who purchase their natural gas or electricity from UGI Utilities; and (2) residential, commercial and industrial customers to whom UGI Utilities has a statutory obligation to provide service who purchase their natural gas or electricity from others

**COVID-19** - A novel strain of coronavirus disease discovered in 2019

**DOT** - U.S. Department of Transportation

**DS** - Default service

**DSIC** - Distribution System Improvement Charge

**EBITDA** - Earnings before interest expense, income taxes, depreciation, and amortization

**Eighth Circuit** - United States Court of Appeals for the Eighth Circuit

**Energy Services Credit Agreement** - Third amended and restated credit agreement entered into by Energy Services, as borrower, providing for borrowings up to \$260 million, including a letter or credit subfacility of up to \$50 million, scheduled to expire in March 2025

**Energy Services Term Loan** - A seven-year \$700 million senior secured term loan agreement entered into on August 13, 2019, with a group of lenders

**EPA** - Environmental Protection Agency

**EPACT 2005** - Energy Policy Act of 2005

**ERISA** - Employee Retirement Income Security Act of 1974

**ERO** - Electric Reliability Organization

**EU** - European Union

**Equity Unit Agreements** - Collection of agreements governing the rights, privileges and obligations of the holders of the Equity Units and UGI as issuer of the Equity Units, which were filed with the SEC on Form 8-K on May 25, 2021

**Equity Unit** - A corporate unit consisting of a 2024 Purchase Contract and 1/10th or 10% undivided interest in one share of Convertible Preferred Stock

**Exchange Act** - Securities Exchange Act of 1934, as amended

**FASB** - Financial Accounting Standards Board

**FDIC** - Federal Deposit Insurance Corporation

**FERC** - Federal Energy Regulatory Commission

**FIFO** - First-in, first-out inventory valuation method

**Fiscal 2018** - The fiscal year ended September 30, 2018

**Fiscal 2019** - The fiscal year ended September 30, 2019

**Fiscal 2020** - The fiscal year ended September 30, 2020

**Fiscal 2021** - The fiscal year ended September 30, 2021

**Fiscal 2022** - The fiscal year ending September 30, 2022

**Fiscal 2023** - The fiscal year ending September 30, 2023

**Fiscal 2024** - The fiscal year ending September 30, 2024

**Fiscal 2025** - The fiscal year ending September 30, 2025

**Fiscal 2026** - The fiscal year ending September 30, 2026

**GAAP** - U.S. generally accepted accounting principles

**GDPR** - General Data Protection Regulation

**GHG** - Greenhouse gas

**GILTI** - Global Intangible Low Taxed Income

**Gwh** - Millions of kilowatt hours

**Hunlock** - Hunlock Station, a 130-megawatt natural gas-fueled electricity generating station located near Wilkes-Barre, Pennsylvania

**ICE** - Intercontinental Exchange

**IRC** - Internal Revenue Code

**IRPA** - Interest rate protection agreement

**IRS** - Internal Revenue Service

**IT** - Information technology

**LIBOR** - London Inter-bank Offered Rate

**LNG** - Liquefied natural gas

**LPG** - Liquefied petroleum gas

**LTIIP** - Long-term infrastructure improvement plans

**MD&A** - Management's Discussion and Analysis of Financial Condition and Results of Operations

**MDPSC** - Maryland Public Service Commission

**Merger Agreement** - Agreement and Plan of Merger, dated as of April 1, 2019, among UGI, AmeriGas Propane Holdings, Inc., AmeriGas Propane Holdings, LLC, AmeriGas Partners and AmeriGas Propane

**MGP** - Manufactured gas plant

**Mountaineer Acquisition** - Acquisition of Mountaintop Energy Holdings LLC, which closed on September 1, 2021

**Mountaineer Credit Agreement** - Third amended and restated credit agreement entered into by Mountaineer, as borrower, providing for borrowings up to \$100 million, with the option to increase to a maximum principal amount of \$200 million assuming certain conditions are met, including a letter or credit subfacility of up to \$20 million, scheduled to expire in November 2024

**NAV** - Net asset value

**NOAA** - National Oceanic and Atmospheric Administration

**NOL** - Net operating loss

**NPNS** - Normal purchase and normal sale

**NYDEC** - New York State Department of Environmental Conservation

**NYMEX** - New York Mercantile Exchange

**OSHA** - Occupational Safety and Health Act

**PADEP** - Pennsylvania Department of Environmental Protection

**PAPUC** - Pennsylvania Public Utility Commission

**Partnership Agreement** - Fourth amended and restated agreement of Limited Partnership of AmeriGas Partners, L.P. dated as of July 27, 2009, as amended

**PBO** - Projected benefit obligation

**PennEnergy** - PennEnergy Resources, LLC

**PGA** - Purchased gas adjustment

**PGC** - Purchased gas costs

**PJM** - PJM Interconnection, LLC

**PRP** - Potentially Responsible Party

**PUHCA 2005** - Public Utility Holding Company Act of 2005

**Receivables Facility** - A receivables purchase facility of Energy Services with an issuer of receivables-backed commercial paper

**Retail core-market** - Comprises firm residential, commercial and industrial customers to whom UGI Utilities has a statutory obligation to provide service that purchase their natural gas from UGI Utilities

**RNG** - Renewable natural gas

**ROU** - Right-of-use

**ROD** - Record of Decision

**SCAA** - Storage Contract Administrative Agreements

**SEC** - U.S. Securities and Exchange Commission

**Series B preferred stock** - Preferred stock of UGI titled 0.125% series B cumulative perpetual preferred stock with terms substantially identical to the Convertible Preferred Stock, except that it will not be convertible

**Stonehenge** - Stonehenge Energy Resources III, LLC, a portfolio company of Energy Spectrum Partners VIII, L.P.

**Stock Unit** - Unit awards that entitle the grantee to shares of UGI Common Stock or cash subject to service conditions

**TCJA** - Tax Cuts and Jobs Act

**Temporary Rates Order** - Order issued by the PAPUC on March 15, 2018, that converted PAPUC approved rates of a defined group of large Pennsylvania public utilities into temporary rates for a period of not more than 12 months while the PAPUC reviewed effects of the TCJA

**TSR** - Total Shareholder Return

**UGI comparator group** - The Russell Midcap Utility Index, excluding telecommunications companies

**UGI Corporation Senior Credit Facility** - An unsecured senior facilities agreement entered into on August 1, 2019, by UGI comprising (1) a five-year \$250 million term loan facility; (2) a three-year \$300 million term loan facility; and (3) a five-year \$300 million revolving credit facility (including a \$10 million sublimit for letters of credit)

**UGI International 3.25% Senior Notes** - An underwritten private placement of €350 million principal amount of senior unsecured notes due November 1, 2025, issued by UGI International, LLC

**UGI International Credit Facilities Agreement** - A five-year unsecured senior facilities agreement entered into in October 2018, by UGI International, LLC comprising a €300 million term loan facility and a €300 million revolving credit facility, scheduled to expire in October 2023

**UGI Performance Units** - Unit awards that entitle the grantee to shares of UGI Common Stock or cash subject to service and market performance conditions

**UGI Utilities, Inc. Credit Agreement** - A five-year unsecured revolving credit agreement entered into by UGI Utilities, Inc. on June 27, 2019, providing for borrowings up to \$350 million, including a letter of credit subfacility of up to \$100 million, scheduled to expire in June 2024

**Units** or **Unit Awards** - UGI Corporation stock options, grants of UGI Corporation stock-based equity instruments and, prior to the AmeriGas Merger, grants of AmeriGas Partners, L.P. equity instruments (together with UGI Corporation stock-based equity instruments)

**USD** - U.S. dollar

**U.S. Pension Plans** – Consists of (1) a defined benefit pension plan for employees hired prior to January 1, 2009 of UGI, UGI Utilities, Inc. and certain of UGI’s other domestic wholly owned subsidiaries; and (2) a defined benefit pension plan for substantially all Mountaineer employees

**Utilities Term Loan** - A \$125 million unsecured variable-rate term loan agreement entered into in September 2018 by UGI Utilities, Inc. with a group of banks

**VEBA** - Voluntary Employees’ Beneficiary Association

**Western Missouri District Court** - The United States District Court for the Western District of Missouri

**WHO** - World Health Organization

**WVPSC** - Public Service Commission of West Virginia

## FORWARD-LOOKING INFORMATION

Information contained in this Annual Report on Form 10-K may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements use forward-looking words such as “believe,” “plan,” “anticipate,” “continue,” “estimate,” “expect,” “may,” or other similar words. These statements discuss plans, strategies, events or developments that we expect or anticipate will or may occur in the future.

A forward-looking statement may include a statement of the assumptions or bases underlying the forward-looking statement. We believe that we have chosen these assumptions or bases in good faith and that they are reasonable. However, we caution you that actual results almost always vary from assumed facts or bases, and the differences between actual results and assumed facts or bases can be material, depending on the circumstances. When considering forward-looking statements, you should keep in mind our Risk Factors included in Item 1A herein and the following important factors that could affect our future results and could cause those results to differ materially from those expressed in our forward-looking statements: (1) weather conditions, including increasingly uncertain weather patterns due to climate change, resulting in reduced demand, and the seasonal nature of our business; (2) cost volatility and availability of propane and other LPG, electricity, and natural gas, as well as the availability of LPG cylinders, and the capacity to transport product to our customers; (3) changes in domestic and foreign laws and regulations, including safety, tax, consumer protection, data privacy, accounting, and environmental matters, such as regulatory responses to climate change; (4) inability to timely recover costs through utility rate proceedings; (5) the impact of pending and future legal or regulatory proceedings, inquiries or investigations; (6) competitive pressures from the same and alternative energy sources; (7) failure to acquire new customers or retain current customers thereby reducing or limiting any increase in revenues; (8) liability for environmental claims; (9) increased customer conservation measures due to high energy prices and improvements in energy efficiency and technology resulting in reduced demand; (10) adverse labor relations and our ability to address existing or potential workforce shortages; (11) customer, counterparty, supplier, or vendor defaults; (12) liability for uninsured claims and for claims in excess of insurance coverage, including those for personal injury and property damage arising from explosions, terrorism, natural disasters, pandemics and other catastrophic events that may result from operating hazards and risks incidental to generating and distributing electricity and transporting, storing and distributing natural gas in all forms; (13) transmission or distribution system service interruptions; (14) political, regulatory and economic conditions in the United States, Europe and other foreign countries, and foreign currency exchange rate fluctuations, particularly the euro; (15) capital market conditions, including reduced access to capital markets and interest rate fluctuations; (16) changes in commodity market prices resulting in significantly higher cash collateral requirements; (17) reduced distributions from subsidiaries impacting the ability to pay dividends; (18) changes in Marcellus and Utica Shale gas production; (19) the availability, timing and success of our acquisitions, commercial initiatives and investments to grow our businesses; (20) our ability to successfully integrate acquired businesses and achieve anticipated synergies; (21) the interruption, disruption, failure or malfunction of our information technology systems, and those of our third-party vendors or service providers, including due to cyber attack; (22) the inability to complete pending or future energy infrastructure projects; (23) our ability to achieve the operational benefits and cost efficiencies expected from the completion of pending and future business transformation initiatives, including the impact of customer service disruptions resulting in potential customer loss due to the transformation activities; (24) uncertainties related to a global pandemic, including the duration and/or impact of the COVID-19 pandemic; (25) the impact of proposed or future tax legislation, including the potential reversal of existing tax legislation that is beneficial to us; and (26) our ability to overcome supply chain issues that may result in delays or shortages in, as well as increased costs of, equipment, materials or other resources that are critical to our business operations.

These factors are not necessarily all of the important factors that could cause actual results to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors could also have material adverse effects on future results. We undertake no obligation to update publicly any forward-looking statement whether as a result of new information or future events except as required by the federal securities laws.

## PART I:

### ITEMS 1. AND 2. BUSINESS AND PROPERTIES

#### CORPORATE OVERVIEW

UGI Corporation is a holding company that, through subsidiaries and affiliates, distributes, stores, transports and markets energy products and related services. In the United States, we own and operate (1) a retail propane marketing and distribution business, (2) natural gas and electric distribution utilities, and (3) energy marketing (including RNG), midstream infrastructure, storage, natural gas gathering and processing, natural gas production, electricity generation and energy services businesses. In

Europe, we market and distribute LPG and other energy products and services. Our subsidiaries and affiliates operate principally in the following four business segments:

- AmeriGas Propane
- UGI International
- Midstream & Marketing
- UGI Utilities

The AmeriGas Propane segment consists of the propane distribution business of AmeriGas Partners, an indirect wholly owned subsidiary of UGI Corporation. The Partnership conducts its propane distribution business through its principal operating subsidiary, AmeriGas Propane, L.P., and is the nation's largest retail propane distributor based on the volume of propane gallons distributed annually. The general partner of AmeriGas Partners is our wholly owned subsidiary, AmeriGas Propane, Inc.

The UGI International segment consists of LPG distribution businesses conducted by our subsidiaries and affiliates in Austria, Belgium, the Czech Republic, Denmark, Finland, France, Hungary, Italy, Luxembourg, the Netherlands, Norway, Poland, Romania, Slovakia, Sweden, Switzerland and the United Kingdom. In addition, UGI International conducts an energy marketing business in France, Belgium, the Netherlands and the United Kingdom. Based on market volumes for 2020, which is the most recent information available, UGI International believes that it is the largest distributor of LPG in France, Austria, Belgium, Denmark, Luxembourg, Norway and Hungary and one of the largest distributors of LPG in Poland, the Czech Republic, Slovakia, the Netherlands and Sweden.

The Midstream & Marketing segment consists of energy-related businesses conducted by our indirect, wholly owned subsidiary, UGI Energy Services, LLC. These businesses (i) conduct energy marketing, including RNG, in the Mid-Atlantic region of the United States and California, (ii) own and operate natural gas liquefaction, storage and vaporization facilities and propane-air mixing assets, (iii) manage natural gas pipeline and storage contracts, (iv) develop, own and operate pipelines, gathering infrastructure and gas storage facilities in the Marcellus and Utica Shale regions of Pennsylvania, eastern Ohio, and the panhandle of West Virginia, (v) own electricity generation facilities, and (vi) own RNG production facilities. Energy Services and its subsidiaries' storage, LNG and portions of its midstream transmission operations are subject to regulation by the FERC.

The UGI Utilities segment consists of the regulated natural gas and electric distribution businesses of our wholly owned subsidiary, UGI Utilities, Inc. ("Gas Utility" and "Electric Utility," respectively), and the regulated natural gas distribution business of our indirect, wholly owned subsidiary, Mountaineer Gas Company ("Mountaineer"). Gas Utility serves approximately 672,000 customers in eastern and central Pennsylvania and more than 500 customers in portions of one Maryland county. Mountaineer serves nearly 214,000 customers across 50 of West Virginia's 55 counties. Electric Utility serves approximately 62,500 customers in portions of Luzerne and Wyoming counties in northeastern Pennsylvania. Gas Utility is subject to regulation by the PAPUC and FERC and, with respect to its customers in Maryland, the MDPSC. Mountaineer is subject to regulation by the WVPSC and FERC. Electric Utility is subject to regulation by the PAPUC and FERC.

### **Business Strategy**

Our business strategy is to grow the Company by focusing on our core competencies of distributing, storing, transporting and marketing energy products and services. We utilize our core competencies from our existing diversified businesses and our international experience, extensive asset base and access to customers to accelerate both organic growth and growth through acquisitions in our existing businesses, as well as in related and complementary businesses.

In Fiscal 2021, we identified and communicated to our investors three key elements that we believe will advance our strategy: (1) providing reliable earnings growth; (2) investing in renewable energy solutions; and (3) rebalancing our portfolio, with an emphasis on natural gas and renewable energy solutions. The following discussion highlights some of our key accomplishments in these areas during Fiscal 2021.

### ***Reliable Earnings Growth***

We are committed to consistently growing our earnings and plan to continue this growth through increased investments in our regulated utilities business, generating significant fee-based income in our Midstream and Marketing operations, and investing in high-growth and more weather resilient markets at our LPG businesses.

In September 2021, we completed the acquisition of Mountaineer Gas Company, the largest gas local distribution company in West Virginia. Mountaineer serves nearly 214,000 customers across 50 of West Virginia's 55 counties and has a customer base that is approximately 90% residential and 10% commercial and industrial. We expect the addition of Mountaineer to significantly increase our rate base initially, with additional rate base growth anticipated over the longer term.

Our Midstream and Marketing business continues to provide a stable earnings stream, which is underpinned by fee-based contracts from customers. This fee-based income is derived from fixed fee peaking, storage and gathering, and fixed rate, variable volume gathering and marketing transactions. In Fiscal 2021, approximately 87% of Midstream and Marketing's total margin was fee-based.

In Fiscal 2021, AmeriGas Propane continued to expand its Cynch propane home delivery service into twenty-two cities as of September 30, 2021 and plans to introduce Cynch into additional U.S. markets in Fiscal 2022 and Fiscal 2023. Similarly, UGI International offers propane cylinder vending machines in several European countries and plans to expand into additional markets in the near term. These programs are convenient for customers, and we believe they will position us for growth in the near future.

AmeriGas Propane and UGI International also continued to execute on multi-year business transformation initiatives designed to improve long-term operational performance by, among other things, reducing costs and improving efficiency and effectiveness in a number of key areas. These transformation activities are substantially complete and are expected to provide total annual benefits to AmeriGas Propane and UGI International of more than \$150 million and €30 million, respectively, by the end of Fiscal 2022. For further information on these initiatives, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Executive Overview - Strategic Initiatives."

Finally, our natural gas businesses completed a number of transactions in the renewable energy space, which we believe will further contribute to our earnings growth. For more information on these transactions, see "Investment in Renewable Energy" below.

### ***Investment in Renewable Energy***

We are pursuing investments in a number of key renewable energy areas, including RNG, bio-LPG and renewable dimethyl ether ("rDME"), among others. Our natural gas businesses are actively exploring RNG opportunities involving both distribution and RNG feedstock infrastructure, and our LPG businesses are developing bio-LPG sources to augment our existing bio-LPG source in Sweden. We believe that UGI is particularly well-positioned to develop investment opportunities in these rapidly emerging markets due to our competencies in project development, project execution, gas transportation and storage, and energy marketing.

We expect to utilize our existing natural gas and LPG distribution infrastructure to deliver RNG and bio-LPG to the customers we serve. In most cases, these renewable solutions can be delivered to our customers with no additional local infrastructure, incremental investments by our customers, or community disruption related to infrastructure buildout.

In Fiscal 2021, we completed the following transactions, which we believe will provide a foundation for growth within the renewable energy space:

- Energy Services invested in a joint venture to develop dairy farm digester projects that produce RNG in upstate New York. The first project, announced in May 2021, incorporates an existing anaerobic digester that generates biogas, which is used to produce renewable electricity, and is expected to be completed in the second half of calendar year 2022. The second project, announced in September 2021, includes the construction of an anaerobic digester and a combined heat and power project that are expected to produce 85 million cubic feet ("MMcf") of RNG each year once completed in the second half of calendar year 2022.
- In September 2021, Energy Services announced that it would partially fund a joint venture designed to develop several clusters of dairy farm digester projects to produce RNG from multiple farms in South Dakota. The clusters of projects, which Energy Services will have the option to fund on a project-by-project basis, are expected to produce 650 MMcf of RNG annually when complete and on-line by the end of calendar year 2024. The RNG will be delivered to the local natural gas pipelines serving the regional distribution system.
- In August 2021, Energy Services invested in a joint venture to develop innovative food waste digester projects to produce RNG in Ohio and Kentucky. The first digester project is expected to be completed in the first half of calendar 2023 and will process approximately 190,000 tons annually of food waste from nearby food manufacturers in an



anaerobic digester. The project is expected to generate approximately 250,000 MMBTUs of pipeline-quality RNG each year that will be injected into a local natural gas pipeline on the regional distribution system.

- In May 2021, UGI International announced its intention to launch a joint venture to advance the production and use of rDME, a low-carbon sustainable liquid gas, in the LPG industry. The parties anticipate the development of up to six production plants within the next five years, targeting a total production capacity of 300 kilotons of rDME per year by 2027.
- In February 2021, UGI Utilities, Inc. entered an RNG interconnect agreement with a landfill gas developer in northeast Pennsylvania. When fully operational, the system is designed to take up to 16 MMcf per day of RNG supply at a rate of up to 780 thousand cubic feet (“Mcf”) per hour.
- In February 2021, UGI International entered a supply and development partnership with a Polish technology specialist in catalytic conversion of bioethanol to bio-gasoline and bioLPG for the exclusive rights to its supply of bioLPG. We believe this is a significant step in reducing UGI International's carbon footprint and achieving its decarbonization targets.
- In November 2020, Energy Services invested in a utility-scale RNG project in Idaho. The project is expected to produce several hundred MMcf of RNG each year from on-site dairy waste feedstock once it is expanded to reach full production in 2022.

These projects provide a range of benefits, including reducing our carbon footprint while also addressing increased customer demand for low carbon energy sources, and we expect to continue to expand our renewable energy investments over the next five years.

### ***Rebalancing Our Portfolio***

In Fiscal 2019, we completed the AmeriGas Merger, whereby AmeriGas Partners, L.P. became a wholly owned subsidiary of UGI Corporation. Following this transaction, our LPG businesses have contributed to our earnings per share at a greater percentage than our natural gas businesses. We plan to rebalance our portfolio through both organic growth and investment in natural gas and renewable energy solutions.

In Fiscal 2021, we executed on our rebalancing strategy through several transactions and investments, including the Mountaineer Acquisition and the aforementioned investments in renewable energy. In addition to these transactions and investments, UGI Utilities, Inc. continued to execute on its infrastructure replacement and system betterment program, with record capital expenditures in Fiscal 2021 and additional expenditures expected in the coming years. UGI Utilities, Inc. remains on schedule to achieve its goal of replacing the cast iron portions of its gas mains by March 2027 and the bare steel portion of its gas mains by September 2041. We believe that the replacement of aging infrastructure results in increased contributions to rate base growth and also reduces emissions while improving operational efficiency.

### **Environmental Strategy**

In Fiscal 2021, UGI pledged to reduce its enterprise Scope 1 GHG emissions by 55% over the next five years (using Fiscal 2020 as a baseline), while committing to continue to grow our earnings per share and dividends. We believe we can accomplish this objective through a three-pronged strategy that focuses on:

- reducing our emissions through investment in infrastructure and more efficient operations;
- reducing our customers' emissions through conversions, energy efficiency programs and fleet conversions; and
- investing in alternative energy solutions (such as renewable energy) to reduce GHG emissions and provide low or zero carbon solutions to our customers.

We report our progress on environmental goals and commitments annually in our Sustainability Reports, including our Scope 1 and 2 emissions, air quality impact, and water management efforts. Our Sustainability Reports may be accessed on our website under “ESG - Resources - Sustainability Reports.” Information published in our Sustainability Reports is not intended to be incorporated into this Report.

In formulating our environmental strategy, our management and Board of Directors consider certain risks and uncertainties that may materially impact our financial condition and results of operations. For more information on these risks and uncertainties,

see “Risk Factors - The potential effects of climate change may affect our business, operations, supply chain and customers, which could adversely impact our financial condition and results of operations.”

## Corporate Information

UGI was incorporated in Pennsylvania in 1991. The Company is not subject to regulation by the PAPUC but, following completion of the Mountaineer Acquisition, is a regulated “holding company” under PUHCA 2005. PUHCA 2005 and the implementing regulations of FERC give FERC access to certain holding company books and records and impose certain accounting, record-keeping, and reporting requirements on holding companies. PUHCA 2005 also provides state utility regulatory commissions with access to holding company books and records in certain circumstances.

Our executive offices are located at 460 North Gulph Road, King of Prussia, Pennsylvania 19406, and our telephone number is (610) 337-1000. In this report, the terms “Company” and “UGI,” as well as the terms “our,” “we,” “us,” and “its” are sometimes used as abbreviated references to UGI Corporation or, collectively, UGI Corporation and its consolidated subsidiaries. For further information on the meaning of certain terms used in this Report, see “Glossary of Terms and Abbreviations.”

The Company’s corporate website can be found at [www.ugicorp.com](http://www.ugicorp.com). Information on our website, including the information published in our Sustainability Reports, is not intended to be incorporated into this Report. The Company makes available free of charge at this website (under the “Investors - Financial Reports - SEC Filings and Proxies” caption) copies of its reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, including its Annual Reports on Form 10-K, its Quarterly Reports on Form 10-Q and its Current Reports on Form 8-K. The Company’s Principles of Corporate Governance and Code of Business Conduct and Ethics are available on the Company’s website under the caption “Company - Leadership and Governance - Governance Documents.” The charters of the Audit, Corporate Governance, Compensation and Management Development, Pension, and Safety, Environmental and Regulatory Compliance Committees of the Board of Directors are available on the Company’s website under the caption “Company - Leadership and Governance - Committees & Charters.” All of these documents are also available free of charge by writing to Director, Investor Relations, UGI Corporation, P.O. Box 858, Valley Forge, PA 19482.

## AMERIGAS PROPANE

### *Products, Services and Marketing*

Our domestic propane distribution business is conducted through AmeriGas Propane. AmeriGas Propane serves nearly 1.4 million customers in all 50 states from approximately 1,600 propane distribution locations. Typically, propane distribution locations are in suburban and rural areas where natural gas is not readily available. Our local offices generally consist of operations facilities and propane storage. As part of its overall transportation and distribution infrastructure, AmeriGas Propane operates as an interstate carrier in all states throughout the continental U.S.

AmeriGas Propane sells propane primarily to residential, commercial/industrial, motor fuel, agricultural and wholesale customers. AmeriGas Propane distributed approximately 1.1 billion gallons of propane in Fiscal 2021. Approximately 88% of AmeriGas Propane’s Fiscal 2021 sales (based on gallons sold) was to retail accounts and approximately 12% was to wholesale and supply customers. Sales to residential customers in Fiscal 2021 represented approximately 32% of retail gallons sold; commercial/industrial customers 41%; motor fuel customers 19%; and agricultural customers 4%. Transport gallons, which are large-scale deliveries to retail customers other than residential, accounted for 4% of Fiscal 2021 retail gallons. No single customer represents, or is anticipated to represent, more than 5% of AmeriGas Propane’s consolidated revenues.

The ACE program continued to be an important element of AmeriGas Propane’s business in Fiscal 2021. At September 30, 2021, ACE cylinders were available at over 50,000 retail locations throughout the U.S. Sales of our ACE cylinders to retailers are included in commercial/industrial sales. The ACE program enables consumers to purchase or exchange propane cylinders at various retail locations such as home centers, gas stations, mass merchandisers and grocery and convenience stores. In addition, in Fiscal 2021, we continued to expand our Cynch propane home delivery service, which is now available in twenty-two cities as of September 30, 2021, and plan to expand into additional markets in Fiscal 2022 and Fiscal 2023. We also supply retailers with large propane tanks to enable them to replenish customers’ propane cylinders directly at the retailer’s location.

Residential and commercial customers use propane primarily for home heating, water heating and cooking purposes. Commercial users include hotels, restaurants, churches, warehouses, and retail stores. Industrial customers use propane to fire furnaces, as a cutting gas and in other process applications. Other industrial customers are large-scale heating accounts and

local gas utility customers that use propane as a supplemental fuel to meet peak load deliverability requirements. As a motor fuel, propane is burned in internal combustion engines that power school buses and other over-the-road vehicles, forklifts, and stationary engines. Agricultural uses include tobacco curing, chicken brooding, crop drying, and orchard heating. In its wholesale operations, AmeriGas Propane principally sells propane to large industrial end-users and other propane distributors.

Retail deliveries of propane are usually made to customers by means of bobtail and rack trucks. Propane is pumped from the bobtail truck, which generally holds 2,400 to 3,000 gallons of propane, into a stationary storage tank on the customer's premises. AmeriGas Propane owns most of these storage tanks and leases them to its customers. The capacity of these tanks ranges from approximately 120 gallons to approximately 1,200 gallons. AmeriGas Propane also delivers propane in portable cylinders, including ACE and motor fuel cylinders. Some of these deliveries are made to the customer's location, where cylinders are either picked up or replenished in place.

During Fiscal 2021, we made technology and other investments to promote the safety of our employees and the communities we serve. For example, (i) we continued installing cameras in our delivery and service vehicles to facilitate in-cab coaching capabilities, among other functionality and (ii) we continued to install fall protection towers on rail terminals that are designed to prevent employees from falling during the process of offloading propane into bulk storage.

Moreover, in Fiscal 2021, AmeriGas Propane continued executing on multi-year business transformation initiatives designed to improve long-term operational performance by, among other things, reducing costs and improving efficiency and effectiveness in the following key areas: customer digital experience; customer relationship management; operating process redesign and specialization; distribution and routing optimization; sales and marketing effectiveness; purchasing and general and administrative efficiencies; and supply and logistics. These transformation activities are substantially complete and are expected to provide total annual benefits of more than \$150 million by the end of Fiscal 2022. For further information on these initiatives, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Executive Overview - Strategic Initiatives."

#### ***Propane Supply and Storage***

The U.S. propane market has more than 180 domestic and international sources of supply, including the spot market. Supplies of propane from AmeriGas Propane's sources historically have been readily available; however, beginning in April 2020 and continuing through Fiscal 2021, certain geographies experienced varying levels of reduced propane availability as a result of COVID-19 and transportation issues within the supply chain. While some refineries have returned to normal production, others have ceased operations entirely. In response to these supply and transportation challenges, AmeriGas Propane utilized a combination of increased regional storage as well as rail and transport supply from different origins to offset localized supply/demand imbalances that occurred during Fiscal 2021.

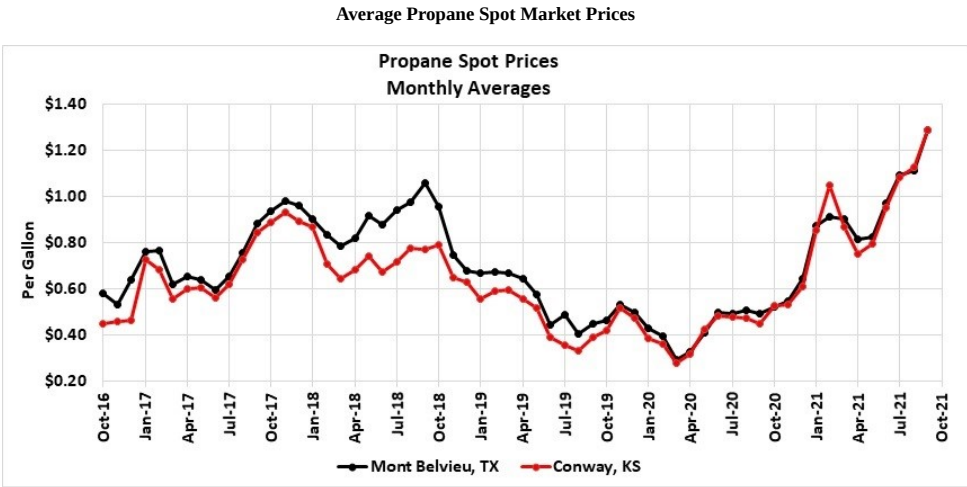
In addition to these factors, the availability and pricing of propane supply has historically been dependent upon, among other things, the severity of winter weather, the price and availability of competing fuels such as natural gas and crude oil, and the amount and availability of exported supply and, to a much lesser extent, imported supply. For more information on risks relating to our supply chain, see "Risk Factors - Risks Relating to Our Supply Chain and Our Ability to Obtain Adequate Quantities of LPG."

During Fiscal 2021, approximately 98% of AmeriGas Propane's propane supply was purchased under supply agreements with terms of one to three years. Although no assurance can be given that supplies of propane will be readily available in the future, management currently expects to be able to secure adequate supplies during Fiscal 2022. If supply from major sources were interrupted, however, the cost of procuring replacement supplies and transporting those supplies from alternative locations might be materially higher and, at least on a short-term basis, margins could be adversely affected. In Fiscal 2021, AmeriGas Propane derived approximately 11% of its propane supply from each of Enterprise Products Operating LLC and Targa Liquids Marketing and Trade. No other single supplier provided more than 10% of AmeriGas Propane's total propane supply in Fiscal 2021. In certain geographic areas, however, a single supplier provides more than 50% of AmeriGas Propane's requirements. Disruptions in supply in these areas could also have an adverse impact on AmeriGas Propane's margins.

AmeriGas Propane's supply contracts typically provide for pricing based upon (i) index formulas using the current prices established at a major storage point such as Mont Belvieu, Texas, or Conway, Kansas, or (ii) posted prices at the time of delivery. In addition, some agreements provide maximum and minimum seasonal purchase volume guidelines. The percentage of contract purchases, and the amount of supply contracted for at fixed prices, will vary from year to year. AmeriGas Propane uses a number of interstate pipelines, as well as railroad tank cars, delivery trucks and barges, to transport propane from suppliers to storage and distribution facilities. AmeriGas Propane stores propane at various storage facilities and terminals located in strategic areas across the U.S.

Because AmeriGas Propane’s profitability is sensitive to changes in wholesale propane costs, AmeriGas Propane generally seeks to pass on increases in the cost of propane to customers. There is no assurance, however, that AmeriGas Propane will always be able to pass on product cost increases fully, or keep pace with such increases, particularly when product costs rise rapidly. Product cost increases can be triggered by periods of severe cold weather, supply interruptions, increases in the prices of base commodities such as crude oil and natural gas, or other unforeseen events. AmeriGas Propane has supply acquisition and product cost risk management practices to reduce the effect of volatility on selling prices. These practices currently include the use of summer storage, forward purchases and derivative commodity instruments, such as propane price swaps. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Market Risk Disclosures.”

The following graph shows the average prices of propane on the propane spot market during the last five fiscal years at Mont Belvieu, Texas, and Conway, Kansas, both major storage areas.



**General Industry Information**

Propane is separated from crude oil during the refining process and also extracted from natural gas or oil wellhead gas at processing plants. Propane is normally transported and stored in a liquid state under moderate pressure or refrigeration for economy and ease of handling in shipping and distribution. When the pressure is released or the temperature is increased, it is usable as a flammable gas. Propane is colorless and odorless; an odorant is added to allow for its detection. Propane is considered a clean alternative fuel under the Clean Air Act Amendments of 1990, producing negligible amounts of pollutants when properly consumed.

**Competition**

Propane competes with other sources of energy, some of which are less costly for equivalent energy value. Propane distributors compete for customers with suppliers of electricity, fuel oil and natural gas, principally on the basis of price, service, availability and portability. Electricity is generally more expensive than propane on a Btu equivalent basis, but the convenience and efficiency of electricity make it an attractive energy source for consumers and developers of new homes. Fuel oil, which is also a major competitor of propane, is currently more expensive than propane and is a less environmentally attractive energy source. Furnaces and appliances that burn propane will not operate on fuel oil, and vice versa, and, therefore, a conversion from one fuel to the other requires the installation of new equipment. Propane serves as an alternative to natural gas in rural and suburban areas where natural gas is unavailable or portability of product is required. Natural gas is generally a significantly less expensive source of energy than propane, although in areas where natural gas is available, propane is used for certain industrial and commercial applications and as a standby fuel during interruptions in natural gas service. The gradual expansion of the nation’s natural gas distribution systems has resulted in the availability of natural gas in some areas that previously depended upon propane. However, natural gas pipelines are not present in many areas of the country where propane is sold for

heating and cooking purposes.

For motor fuel customers, propane competes with gasoline, diesel fuel, electric batteries, fuel cells and, in certain applications, LNG and compressed natural gas. Wholesale propane distribution is a highly competitive, low margin business. Propane sales to other retail distributors and large-volume, direct-shipment industrial end-users are price sensitive and frequently involve a competitive bidding process.

Retail propane industry volumes have been declining for several years and no or modest growth in total demand is foreseen in the next several years. Therefore, AmeriGas Propane's ability to grow within the industry is dependent on the success of its sales and marketing programs designed to attract and retain customers, the success of business transformation initiatives, its ability to achieve internal growth, which includes expansion of the ACE, Cynch and National Accounts programs (through which multi-location propane users enter into a single AmeriGas Propane supply agreement rather than agreements with multiple suppliers), and its ability to acquire other retail distributors. The failure of AmeriGas Propane to retain and grow its customer base would have an adverse effect on its long-term results.

The domestic propane retail distribution business is highly competitive. AmeriGas Propane competes in this business with other large propane marketers, including other full-service marketers, and thousands of small independent operators. Some farm cooperatives, rural electric cooperatives and fuel oil distributors include propane distribution in their businesses and AmeriGas Propane competes with them as well. The ability to compete effectively depends on providing high quality customer service, maintaining competitive retail prices and controlling operating expenses. AmeriGas Propane also offers customers various payment and service options, including guaranteed price programs, fixed price arrangements and pricing arrangements based on published propane prices at specified terminals.

In Fiscal 2021, AmeriGas Propane's retail propane sales totaled nearly 970 million gallons. Based on the most recent annual survey by the Propane Education & Research Council, 2019 domestic retail propane sales (annual sales for other than chemical uses) in the U.S. totaled approximately 10.1 billion gallons. Based on LP-GAS magazine rankings, 2019 sales volume of the ten largest propane distribution companies (including AmeriGas Propane) represented approximately 31% of domestic retail propane sales.

### ***Properties***

As of September 30, 2021, AmeriGas Propane owned 87% of its approximately 530 local offices throughout the country. The transportation of propane requires specialized equipment. The trucks and railroad tank cars utilized for this purpose carry specialized steel tanks that maintain the propane in a liquefied state. As of September 30, 2021, the Partnership operated a transportation fleet with the following assets:

	<b><u>Approximate Quantity &amp; Equipment Type</u></b>	<b><u>% Owned</u></b>	<b><u>% Leased</u></b>
880	Trailers	71%	29%
340	Tractors	5%	95%
680	Railroad tank cars	0%	100%
2,470	Bobtail trucks	9%	91%
320	Rack trucks	12%	88%
2,950	Service and delivery trucks	15%	85%

Other assets owned at September 30, 2021 included approximately 960,000 stationary storage tanks with typical capacities of more than 120 gallons, approximately 4.1 million portable propane cylinders with typical capacities of 1 to 120 gallons, 21 terminals and 12 transflow units.

### ***Trade Names, Trade and Service Marks***

AmeriGas Propane markets propane and other services principally under the “AmeriGas®,” “America’s Propane Company®,” “Propane That’s Pro-You<sup>SM</sup>” and “Cynch®” trade names and related service marks and continues to maintain the “Driving Every Day®” and “Relationships Matter®” trademarks. UGI owns, directly or indirectly, all the right, title and interest in the “AmeriGas” name and related trade and service marks. The General Partner owns all right, title and interest in the “America’s Propane Company” trade name and related service marks. The Partnership has an exclusive (except for use by UGI, AmeriGas, Inc., AmeriGas Polska Sp. z o.o. and the General Partner), royalty-free license to use these trade names and related service marks. UGI and the General Partner each have the option to terminate its respective license agreement (except its licenses with permitted transferees and on 12 months’ prior notice in the case of UGI), without penalty, if the General Partner is removed as

general partner of the Partnership for cause. If the General Partner ceases to serve as the general partner of the Partnership other than for cause, the General Partner has the option to terminate its license agreement upon payment of a fee to AmeriGas Propane, L.P. equal to the fair market value of the licensed trade names. UGI has a similar termination option; however, UGI must provide 12 months' prior notice in addition to paying the fee to AmeriGas OLP. UGI and the General Partner each also have the right to terminate its respective license agreement in order to settle any claim of infringement, unfair competition or similar claim or if the agreement has been materially breached without appropriate cure.

### ***Seasonality***

Because many customers use propane for heating purposes, AmeriGas Propane's retail sales volume is seasonal. During Fiscal 2021, approximately 65% of the Partnership's retail sales volume occurred, and substantially all of AmeriGas Propane's operating income was earned, during the peak heating season from October through March. As a result of this seasonality, revenues are typically higher in AmeriGas Propane's first and second fiscal quarters (October 1 through March 31). Cash receipts are generally greatest during the second and third fiscal quarters when customers pay for propane purchased during the winter heating season. As a result of the AmeriGas Merger, we expect that UGI will continue to derive a greater percentage of its earnings during the peak heating season of October through March. For more information on the risks associated with the seasonality of our business, see "Risk Factors - Our business is seasonal and decreases in the demand for our energy products and services because of warmer-than-normal heating season weather or unfavorable weather conditions may adversely affect our results of operations."

Sales volume for AmeriGas Propane traditionally fluctuates from year-to-year in response to variations in weather, prices, competition, customer mix and other factors, such as conservation efforts and general economic conditions. For information on national weather statistics, see "Management's Discussion and Analysis of Financial Condition and Results of Operations."

### ***Government Regulation***

AmeriGas Propane is subject to various federal, state and local environmental, health, safety and transportation laws and regulations governing the storage, distribution and transportation of propane and the operation of bulk storage propane terminals.

### **Environmental**

Generally, applicable environmental laws impose limitations on the discharge of pollutants, establish standards for the handling of solid and hazardous substances, and require the investigation and cleanup of environmental contamination. These laws include, among others, the Resource Conservation and Recovery Act, CERCLA, the Clean Air Act, the Clean Water Act, the Homeland Security Act of 2002, the Emergency Planning and Community Right-to-Know Act, comparable state statutes and any applicable amendments. The Partnership incurs expenses associated with compliance with its obligations under federal and state environmental laws and regulations, and we believe that the Partnership is in material compliance with its obligations. The Partnership maintains various permits that are necessary to operate its facilities, some of which may be material to its operations. AmeriGas Propane continually monitors its operations with respect to potential environmental issues, including changes in legal requirements.

AmeriGas Propane is investigating and remediating contamination at a number of present and former operating sites in the U.S., including sites where its predecessor entities operated manufactured gas plants. CERCLA and similar state laws impose joint and several liability on certain classes of persons considered to have contributed to the release or threatened release of a "hazardous substance" into the environment without regard to fault or the legality of the original conduct. Propane is not a hazardous substance within the meaning of CERCLA.

### **Health and Safety**

AmeriGas Propane is subject to the requirements of OSHA and comparable state laws that regulate the protection of the health and safety of our workers. These laws require the Partnership, among other things, to maintain information about materials, some of which may be hazardous or toxic, that are used, released, or produced in the course of our operations. Certain portions of this information must be provided to employees, federal and state and local governmental authorities and responders, commercial and industrial customers and local citizens in accordance with applicable federal and state Emergency Planning and Community Right-to-Know Act requirements. AmeriGas Propane's operations are also subject to federal safety hazard communication requirements and reporting obligations.

All states in which AmeriGas Propane operates have adopted fire safety codes that regulate the storage, distribution, and use of propane. In some states, these laws are administered by state agencies, and in others they are administered on a municipal level. AmeriGas Propane conducts training programs to help ensure that its operations are in compliance with applicable governmental regulations. With respect to general operations, AmeriGas Propane is subject in all jurisdictions in which it operates to rules and procedures governing the safe handling of propane, including those established by National Fire Protection Association Pamphlets No. 54 and No. 58, various state, local and international codes (including international fire, building and fuel gas codes), and OSHA fall protection standards. Management believes that the policies and procedures currently in effect at all of its facilities for the handling, storage, distribution and use of propane, as well as its fall protection standards, are consistent with industry standards and are in compliance, in all material respects, with applicable laws and regulations.

With respect to the transportation of propane by truck, AmeriGas Propane is subject to regulations promulgated under federal legislation, including the Federal Motor Carrier Safety Act, the Hazardous Materials & Transportation Act and the Homeland Security Act of 2002. Regulations under these statutes cover the security and transportation of hazardous materials, including propane for purposes of these regulations, and are administered by the Pipeline and Hazardous Materials Safety Administration of the DOT. The Natural Gas Safety Act of 1968 required the DOT to develop and enforce minimum safety regulations for the transportation of gases by pipeline. The DOT's pipeline safety regulations apply to, among other things, a propane gas system that supplies 10 or more residential customers or two or more commercial customers from a single source and to a propane gas system any portion of which is located in a public place. The DOT's pipeline safety regulations require operators of all gas systems to provide operator qualification standards and training and written instructions for employees and third party contractors working on covered pipelines and facilities, establish written procedures to minimize the hazards resulting from gas pipeline emergencies, and conduct and keep records of inspections and testing. Operators are subject to the Pipeline Safety Improvement Act of 2002. Management believes that the procedures currently in effect at all of AmeriGas Propane's facilities for the handling, storage, transportation and distribution of propane are consistent with industry standards and are in compliance, in all material respects, with applicable laws and regulations.

#### Climate Change

There continues to be concern, both nationally and internationally, about climate change and the contribution of GHG emissions, most notably carbon dioxide, to global warming. Because propane is considered a clean alternative fuel under the federal Clean Air Act Amendments of 1990, the Partnership anticipates that this will provide it with a competitive advantage over other sources of energy, such as fuel oil and coal, to the extent new climate change regulations become effective. At the same time, increased regulation of GHG emissions, especially in the transportation sector, could impose significant additional costs on AmeriGas Propane, its suppliers, its vendors and its customers. In recent years, there has been an increase in state initiatives aimed at regulating GHG emissions. For example, the California Environmental Protection Agency established a Cap & Trade program that requires certain covered entities, including propane distribution companies, to purchase allowances to compensate for the GHG emissions created by their business operations. Compliance with these types of regulations may increase our operating costs if we are unable to pass on these costs to our customers.

#### ***Employees***

The Partnership does not directly employ any persons responsible for managing or operating the Partnership. The General Partner provides these services and is reimbursed for its direct and indirect costs and expenses, including all compensation and benefit costs. At September 30, 2021, the General Partner had approximately 5,800 employees, including more than 100 part-time, seasonal and temporary employees, working on behalf of the Partnership. UGI also performs, and is reimbursed for, certain financial and administrative services on behalf of the Partnership and AmeriGas OLP.

#### **UGI INTERNATIONAL**

UGI International, through subsidiaries and affiliates, conducts (i) an LPG distribution business in 17 countries throughout Europe (Austria, Belgium, the Czech Republic, Denmark, Finland, France, Hungary, Italy, Luxembourg, the Netherlands, Norway, Poland, Romania, Slovakia, Sweden, Switzerland and the United Kingdom), and (ii) an energy marketing business in France, Belgium, the Netherlands and the United Kingdom. Based on market volumes for 2020, which is the most recent information available, UGI International believes that it is the largest distributor of LPG in France, Austria, Belgium, Denmark, Luxembourg, Norway and Hungary and one of the largest distributors of LPG in Poland, the Czech Republic, Slovakia, the Netherlands and Sweden.

## ***Products, Services and Marketing***

### **LPG Distribution Business**

During Fiscal 2021, UGI International sold more than 975 million gallons of LPG throughout Europe. UGI International operates under seven distinct LPG brands, and its customer base primarily consists of residential, commercial, industrial, agricultural, wholesale and automobile fuel (“autogas”) customers that use LPG for space heating, cooking, water heating, motor fuel, leisure activities, crop drying, irrigation, construction, power generation, manufacturing and as an aerosol propellant. For Fiscal 2021, 45% of UGI International’s LPG volume was sold to commercial and industrial customers, 19% was sold to residential, 11% was sold to agricultural and 25% was sold to wholesale and other customers (including autogas). UGI International supplies LPG to its customers in small, medium and large bulk tanks at their locations. In addition to bulk sales, UGI International sells LPG in cylinders through retail outlets, such as supermarkets, individually owned stores and gas stations and directly to businesses that operate LPG-powered forklifts. Sales of LPG are also made to service stations to fuel vehicles that run on LPG. Approximately 63% of Fiscal 2021 LPG sales (based on volumes) was attributed to bulk, 16% to cylinder, 19% to wholesale and 2% to autogas. For Fiscal 2021, no single customer represented more than 5% of UGI International’s revenues.

#### ***Bulk***

UGI International classifies its bulk customers as small, medium or large bulk, depending upon volume consumed annually at the customer locations. Based on volumes consumed, small bulk customers are primarily residential and small business users, such as restaurants, that use LPG mainly for heating and cooking. Medium bulk customers consist mainly of large residential housing developments, hospitals, hotels, municipalities, medium-sized industrial enterprises and poultry brooders. Large bulk customers include agricultural customers (including crop drying) and companies that use LPG in their industrial processes. At September 30, 2021, UGI International had approximately 517,000 bulk LPG customers and sold more than 610 million gallons of bulk LPG during Fiscal 2021.

#### ***Cylinder***

UGI International sells LPG in both steel and composite cylinders and typically owns the cylinders in which the LPG is sold. The principal end-users of cylinders are residential customers who use LPG for domestic applications, such as cooking and heating. Non-residential uses include fuel for forklift trucks, road construction and welding. At September 30, 2021, UGI International had more than 20 million cylinders in circulation and sold more than 150 million gallons of LPG in cylinders during Fiscal 2021. UGI International also delivers LPG to wholesale and retail customers in cylinders, including through the use of vending machines.

#### ***Wholesale, Autogas and Other Services***

Approximately 19% of UGI International’s Fiscal 2021 LPG sales (based on volumes) were to wholesale customers (including small competitors and large industrial customers), and approximately 2% of Fiscal 2021 LPG sales (based on volumes) were to autogas customers. UGI International also provides logistics, storage and other services to third-party LPG distributors.

### **Energy Marketing Business**

UGI International markets and supplies natural gas and electricity to small and medium enterprises, schools and municipalities through third-party distribution systems. UGI International started developing its energy marketing business organically in 2012 and further expanded this business through the acquisition of DVEP in the Netherlands in August 2017 and continues to expand this business through strategic transactions. UGI International sold approximately 36 Bcf of natural gas and over 3,300 Gwh of electricity during Fiscal 2021.

#### ***LPG Supply, Storage and Transportation***

UGI International is typically party to term contracts, with more than 40 different suppliers, including producers and international oil and gas trading companies, to meet LPG supply requirements throughout Europe. LPG supply is transported via rail and sea, and by road for shorter distances. Agreements are generally one- to two-year terms with pricing based on internationally quoted market prices. Additionally, LPG is purchased on the European spot markets to manage supply needs. In certain geographic areas (the United Kingdom and Italy), a single supplier may provide 50% or more of UGI International’s requirements. Because UGI International’s profitability is sensitive to changes in wholesale LPG costs, UGI International generally seeks to pass on increases in the cost of LPG to its customers. There can be no assurance, however, that UGI International will always be able to pass on product cost increases fully, or keep pace with such increases, particularly when product costs rise rapidly. Product cost increases can be triggered by periods of severe cold weather, supply interruptions, increases in the prices of base commodities such as crude oil and natural gas, or other unforeseen events.



Throughout Fiscal 2021, propane and butane production reduction continued to occur at refineries due to COVID-19 related demand decreases on primary fuels such as jet, gasoline and diesel. Reductions started in April 2020 and continued at varying levels through Fiscal 2021. The severity of reductions varied across the European market and the return of production to normal levels has also varied. Production has returned to normal at some refineries, while other refineries continue to operate at lower rates, and some have permanently ceased operations.

UGI International stores LPG at various storage facilities and terminals located across Europe and has interests in 10 primary storage facilities and more than 80 secondary storage facilities. LPG stored in primary storage facilities is transported to smaller storage facilities by rail and road. At secondary storage facilities, LPG is loaded into cylinders or trucks equipped with tanks and then delivered to customers. UGI International also manages an extensive logistics and transportation network and has access to seaborne import facilities.

UGI International transports LPG to customers primarily through outsourced transportation providers to serve both bulk and cylinder markets. UGI International has long-term relationships with many providers of logistics and transportation services in most of its markets and is not dependent on the services of any single transportation provider.

#### ***Renewable Energy Projects***

In Fiscal 2021, UGI International announced investments in the following renewable energy projects:

- In February 2021, UGI International entered a supply and development partnership with a Polish technology specialist in catalytic conversion of bioethanol to bio-gasoline and bioLPG for the exclusive rights to its supply of bioLPG. Notably, this product can be utilized by UGI International's existing LPG entities operating across Europe.
- In May 2021, UGI International announced its intention to launch a joint venture to advance the production and use of rDME, a low-carbon sustainable liquid gas, in the LPG industry. The parties anticipate the development of up to six production plants within the next five years, targeting a total production capacity of 300 kilotons of rDME per year by 2027.

We believe these projects will significantly contribute to reducing UGI International's carbon footprint and achieving its decarbonization targets.

#### ***Competition and Seasonality***

The LPG markets in western and northern Europe are mature, with modest declines in total demand due to competition with other fossil fuels and other energy sources, conservation and macroeconomic conditions. Sales volumes are affected principally by the severity of the weather and customer migration to alternative energy forms, including natural gas, electricity, heating oil and wood. High LPG prices also may result in slower than expected growth due to customer conservation and customers seeking less expensive alternative energy sources. In addition, government policies and incentives that favor alternative energy sources, such as wind and solar, can result in customers migrating to energy sources other than LPG. In addition to price, UGI International competes for customers in its various markets based on contract terms. UGI International competes locally as well as regionally in many of its service territories. Additionally, particularly in France, although UGI International supplies certain supermarket chains, it also competes with some of these supermarket chains that affiliate with LPG distributors to offer their own brands of cylinders. UGI International seeks to increase demand for its LPG cylinders through marketing and product innovations.

In its energy marketing business, UGI International competes against small- and medium-sized enterprise providers of natural gas and electricity in four countries in Europe where the markets have been deregulated for at least ten years. The markets are generally stable, developed and growing and competition can be local, regional or pan-European.

Because many of UGI International's customers use LPG for heating, sales volume is affected principally by the severity of the temperatures during the heating season months and traditionally fluctuates from year-to-year in response to variations in weather, prices and other factors, such as conservation efforts and the economic environment. During Fiscal 2021, approximately 60% of UGI International's retail sales volume occurred during the peak heating season from October through March. As a result of this seasonality, revenues are typically higher in UGI International's first and second fiscal quarters (October 1 through March 31). For historical information on weather statistics for UGI International, see "Management's Discussion and Analysis of Financial Condition and Results of Operations."

#### ***Business Transformation Initiatives***

We launched an initiative in Fiscal 2019 and embarked on a process of identifying operational synergies across all 17 countries in which we currently do business. The goal of this initiative was to focus attention on enhanced customer service and safe and efficient operations through the establishment of two centers of excellence. One center focuses on commercial excellence to

identify and execute projects that improve the customer’s experience. The second center focuses on operational excellence across our distribution network and our filling centers. These business activities are substantially complete and are expected to generate over €30 million of annual benefits by the end of Fiscal 2022.

#### ***Government Regulation***

UGI International’s business is subject to various laws and regulations at the country and local levels, as well as at the EU level, with respect to matters such as protection of the environment, the storage, transportation and handling of hazardous materials and flammable substances (including the Seveso II Directive), regulations specific to bulk tanks, cylinders and piped networks, competition, pricing, regulation of contract terms, anti-corruption (including the U.S. Foreign Corrupt Practices Act, Sapin II and the U.K. Bribery Act), data privacy and protection, and the safety of persons and property.

#### **Environmental**

Environmental laws and regulations may require expenditures over a long timeframe to control environmental effects. Estimates of liabilities for environmental response costs are difficult to determine with precision because of the various factors that can affect their ultimate level. These factors include, but are not limited to, the following: (i) the complexity of the site; (ii) changes in environmental laws and regulations; (iii) the number of regulatory agencies or other parties involved; (iv) new technology that renders previous technology obsolete or experience with existing technology that proves ineffective; (v) the level of remediation required; and (vi) variation between the estimated and actual period of time required to respond to an environmentally-contaminated site.

#### **Data Privacy**

The EU adopted the GDPR, which became effective in May of 2018. The GDPR expanded the EU data protection laws to all companies processing data of EU residents. It primarily focuses on unifying and strengthening the regulations dealing with the collection, processing, use and security of personal and sensitive data.

#### ***Properties***

In addition to regional headquarter locations and sales offices throughout its service territory, UGI International has interests in 10 primary storage facilities and more than 80 secondary storage facilities.

#### ***Employees***

At September 30, 2021, UGI International had over 2,600 employees, including approximately 200 part-time, seasonal and temporary employees.

## **MIDSTREAM & MARKETING**

#### ***Retail Energy Marketing***

Our retail energy marketing business is conducted through Energy Services and its subsidiaries and sells natural gas, RNG, liquid fuels and electricity to approximately 12,600 residential, commercial and industrial customers at over 42,400 locations. We (i) serve customers in all or portions of Pennsylvania, New Jersey, Delaware, New York, Ohio, Maryland, Massachusetts, Virginia, North Carolina, South Carolina, Rhode Island, California and the District of Columbia, (ii) distribute natural gas through the use of the distribution systems of 46 local gas utilities, and (iii) supply power to customers through the use of the transmission and distribution lines of 20 utility systems.

Historically, a majority of Energy Services’ commodity sales have been made under fixed-price agreements, which typically contain a take-or-pay arrangement that permits customers to purchase a fixed amount of product for a fixed price during a specified period, and requires payment even if the customer does not take delivery of the product. However, a growing number of Energy Services’ commodity sales are currently being made under requirements contracts, under which Energy Services is typically an exclusive supplier and will supply as much product at a fixed price as the customer requires. Energy Services manages supply cost volatility related to these agreements by (i) entering into fixed-price supply arrangements with a diverse group of suppliers, (ii) holding its own interstate pipeline transportation and storage contracts to efficiently utilize gas supplies, (iii) entering into exchange-traded futures contracts on NYMEX and ICE, (iv) entering into over-the-counter derivative arrangements with major international banks and major suppliers, (v) utilizing supply assets that it owns or manages, and (vi) utilizing financial transmission rights to hedge price risk against certain transmission costs. Energy Services also bears the risk for balancing and delivering natural gas and power to its customers under various gas pipeline and utility company tariffs. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Market Risk Disclosures.”

## **Midstream Assets**

### LNG

Our midstream assets, which are owned by Energy Services and its subsidiaries, comprise a natural gas liquefaction, storage and vaporization facility in Temple, Pennsylvania, a natural gas liquefaction and storage facility in Mehoopany, Pennsylvania, liquefied natural gas vaporization and storage facilities in Steelton and Bethlehem, Pennsylvania, and three small mobile facilities located in Reading, Mount Carmel and Stroudsburg, Pennsylvania.

In addition, Energy Services sells LNG to customers for use by trucks, drilling rigs, other motor vehicles and facilities located off the natural gas grid.

### Natural Gas and Propane Storage

Energy Services and its subsidiaries own propane storage and propane-air mixing stations in Bethlehem, Reading, Hunlock Creek, and White Deer, Pennsylvania. Energy Services and its subsidiaries also operate propane storage, rail transshipment terminals and propane-air mixing stations in Steelton and Williamsport, Pennsylvania. These assets are used in Midstream & Marketing's energy peaking business that provides supplemental energy, primarily LNG and propane-air mixtures, to gas utilities at times of high demand (generally during periods of coldest winter weather).

A wholly owned subsidiary of Energy Services owns and operates underground natural gas storage and related high pressure pipeline facilities, which have FERC approval to sell storage services at market-based rates. The storage facilities are located in the Marcellus Shale region of north-central Pennsylvania and have a total storage capacity of 15 million dekatherms and a maximum daily withdrawal quantity of 224,000 dekatherms. In Fiscal 2021, Energy Services leased approximately 74% of the firm capacity at its underground natural gas facilities to third parties.

### Gathering Systems and Pipelines

Energy Services operates the Auburn gathering system in the Marcellus Shale region of northeastern Pennsylvania with a total system capacity of 635,000 dekatherms per day, including the expansion that was completed in Fiscal 2020. The gathering system delivers into both the Tennessee Gas and Transcontinental Gas pipelines. Energy Services also operates a 6.5-mile pipeline, known as the Union Dale pipeline, that gathers gas in Susquehanna County and has a capacity of 100,000 dekatherms per day. In addition, Energy Services owns and operates approximately 87 miles of natural gas gathering lines, dehydration and compression facilities, known as Texas Creek, Marshlands, and Ponderosa, located in Bradford, Tioga, Lycoming, Potter and Clinton Counties, Pennsylvania. The combined capacity of these three systems is more than 250,000 dekatherms per day. In Fiscal 2021, our Midstream & Marketing segment also managed natural gas pipeline and storage contracts for utility company customers, including UGI Utilities, Inc.

Energy Services and its subsidiaries also own and operate a 35-mile, 20-inch pipeline, known as the Sunbury pipeline, with related facilities located in Snyder, Union, Northumberland, Montour, and Lycoming Counties, Pennsylvania, which has a design capacity of 200,000 dekatherms per day. In addition, Energy Services owns and operates the Mt. Bethel pipeline, which runs 12.5 miles in Northampton County, Pennsylvania and is designed to provide 72,000 dekatherms per day.

Energy Services' subsidiary, UGI Appalachia, consists of five natural gas gathering systems with approximately 240 miles of natural gas gathering pipelines and gas compressors and one processing plant in southwestern Pennsylvania, eastern Ohio, and the panhandle of West Virginia. Energy Services also has a 47% ownership interest in Pennant Midstream, LLC, a natural gas gathering system that was acquired in the CMG Acquisition. The UGI Appalachia assets provide natural gas gathering and processing services in the Appalachian Basin with gathering capacity of approximately 2,675,000 dekatherms per day and processing capacity of approximately 240,000 dekatherms per day.

In Fiscal 2021, a subsidiary of Energy Services entered into a joint venture with Stonehenge Energy Resource Holdings III LLC ("Stonehenge") to acquire Pine Run Midstream, LLC. Energy Services owns approximately 49% of the joint venture with Stonehenge, and Stonehenge operates the system. The system is comprised of approximately 42 miles of pipeline, 43,125 HP of installed compression and dedicated production of 54,000 gross acres. The system is attached to another gathering system owned by Energy Services.

### ***Electric Generation Assets***

Midstream & Marketing holds electric generation facilities conducted by Energy Services' wholly owned subsidiary, UGID. UGID owns and operates the Hunlock Creek Energy Center located near Wilkes-Barre, Pennsylvania, a 174-megawatt natural gas-fueled electricity generating station. UGID also owns and operates a landfill gas-fueled generation plant near Hegins, Pennsylvania, with gross generating capacity of 11 megawatts, that qualifies for renewable energy credits. Additionally, UGID owns and operates 13.5 megawatts of solar-powered generation capacity in Pennsylvania, Maryland and New Jersey.

### ***Renewable Natural Gas***

In Fiscal 2020, Energy Services purchased GHI, a Houston-based company that markets RNG in California. GHI purchases gas produced from landfills and biodigesters and resells the gas to fleet operators in California. Environmental credits are generated through this process, which are then sold to various third parties for an additional revenue stream.

In Fiscal 2021, we announced investments in the following RNG production projects:

- Energy Services invested in a joint venture to develop dairy farm digester projects that produce RNG in upstate New York. The first project, announced in May 2021, incorporates an existing anaerobic digester that generates biogas, which is used to produce renewable electricity, and is expected to be completed in the second half of calendar year 2022. The second project, announced in September 2021, includes the construction of an anaerobic digester and a combined heat and power project that are expected to produce 85 MMcf of RNG each year once completed in the second half of calendar year 2022.
- In September 2021, Energy Services announced that it would partially fund a joint venture designed to develop several clusters of dairy farm digester projects to produce RNG from multiple farms in South Dakota. The clusters of projects, which Energy Services will have the option to fund on a project-by-project basis, are expected to produce 650 MMcf of RNG annually when complete and on-line by the end of calendar year 2024. The RNG will be delivered to the local natural gas pipelines serving the regional distribution system.
- In August 2021, Energy Services invested in a joint venture to develop innovative food waste digester projects to produce RNG in Ohio and Kentucky. The first digester project is expected to be completed in the first half of calendar 2023 and will process approximately 190,000 tons annually of food waste from nearby food manufacturers in an anaerobic digester. The project is expected to generate approximately 250,000 MMBTUs of pipeline-quality RNG each year that will be injected into a local natural gas pipeline on the regional distribution system.
- In November 2020, Energy Services invested in a utility-scale RNG project in Idaho. The project is expected to produce several hundred MMcf of RNG each year from on-site dairy waste feedstock once it is expanded to reach full production in 2022.

### ***Competition***

Our Midstream & Marketing segment competes with other midstream operators to sell gathering, compression, storage and pipeline transportation services. Our Midstream & Marketing segment competes in both the regulated and non-regulated environment against interstate and intrastate pipelines that gather, compress, process, transport and market natural gas. Our Midstream & Marketing segment sells midstream services primarily to producers, marketers and utilities on the basis of price, customer service, flexibility, reliability and operational experience. The competition in the midstream segment is significant and has grown recently in the northeast U.S. as more competitors seek opportunities offered by the development of the Marcellus and Utica Shales.

Our Midstream & Marketing segment also competes with other marketers, consultants and local utilities to sell natural gas, liquid fuels, electric power and related services to customers in its service area principally on the basis of price, customer service and reliability. Midstream & Marketing's midstream asset business has faced an increase in competition in recent years with the consolidation of companies that have resulted in large, national competitors that can offer a suite of services across all customer segments.

Our electricity generation assets compete with other generation stations on the interface of PJM, a regional transmission organization that coordinates the movement of wholesale electricity in certain states, including the states in which we operate, and bases sales on bid pricing.

Through our wholly owned subsidiary, GHI, Midstream & Marketing has the capability to source and deliver RNG to customers throughout the U.S. GHI currently delivers RNG to transportation fleets for utilization in their compressed natural gas and LNG fueled vehicles, resulting in the creation and monetization of California Low Carbon Fuel Standard (“LCFS”) and Renewable Fuel Standard (“RFS”) Renewable Identification Numbers (“RINs”).

**Government Regulation**

FERC has jurisdiction over the rates and terms and conditions of service of wholesale sales of electric capacity and energy, as well as the sales for resale of natural gas and related storage and transportation services. Energy Services has a tariff on file with FERC, pursuant to which it may make power sales to wholesale customers at market-based rates, to the extent that Energy Services purchases power in excess of its retail customer needs. Two subsidiaries of Energy Services, UGI LNG, Inc. and UGI Storage Company, currently operate natural gas storage facilities under FERC certificate approvals and offer services to wholesale customers at FERC-approved market-based rates. Two other Energy Services subsidiaries operate natural gas pipelines that are subject to FERC regulation. UGI Mt. Bethel Pipeline Company, LLC operates a 12.5-mile, 12-inch pipeline located in Northampton County, Pennsylvania, and UGI Sunbury, LLC operates the Sunbury Pipeline, a 35-mile, 20-inch diameter pipeline located in central Pennsylvania. Both pipelines offer open-access transportation services at cost-based rates approved by FERC. Energy Services and its subsidiaries undertake various activities to maintain compliance with the FERC Standards of Conduct with respect to pipeline operations. Energy Services is also subject to FERC reporting requirements, market manipulation rules and other FERC enforcement and regulatory powers with respect to its wholesale commodity business.

Midstream & Marketing’s midstream assets include natural gas gathering pipelines and compression and processing in northeastern Pennsylvania, southwestern Pennsylvania, eastern Ohio and the panhandle of West Virginia that are regulated under federal pipeline safety laws and subject to operational oversight by both the Pipeline and Hazardous Materials Safety Administration and the PAPUC.

Certain of our Midstream & Marketing businesses are subject to various federal, state and local environmental, safety and transportation laws and regulations governing the storage, distribution and transportation of propane and the operation of bulk storage LPG terminals. These laws include, among others, the Resource Conservation and Recovery Act, CERCLA, the Clean Air Act, OSHA, the Homeland Security Act of 2002, the Emergency Planning and Community Right-to-Know Act, the Clean Water Act and comparable state statutes. CERCLA imposes joint and several liability on certain classes of persons considered to have contributed to the release or threatened release of a “hazardous substance” into the environment without regard to fault or the legality of the original conduct. With respect to the operation of natural gas gathering and transportation pipelines, Energy Services also is required to comply with the provisions of the Pipeline Safety Improvement Act of 2002 and the regulations of the DOT.

Our Midstream & Marketing’s electricity generation assets own electric generation facilities that are within the control area of PJM and are dispatched in accordance with a FERC-approved open access tariff and associated agreements administered by PJM. UGID receives certain revenues collected by PJM, determined under an approved rate schedule. Like Energy Services, UGID has a tariff on file with FERC pursuant to which it may make power sales to wholesale customers at market-based rates, and FERC has approved UGID’s market-based rate authority through 2023. UGID is also subject to FERC reporting requirements, market manipulation rules and other FERC enforcement and regulatory powers.

**Employees**

At September 30, 2021, Midstream & Marketing had over 400 employees.

**UGI UTILITIES**

**GAS UTILITY**

Gas Utility consists of the regulated natural gas distribution business of our subsidiary, UGI Utilities, Inc. Gas Utility serves approximately 672,000 customers in eastern and central Pennsylvania and more than 500 customers in portions of one Maryland county. Gas Utility is regulated by the PAPUC and, with respect to its customers in Maryland, the MDPSC.

**Service Area; Revenue Analysis**

Gas Utility provides natural gas distribution services to approximately 672,000 customers in certificated portions of 46 eastern

and central Pennsylvania counties through its distribution system. Contemporary materials, such as plastic or coated steel, comprise approximately 91% of Gas Utility’s more than 12,400 miles of gas mains, with bare steel pipe comprising approximately 7% and cast iron pipe comprising approximately 2% of Gas Utility’s gas mains. In accordance with Gas Utility’s agreement with the PAPUC, Gas Utility will replace the cast iron portion of its gas mains by March 2027 and the bare steel portion of its gas mains by September 2041. The service area includes the cities of Allentown, Bethlehem, Easton, Harrisburg, Hazleton, Lancaster, Lebanon, Reading, Scranton, Wilkes-Barre, Lock Haven, Pittston, Pottsville and Williamsport, Pennsylvania, and the borough of Carlisle, Pennsylvania. Located in Gas Utility’s service area are major production centers for basic industries such as specialty metals, aluminum, glass, paper product manufacturing, and several power generation facilities. Gas Utility also distributes natural gas to more than 500 customers in portions of one Maryland county.

System throughput (the total volume of gas sold to or transported for customers within Gas Utility’s distribution system) for Fiscal 2021 was approximately 309 Bcf. System sales of gas accounted for approximately 19% of system throughput, while gas transported for residential, commercial and industrial customers who bought their gas from others accounted for approximately 81% of system throughput.

***Sources of Supply and Pipeline Capacity***

Gas Utility is permitted to recover all prudently incurred costs of natural gas it sells to its customers. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Market Risk Disclosures” and Note 9 to Consolidated Financial Statements. Gas Utility meets its service requirements by utilizing a diverse mix of natural gas purchase contracts with suppliers, marketers and producers, along with peaking, storage and transportation service contracts. These arrangements enable Gas Utility to purchase gas from Marcellus, Gulf Coast, Mid-Continent, and Appalachian sources as well as peaking facilities and locally produced natural gas connected to the distribution system. For its peaking, transportation and storage services, Gas Utility has long-term agreements with a number of pipeline companies, including Texas Eastern Transmission, LP, Columbia Gas Transmission, LLC, Transcontinental Gas Pipeline Company, LLC, Dominion Transmission, Inc., Tennessee Gas Pipeline Company, L.L.C., and Energy Services and its subsidiaries (including UGI Storage Company).

***Gas Supply Contracts***

During Fiscal 2021, Gas Utility purchased approximately 86 Bcf of natural gas for sale to retail core-market customers (principally composed of firm- residential, commercial and industrial customers that purchase their gas from Gas Utility) and off-system sales customers. Ninety-seven percent (97%) of the volumes purchased were supplied under agreements with 10 suppliers, with the remaining volumes supplied by 20 producers and marketers. Gas supply contracts for Gas Utility are generally no longer than 12 months. Gas Utility also has long-term contracts with suppliers for natural gas peaking supply during the months of November through March.

***Seasonality***

Because many of its customers use gas for heating purposes, Gas Utility’s sales are seasonal. For Fiscal 2021, approximately 58% of Gas Utility’s sales volume was supplied, and approximately 91% of Gas Utility’s operating income was earned, during the peak heating season from October through March.

***Competition***

Natural gas is a fuel that competes with electricity and oil and, to a lesser extent, with propane and coal. Competition among these fuels is primarily a function of their comparative price and the relative cost and efficiency of the equipment. Natural gas generally benefits from a competitive price advantage over oil, electricity and propane. Fuel oil dealers compete for customers in all categories, including industrial customers. Gas Utility responds to this competition with marketing and sales efforts designed to retain, expand, and grow its customer base, including the utilization of flexible negotiated rate structures.

In substantially all of its service territories, Gas Utility is the only regulated gas distribution utility having the right, granted by the PAPUC or by law, to provide gas distribution services. All of Gas Utility’s customers, including core-market customers, have the right to purchase gas supplies from entities other than natural gas distribution utility companies.

A number of Gas Utility’s commercial and industrial customers have the ability to switch to an alternate fuel at any time and, therefore, are served on an interruptible basis under rates that are competitively priced with respect to the service alternates. Margin from these customers, therefore, is affected by the difference or “spread” between the customers’ delivered cost of gas and the customers’ delivered cost of the alternate fuel, the frequency and duration of interruptions, and alternative firm service options. See “Utilities Regulation - State Utility Regulation - Gas Utility.”

Approximately 50% of Gas Utility's annual throughput volume for commercial and industrial customers includes non-interruptible customers with firm rates at locations that afford them the opportunity of seeking transportation service directly from interstate pipelines, thereby bypassing Gas Utility. In addition, approximately 14% of Gas Utility's annual throughput volume for commercial and industrial customers is from customers who are served under interruptible rates and are also in a location near an interstate pipeline. During Fiscal 2021, Gas Utility had 17 such customers, 13 of which have transportation contracts extending beyond Fiscal 2022. The majority of these customers are served under transportation contracts having 3- to 20-year terms and all are among the largest customers for Gas Utility in terms of annual volumes. No single customer represents, or is anticipated to represent, more than 5% of Gas Utility's total revenues.

#### ***Outlook for Gas Service and Supply***

Gas Utility anticipates having adequate pipeline capacity, peaking services and other sources of supply available to it to meet the full requirements of all firm customers on its system through Fiscal 2022. Supply mix is diversified, market priced and delivered pursuant to a number of long-term and short-term primary firm transportation and storage arrangements, including transportation contracts held by some of Gas Utility's larger customers and natural gas suppliers serving customers on Gas Utility's distribution system.

During Fiscal 2021 Gas Utility supplied transportation service to 11 electric generation facilities and 27 major co-generation facilities. Gas Utility continues to seek new residential, commercial, and industrial customers for both firm and interruptible service. In Fiscal 2021, Gas Utility connected more than 1,350 new commercial and industrial customers. In the residential market sector, Gas Utility added more than 11,000 residential heating customers during Fiscal 2021. Approximately 48% of these customers converted to natural gas heating from other energy sources, mainly oil and electricity. New home construction and existing non-heating gas customers who added gas heating systems to replace other energy sources primarily accounted for the other residential heating connections in Fiscal 2021.

Gas Utility continues to monitor and participate, where appropriate, in rulemaking and individual rate and tariff proceedings before FERC affecting the rates and the terms and conditions under which Gas Utility transports and stores natural gas. Among these proceedings are those arising out of certain FERC orders and/or pipeline filings that relate to (i) the pricing of pipeline services in a competitive energy marketplace, (ii) the flexibility of the terms and conditions of pipeline service tariffs and contracts, and (iii) pipelines' requests to increase their base rates, or change the terms and conditions of their storage and transportation services.

Gas Utility's objective in negotiations with providers of gas supply resources, and in proceedings before regulatory agencies, is to ensure availability of supply, transportation and storage alternatives to serve market requirements at the lowest cost possible, taking into account the need for safety, security and reliability of supply. Consistent with that objective, Gas Utility negotiates certain terms of firm transportation capacity on all pipelines serving it, arranges for appropriate storage and peak-shaving resources, negotiates with producers for competitively priced gas purchases and aggressively participates in regulatory proceedings related to transportation rights and costs of service.

At September 30, 2021, Gas Utility had over 1,650 employees.

#### ***MOUNTAINEER***

In September 2021, we completed the Mountaineer Acquisition, whereby Mountaineer Gas Company became an indirect, wholly owned subsidiary of UGI Corporation. Mountaineer provides a regulated natural gas distribution business to nearly 214,000 customers in 50 of West Virginia's 55 counties. Mountaineer's system is comprised of approximately 6,200 miles of distribution, transmission and gathering pipelines. Contemporary materials, such as plastic or coated steel, comprise approximately 74% of Mountaineer's gas mains, with bare steel pipe comprising the remaining 26%.

As of September 30, 2021, Mountaineer's customer base was approximately 90% residential and 10% commercial and industrial customers, with throughput volumes consisting of approximately 30% residential, 36% commercial and 34% industrial and other. Because many of its customers use gas for heating purposes, Mountaineer's sales are seasonal. For Fiscal 2021, approximately 65% of Mountaineer's sales volume (including transport volumes) was supplied, and more than 140% of Mountaineer's operating income was earned, during the peak heating season from October through March.

System throughput (the total volume of gas sold to or transported for customers within Mountaineer's distribution system) for Fiscal 2021 was approximately 46 Bcf. Retail core-market sales of gas accounted for approximately 46% of system throughput, while gas transported for commercial and industrial customers who bought their gas from others accounted for nearly 54% of

system throughput. Mountaineer anticipates having adequate pipeline capacity, peaking services and other sources of supply available to it to meet the full requirements of all firm customers on its system through Fiscal 2022.

Approximately 29% of Mountaineer’s annual throughput volume for commercial and industrial customers represents customers who are served under interruptible rates and are also in a location near an interstate pipeline. As of September 30, 2021, Mountaineer had 18 such customers, one of which has a transportation contract extending beyond September 30, 2022. The majority of these customers, including ten of Mountaineer’s largest customers in terms of annual volumes, are served under evergreen transportation contracts having a 30- to 180-day termination notice.

Mountaineer meets its service requirements by utilizing a diverse mix of natural gas purchase contracts with marketers and producers, along with storage and transportation service contracts. During Fiscal 2021, Mountaineer purchased approximately 23 Bcf of natural gas for sale to retail core-market customers (principally composed of firm- residential, commercial and industrial customers that purchase their gas from Mountaineer). Approximately 79% of the volume purchased was supplied under agreements with 10 suppliers, with the remaining volumes supplied by various producers and marketers. Gas supply contracts for Mountaineer are generally evergreen agreements with a 30-day termination notice.

At September 30, 2021, Mountaineer had more than 460 employees.

## ***ELECTRIC UTILITY***

Electric Utility supplies electric service to approximately 62,500 customers in portions of Luzerne and Wyoming counties in northeastern Pennsylvania through a system consisting of over 2,600 miles of transmission and distribution lines and 14 substations. For Fiscal 2021, approximately 58% of sales volume came from residential customers, 31% from commercial customers, and 11% from industrial and other customers. During Fiscal 2021, 13 retail electric generation suppliers provided energy for customers representing approximately 37% of Electric Utility’s sales volume. At September 30, 2021, UGI Utilities, Inc.’s electric utility operations had more than 75 employees.

## ***UTILITIES REGULATION***

### **State Utility Regulation**

#### ***Gas Utility***

Gas Utility is subject to regulation by the PAPUC as to rates, terms and conditions of service, accounting matters, issuance of securities, contracts and other arrangements with affiliated entities, gas safety and various other matters. Rates that Gas Utility may charge for gas service come in two forms: (i) rates designed to recover PGCs; and (ii) rates designed to recover costs other than PGCs. Rates designed to recover PGCs are reviewed in PGC proceedings. Rates designed to recover costs other than PGCs are primarily established in general base rate proceedings.

On October 4, 2019, the PAPUC issued a final order approving a settlement of a base rate proceeding by Gas Utility that permitted Gas Utility, effective October 11, 2019, to increase its base distribution revenues by \$30 million under a single tariff, approved a plan for uniform class rates, and permitted Gas Utility to extend its Energy Efficiency and Conservation and Growth Extension Tariff programs by additional terms of 5 years.

On October 8, 2020, the PAPUC issued a final order approving a settlement of a base rate proceeding by Gas Utility that permitted Gas Utility to utilize a two-step phase-in of a \$20 million base distribution revenue increase, with \$10 million effective January 1, 2021, and \$10 million effective July 1, 2021. The settlement also provides enhanced COVID-19 related consumer protections and allowed Gas Utility future regulatory asset recovery of COVID-19 related costs, such as greater-than-budgeted uncollectible accounts expense and other COVID-19 related operating costs.

Act 11 authorized the PAPUC to permit electric and gas distribution companies, between base rate cases and subject to certain conditions, to recover reasonable and prudent costs incurred to repair, improve or replace eligible property through a DSIC assessed to customers. Among other requirements, DSICs are subject to reconciliation of over-/under- collection, quarterly adjustment and are capped at five percent of total customer charges absent a PAPUC-granted exception. In addition, Act 11 requires affected utilities to obtain approval of LTIIPs from the PAPUC. Act 11 also authorized electric and gas distribution companies to utilize a fully forecasted future test year when establishing rates in base rate cases before the PAPUC.



On August 21, 2019, Gas Utility filed a consolidated LTIP designed for the 2020-2024 calendar years (the “Gas LTIP II”), during which Gas Utility projects spending \$1.265 billion on DSIC-eligible property. Gas Utility’s filing was approved by the PAPUC in an order entered December 19, 2019.

With the approval of new base distribution rates on October 8, 2020, the DSIC-eligible property revenue requirement was included in base distribution revenue recovery. The final order issued by the PAPUC approved the settlement of the base rate proceeding and authorized Gas Utility to implement a DSIC once Gas Utility’s total property, plant and equipment less accumulated depreciation reached \$2.875 billion. This threshold was achieved in December 2020, and Gas Utility implemented a DSIC effective April 1, 2021. Unless Gas Utility seeks and receives a PAPUC waiver of the statutory 5% rate cap, any future DSIC charges will be capped at 5% of overall Gas Utility annual base revenue.

In addition to base distribution rates and various surcharges designed to recover specified types of costs, Gas Utility’s tariff also includes a uniform PGC rate applicable to firm retail rate schedules for customers who do not obtain natural gas supply service from an alternative supplier. The PGC rate permits recovery of all prudently incurred costs of natural gas that Gas Utility sells to its retail customers. PGC rates are reviewed and approved annually by the PAPUC. Gas Utility may request quarterly or, under certain conditions, monthly adjustments to reflect the actual cost of gas. Quarterly adjustments become effective on one day’s notice to the PAPUC and are subject to review during the next annual PGC filing. Each proposed annual PGC rate is required to be filed with the PAPUC six months prior to its effective date. During this period, the PAPUC investigates and may hold hearings to determine whether the proposed rate reflects a least-cost fuel procurement policy consistent with the obligation to provide safe, adequate and reliable service. After completion of these hearings, the PAPUC issues an order permitting the collection of gas costs at levels that meet such standard. The PGC mechanism also provides for an annual reconciliation and for the payment or collection of interest on over and under collections.

Gas Utility’s gas service tariff also contains a state tax surcharge clause. The surcharge is recomputed whenever any of the tax rates included in their calculation are changed. These clauses protect Gas Utility from the effects of increases in certain of the Pennsylvania taxes to which it is subject.

### ***Mountaineer***

Mountaineer is subject to regulation of rates and other aspects of its business by the WVPSC. When necessary, Mountaineer seeks general base rate increases to recover increased operating costs and a fair return on rate base investments. Base rates are determined by the cost-of-service by rate class, and the rate design methodology allocates the majority of operating costs through volumetric charges.

Mountaineer makes routine filings with the WVPSC to reflect changes in the costs of purchased gas. These purchased gas costs are subject to rate recovery through a mechanism that provides dollar-for-dollar recovery of prudently incurred costs. Costs in excess of revenues that are expected to be recovered in future rates are deferred as regulatory assets; conversely, revenues in excess of costs are deferred as a regulatory liability. The PGA filings generally cover a prospective twelve-month period.

As permitted by West Virginia law enacted in 2015, the WVPSC has also approved a standalone cost recovery rider to recover specified costs and a return on infrastructure projects between general base rate cases in accordance with its Infrastructure Replacement and Expansion Plan (“IREP”). Mountaineer makes an annual IREP filing, which is subject to an over/under-recovery mechanism similar to purchased gas costs. In July 2021, Mountaineer submitted its annual IREP filing to the WVPSC requesting a return on its forecasted 2022 calendar year IREP-eligible capital investments of \$56 million and recovery of eligible costs. On November 12, 2021, Mountaineer and the intervening parties submitted a joint stipulation and agreement for settlement to the WVPSC for a cumulative revenue requirement of \$16 million effective January 1, 2022, with an increase of approximately \$5.5 million from the previous year. An order from the WVPSC addressing the stipulation is expected in December 2021.

### ***Electric Utility***

Electric Utility is permitted to recover prudently incurred electricity costs, including costs to obtain supply to meet its customers’ energy requirements, pursuant to a supply plan filed with and approved by the PAPUC. Electric Utility distributes electricity that it purchases from wholesale markets and electricity that customers purchase from other suppliers.

In a decision dated January 15, 2020, the Pennsylvania Commonwealth Court affirmed two findings in the PAPUC’s October 25, 2018 Opinion and Order in Electric Utility’s 2018 rate case, thereby approving Electric Utility’s use of a fully projected future test year for ratemaking purposes and its treatment of certain tax benefits achieved through UGI’s consolidated federal tax filings.

On February 8, 2021, Electric Utility filed for a base rate increase with the PAPUC. On July 19, 2021, Electric Utility filed a joint petition for settlement of the rate case, which includes a revenue increase of approximately \$6.2 million. In an order dated October 28, 2021, the PAPUC approved the settlement and authorized the increased rate to become effective November 9, 2021.

Electric Utility’s tariff includes rates, applicable to so-called “default service” customers who do not obtain electric generation service from an alternative supplier, incurred pursuant to a PAPUC-approved supply plan. These default service rates are reconcilable, may be adjusted quarterly, and are designed to permit Electric Utility to recover the full costs of providing default service in a full and timely manner. Electric Utility’s default service rates include recovery of costs associated with compliance with the AEPS Act, which requires Electric Utility to directly or indirectly acquire certain percentages of its supplies from designated alternative energy sources. In an order dated January 14, 2021, the PAPUC authorized Electric Utility to implement its current Default Service plan for the period June 1, 2021 through May 31, 2025, subject to possible, prospectively applied interim modifications that parties to that proceeding may propose in accordance with a settlement filed in that proceeding on October 23, 2020.

Electric Utility’s LTIIP was approved by the PAPUC on December 21, 2017 for the 2018-2022 time period. Electric Utility’s projected annual investment in distribution infrastructure replacement was approximately \$7.6 million in Fiscal 2018, and will increase to \$8.3 million by Fiscal 2022. On December 19, 2019, the PAPUC approved Electric Utility’s DSIC rate mechanism that now permits it to impose a DSIC surcharge to recover revenue requirements associated with DSIC-eligible plant. With the implementation of new base rates on November 9, 2021 pursuant to the PAPUC’s October 28, 2021 order in the 2021 Electric Utility base rate case, Electric Utility may not charge a DSIC except to reconcile the over/under-recovery of allowable DSIC revenue from periods before the effective date of the new rates until its plant balances reach the level of plant agreed upon in the settlement of the rate case. Unless Electric Utility seeks and receives a PAPUC waiver of the statutory 5% rate cap, any future DSIC charges will be capped at 5% of overall annual base revenue.

**Utility Franchises**

Gas Utility and Electric Utility hold certificates of public convenience issued by the PAPUC and certain “grandfather rights” predating the adoption of the Pennsylvania Public Utility Code and its predecessor statutes, which authorize it to carry on its business in the territories in which it renders gas service. Under applicable Pennsylvania law, Gas Utility also has certain rights of eminent domain as well as the right to maintain its facilities in public streets and highways in its territories.

Similarly, Mountaineer holds certificates of public convenience issued by the WVPSC, which authorize it to carry on its business in substantially all of the territories in which it now renders gas service. Under applicable West Virginia law, Mountaineer also has certain rights of eminent domain as well as the right to maintain its facilities in public streets and highways in its territories.

**Federal Energy Regulation**

With the acquisition of Mountaineer on September 1, 2021, UGI and its subsidiaries became subject to FERC regulation under PUHCA 2005 pertaining to record-keeping and affiliate service pricing requirements. UGI provided notice of its non-exempt status on September 17, 2021.

UGI Utilities, Inc. and Mountaineer are subject to Section 4A of the Natural Gas Act, which prohibits the use or employment of any manipulative or deceptive devices or contrivances in connection with the purchase or sale of natural gas or natural gas transportation subject to the jurisdiction of FERC, and FERC regulations that are designed to promote the transparency, efficiency, and integrity of gas markets.

Similarly, UGI Utilities, Inc. and Mountaineer are also subject to Section 222 of the Federal Power Act, which prohibits the use or employment of any manipulative or deceptive devices or contrivances in connection with the purchase or sale of electric energy or transmission service subject to the jurisdiction of FERC, and FERC regulations that are designed to promote the transparency, efficiency, and integrity of electric markets.

FERC has jurisdiction over the rates and terms and conditions of service of electric transmission facilities used for wholesale or retail choice transactions. Electric Utility owns electric transmission facilities that are within the control area of PJM and are dispatched in accordance with a FERC-approved open access tariff and associated agreements administered by PJM. PJM is a regional transmission organization that regulates and coordinates generation, supply and the wholesale delivery of electricity. Electric Utility receives certain revenues collected by PJM, determined under a formula rate schedule that is adjusted in June

of each year to reflect annual changes in Electric Utility's electric transmission revenue requirements, when its transmission facilities are used by third parties. FERC has jurisdiction over the rates and terms and conditions of service of wholesale sales of electric capacity and energy. Electric Utility has a tariff on file with FERC pursuant to which it may make power sales to wholesale customers at market-based rates.

Under provisions of EPACT 2005, Electric Utility is subject to certain electric reliability standards established by FERC and administered by an ERO. Electric Utility anticipates that substantially all the costs of complying with the ERO standards will be recoverable through its PJM formulary electric transmission rate schedule.

EPACT 2005 also granted FERC authority to impose substantial civil penalties for the violation of any regulations, orders or provisions under the Federal Power Act and Natural Gas Act and clarified FERC's authority over certain utility or holding company mergers or acquisitions of electric utilities or electric transmitting utility property valued at \$10 million or more.

#### **Other Government Regulation**

In addition to state and federal regulation discussed above, Gas Utility, Mountaineer and Electric Utility are subject to various federal, state and local laws governing environmental matters, occupational health and safety, pipeline safety and other matters. Each is subject to the requirements of the Resource Conservation and Recovery Act, CERCLA and comparable state statutes with respect to the release of hazardous substances. See Note 17 to Consolidated Financial Statements.

### **BUSINESS SEGMENT INFORMATION**

The table stating the amounts of revenues, operating income and identifiable assets attributable to each of UGI's reportable business segments, and to information regarding the geographic areas in which we operate, for Fiscal 2021, Fiscal 2020 and Fiscal 2019 appears in Note 23 to Consolidated Financial Statements included in Item 15 of this Report and is incorporated herein by reference.

### **EMPLOYEES**

At September 30, 2021, UGI and its subsidiaries had approximately 11,300 employees.

## HUMAN CAPITAL MANAGEMENT

We are committed to the attraction, development, retention and safety of our employees. The following is an overview of some of our key human capital initiatives that are designed to ensure the overall well-being of our employees and other stakeholders as well as to promote workforce diversity.

UGI publishes annual sustainability reports, which are available free of charge on its corporate website under “ESG - Resources - Sustainability Reports.” Information included in these sustainability reports is not intended to be incorporated into this Report.

### **Workplace Safety.**

We are committed to maintaining an effective safety culture and to stressing the importance of our employees’ role in identifying, mitigating and communicating safety risks. We believe that the achievement of superior safety performance is both an important short-term and long-term strategic initiative in managing our operations. In this regard, our policies and operational practices promote a culture where all levels of employees are responsible for safety. Safety is generally included as a component of the annual bonus calculation for executives and non-executives, reinforcing our commitment to safety across our organization. For more details as to how we integrate safety performance into our core business activities, please refer to our Health, Safety, Security and the Environment (“HSSE”) Policy, which is available on our website under “Company - Company Policies - HSSE Policy.”

UGI’s Board of Directors oversees safety efforts primarily through its Safety, Environmental, and Regulatory Compliance (“SERC”) Committee, which is responsible for the governance and oversight of all health and safety matters at the Company, including compliance with applicable laws and regulations. The SERC Committee oversees the Company’s maintenance of a culture focused on protecting the health and safety of our employees, contractors, customers, and the public. Additionally, our senior management team is actively engaged in our safety programs and conducts regular reviews of safety performance metrics. These metrics are presented quarterly to the SERC Committee for review and consideration. In addition, each of our business units has a safety team that is responsible for overseeing the safety of our operations, reinforcing our values, providing training and enhancing our safety culture within such business unit.

### **Our COVID-19 Response**

The health, well-being and safety of our employees, customers and communities is our top priority. During Fiscal 2021, we continued to focus on responding to the challenges of the COVID-19 pandemic, particularly as they related to our global workforce. Our senior management team continues to have regular COVID-19 and return-to-office planning sessions to address the critical safety, operational and business risks associated with the pandemic across all geographies. Through these efforts, as well as our continued commitment to monitor, assess and implement guidance and best practices recommended by the WHO and CDC, we have been able to maintain the continuity of the essential services that we provide to our customers, while also promoting the health, well-being and safety of our employees, customers and communities.

### **Diversity Strategy.**

#### ***Diversity as Part of Our Company Culture***

We believe that, by fostering an environment that exemplifies our core value of respect, we gain, as a company, unique perspectives, backgrounds and varying experiences to ensure our continued long-term success. Belonging, inclusion, diversity and equity are essential to our success, and we respect and value all employees.

In alignment with our efforts to promote diversity and inclusion, we introduced the Belonging, Inclusion, Diversity and Equity (“BIDE”) Initiative in Fiscal 2020, which provides the organizational blueprint for achieving greater diversity and promoting respect for uniqueness of individuals and cultures and inclusion for the varied perspectives they provide. The BIDE Initiative embodies and promotes internal policies with respect to setting expectations relating to our work environment, including our Code of Business Conduct and Ethics and our Anti-Discrimination, Anti-Harassment and Human Rights policies. As part of the BIDE Initiative, we have expanded our partnerships with numerous organizations that support underrepresented populations.

UGI also offers a network of employee resource groups that aligns with our efforts to promote diversity and inclusion.

- Black Organizational Leadership & Development (“BOLD”) is focused on inclusion, equity, education, and empowerment for black employees and their allies, and assists leadership with communication, talent recruitment, retention, and development opportunities for black employees. BOLD focuses on professional development by

creating mentoring opportunities, increasing exposure through networking and career development events, broadening outreach to and recruitment of black talent, and sponsoring activities such as lectures featuring distinguished speakers.

- The Women’s Impact Network (“WIN”) is an organization that aims to foster an environment for women to be recruited, retained, and developed as leaders throughout UGI. Membership in WIN offers exposure to various professional development opportunities, including speaker series events, group engagement activities, virtual group discussions, and partnerships with local organizations for women and their allies.
- The Veteran Employee Team (“VET”) focuses on recruiting and retaining veterans, as well as creating growth for and goodwill towards military veterans. VET members include Active Duty, Reserve, and National Guard veterans of the Army, Navy, Marines, Coast Guard, and Air Force, their families, and partners committed to supporting military veteran employees.

#### ***Diversity in Our Leadership***

We believe that diversity in our Board of Directors (the “Board”) is critical to effective governance. In assessing Board composition, UGI ensures that our Board has the right mix of background, experience, and diversity of perspectives to support our business. In assessing director candidates, UGI considers a number of qualifications, including independence, knowledge, judgment, character, leadership skills, education, experience, financial literacy, standing in the community and diversity of backgrounds and views, including, but not limited to, gender, race, ethnicity and national origin. We look to complement the Board’s existing strengths, recognizing that diversity is a critical element to enhancing board effectiveness. Our current Board composition includes three female directors and one racially diverse director out of a total of nine independent directors.

Similarly, we believe diversity of management is crucial to position our business for continued success. UGI is proactive in ensuring consideration of diverse candidates for all leadership positions and continues to be committed to ensuring that we are considering all qualified applicants in our hiring process. Females and racially/ethnically diverse individuals represent more than 25% and approximately 20%, respectively, of UGI’s corporate officers.

As part of our continued commitment to enhancing opportunities for diversity in our workforce, all executives have a diversity and inclusion (“D&I”) component in their annual bonus plan effective Fiscal 2021. The executive team will be evaluated on the effectiveness of the Company’s development of a multi-dimensional strategy to deepen and improve the organization’s commitment to D&I, supporting the Company’s BIDE Initiative and establishing a roadmap to achieve excellence in D&I and brand UGI as an employer of choice for diverse candidates.

#### ***Diversity in Our Workforce***

UGI strives for diverse representation at all levels of our business. During Fiscal 2021, for the first time, we published our workforce demographics (which reflects our EEO-1 reporting data) in our 2020 Sustainability Report. We believe that, by publicly disclosing our workforce demographics, we increase transparency in the composition of our workforce as well as facilitate accountability in ensuring that minority candidates are actively considered for roles throughout the organization. We will continue to report on our progress annually.

#### ***Diversity as Part of Our Employee Development***

In Fiscal 2021, UGI established a global partnership with the Human Library Organization (the “Human Library”), a global not-for-profit learning platform that hosts personal conversations designed to challenge stigma and stereotypes and create a safe space for dialogue where topics are discussed openly between individuals. The Human Library promotes workplace diversity and inclusion by partnering with companies that are committed to incorporating social understanding and cultural awareness as part of their business model.

UGI has committed to a sponsorship role with the Human Library for the creation of a digital learning platform that will expand the reach of the Human Library’s diversity experiences across the globe. UGI began working with the Human Library in Fiscal 2020 for diversity and inclusion education for its leadership development, supervisor training and new hire onboarding programs. Many of our employees participated in the Human Library “reader sessions” over the past year and we expect that more will participate in the coming year.

#### **Talent Development and Support**

Maintaining a robust pipeline of talent is crucial to UGI’s ongoing success and is a key aspect of succession planning efforts across the organization. Our leadership and human resources teams are responsible for attracting and retaining top talent by facilitating an environment where employees feel supported and encouraged in their professional and personal development.

Competition for attracting and retaining talent has increased in recent years, and UGI understands this challenge and the importance of maintaining competitive compensation, benefits and training that provides growth, developmental opportunities and multiple career paths within our company. Specifically, we promote employee development by reviewing strategic positions regularly and identifying potential internal candidates to fill those positions, evaluating critical job skill sets to identify competency gaps and creating developmental plans to facilitate employee professional growth. We commit to investing in our employees through training and development programs as well as tuition reimbursement to promote continued professional growth.

The following programs are examples of how we promote the professional development of our employees.

- UGI University is a leadership development program for emerging leaders across all domestic and international business units. In addition to completing personal assessments and leadership and team effectiveness training, participants engage directly with executive leaders of each business, gaining a broader understanding of UGI and the stakeholders it serves.
- UGI Academy is a leadership development program that provides UGI International’s emerging leaders the opportunity to learn more about UGI Corporation, including our culture, values and strategic direction. Participants engage in self-assessments, meet colleagues from across the business, engage with the UGI executive management team and sharpen skills that will equip them for future success.
- AmeriGas Accelerated Leadership Program (“ALP”) establishes key leadership competencies, behavioral traits and skills required to be an effective leader at the director level. ALP is a full year program where participants complete a series of training experiences, action learning projects, job shadowing, and a detailed development plan which contributes to their readiness for a position at the director level.

## ITEM 1A. RISK FACTORS

There are many factors that may affect our business, financial condition and results of operations, including the following risks relating to: (1) the demand for our products and services and our ability to grow our customer base; (2) our business operations, including internal and external factors that may impact our operational continuity; (3) our international operations; (4) our supply chain and our ability to obtain and transport adequate quantities of LPG; (5) government regulation and oversight; and (6) general factors that may impact our business and our shareholders.

### **Risks Relating to the Demand for Our Products and Services and Our Ability to Grow Our Customer Base**

*Our business is seasonal and decreases in the demand for our energy products and services because of warmer-than-normal heating season weather or unfavorable weather conditions may adversely affect our results of operations.*

Because many of our customers rely on our energy products and services to heat their homes and businesses, and for agricultural purposes such as crop drying, our results of operations are adversely affected by warmer-than-normal heating season weather. Weather conditions have a significant impact on the demand for our energy products and services for both heating and agricultural purposes. Accordingly, the volume of our energy products sold is at its highest during the peak heating season of October through March and is directly affected by the severity of the winter weather. For example, historically, approximately 60% to 70% of AmeriGas Propane's annual retail propane volume, 60% to 70% of UGI International's annual retail LPG volume, 60% to 70% of Energy Services' retail natural gas volume and 60% to 70% of Gas Utility's natural gas throughput (the total volume of gas sold to or transported for customers within our distribution system) has typically been sold during these months. Additionally, as a result of the AmeriGas Merger, an even greater portion of our earnings has been and will continue to be derived during the peak heating season of October through March. There can be no assurance that normal winter weather in our market areas will occur in the future.

In addition, our agricultural customers use LPG for purposes other than heating, including for crop drying, and unfavorable weather conditions, such as lack of precipitation, may impact the demand for LPG. Moreover, harsh weather conditions may at times impede the transportation and delivery of LPG, or restrict our ability to obtain LPG from suppliers. Spikes in demand caused by weather or other factors can stress the supply chain and limit our ability to obtain additional quantities of LPG. Changes in LPG supply costs are normally passed through to customers, but time lags (between when we purchase the LPG and when the customer purchases the LPG) may result in significant gross margin fluctuations that could adversely affect our results of operations.

*The potential effects of climate change may affect our business, operations, supply chain and customers, which could adversely impact our financial condition and results of operations.*

Shifts and fluctuations in weather patterns and other environmental conditions, including temperature and precipitation levels, may affect consumer demand for our energy products and services. In addition, the potential physical effects of climate change, such as increased frequency and severity of storms, floods and other climatic events, could disrupt our operations and supply chain, and cause us to incur significant costs in preparing for or responding to these effects. These or other meteorological changes could lead to increased operating costs, capital expenses or supply costs. Our commercial and residential customers may also experience the potential physical impacts of climate change and may incur significant costs in preparing for or responding to these efforts, including increasing the mix and resiliency of their energy solutions and supply. The impact of any one or all of the foregoing factors may adversely affect our financial condition and results of operations.

In addition to the direct physical impact that climate change may have on our business, financial condition and results of operations, we may also be adversely impacted by other environmental factors, including: (i) technological advances designed to promote energy efficiency and limit environmental impact; (ii) increased competition from alternative energy sources; (iii) regulatory responses aimed at decreasing GHG emissions; and (iv) litigation or regulatory actions that address the environmental impact of our energy products and services. For more information on these risks, please refer to the following risk factors included elsewhere in this section:

- *“Energy efficiency and technology advances, as well as price induced customer conservation, may result in reduced demand for our energy products and services”;*
- *“Our operations may be adversely affected by competition from other energy sources”;*
- *“Our need to comply with, and respond to industry-wide changes resulting from, comprehensive, complex, and sometimes unpredictable governmental regulations, including regulatory initiatives aimed at increasing competition*

- within our industry, may increase our costs and limit our revenue growth, which may adversely affect our operating results”;*
- *“Our operations, financial results and cash flows may be adversely affected by existing and future global climate change laws and regulations, including with respect to GHG emission restrictions, as well as market responses thereto”; and*
- *“We are subject to operating and litigation risks that may not be covered by insurance.”*

***Our potential to increase revenues may be affected by the decline in retail volumes of LPG and our ability to retain and grow our customer base.***

The retail LPG distribution industry in the U.S. and many of the European countries in which we operate is mature and has been declining over the past several years, with no or modest growth (or decline) in total demand foreseen in the near future. Accordingly, we expect that year-to-year industry volumes will be principally affected by weather patterns. Therefore, our ability to grow within the LPG industry is dependent on our ability to acquire other retail distributors and to achieve internal growth, which includes expansion of the ACE, Cynch and National Accounts programs in the U.S. and expansion in Europe, as well as the success of our sales and marketing programs designed to attract and retain customers. Any failure to retain and grow our customer base and successfully acquire other distributors would have an adverse impact on our results. Acquisitions in the U.S. and Europe may require merger control filings with the Federal Trade Commission and the European Commission, as applicable, and commitments or divestments of assets may be required to obtain clearance. Such commitments or divestments may influence the overall economics and risk profile of the transaction.

***Our ability to grow our businesses will be adversely affected if we are not successful in identifying and completing business combinations, asset acquisitions or investments in joint ventures intended to advance our business strategy, or if we are unable to realize the anticipated benefits from such transactions we have completed.***

One element of our business strategy is to grow through investments in the U.S. and in international markets, which includes our recent efforts to expand our presence in the renewable energy industry. We may choose to finance such future investments with debt, equity, cash or a combination of the three. We can give no assurances that we will find attractive investment opportunities in the future (including renewable energy opportunities), that we will be able to complete and finance these transactions on economically acceptable terms, that any investments and related transactions will not be dilutive to earnings or that any additional debt incurred to finance such investment will not affect our ability to pay dividends. Moreover, certain investments, including some acquisitions, may require antitrust and other regulatory clearances. We may have to offer commitments (such as agreements not to compete for certain businesses) or divest assets in order to obtain clearance, which may adversely affect the overall economics and risk profile of the contemplated transaction.

To the extent we are successful in executing these transactions, such transactions involve a number of risks. These risks include, but are not limited to, the assumption of material liabilities, environmental liabilities, the diversion of management’s attention from the management of daily operations to the integration of acquired operations, difficulties in the assimilation and retention of employees and difficulties in the assimilation of different cultures and practices and internal controls, challenges with consolidating the operations of acquired companies into our own, as well as in the assimilation of broad and geographically dispersed personnel and operations. Future investments could also result in, among other things, the failure to identify material issues during due diligence, the risk of overpaying for assets, unanticipated capital expenditures, the failure to maintain effective internal control over financial reporting, recording goodwill and other intangible assets at values that ultimately may be subject to impairment charges and fluctuations in quarterly results. There can also be no assurance that our past and future investments, including our recent investments in renewable energy, will deliver the strategic, financial, operational and environmental benefits that we anticipate, nor can we be certain that strategic investments will remain available in the future.

The failure to successfully identify, complete, and implement investments intended to advance our business strategy could have an adverse impact on our business, cash flows, financial condition and results of operations.

***Energy efficiency and technology advances, as well as price induced customer conservation, may result in reduced demand for our energy products and services.***

The trend toward increased energy efficiency and technological advances, including installation of improved insulation and the development of more efficient boilers and other heating equipment, as well as conservation measures, may reduce the demand for our energy products. Prices for LPG and natural gas are subject to volatile fluctuations as a result of changes in supply and demand as well as other market conditions. During periods of high energy commodity costs, our prices generally increase, which may lead to customer conservation and attrition. A reduction in demand could lower our revenues and, therefore, lower



our net income and adversely affect our cash flows. State and/or federal regulation may require mandatory conservation measures, which would reduce the demand for our energy products. Additionally, at the international level, EU and local laws and regulations may require mandatory conservation measures, which would reduce the demand for our energy products. For example, in 2018 the EU revised the Energy Performance of Buildings Directive (the “EPBD”), with the goal to create a clear path towards a low and zero-emission and decarbonized building stock in the EU by 2050. Due to delays resulting from the COVID-19 pandemic, EU countries will now be adopting laws through 2021 to implement the EPBD. The EU is also adopting further measures to decarbonize electricity generation in order to reduce dependence on fossil fuel imports and achieve its climate change objectives. Over time, these various measures will impact fossil fuel consumption in Europe and the demand for our energy products. We cannot predict the materiality of the effect of future conservation measures or the effect that any technological advances in heating, conservation, energy generation or other devices might have on our operations.

***Our operations may be adversely affected by competition from other energy sources.***

Our energy products and services face competition from other energy sources, some of which are less costly for equivalent energy value. In addition, we cannot predict the effect that the development of alternative energy sources might have on our operations.

Our LPG distribution businesses compete for customers against suppliers of electricity, fuel oil and natural gas. Electricity is a major competitor of LPG but, except in France, is generally more expensive than LPG on a Btu equivalent basis for space heating, water heating and cooking. However, in Europe and elsewhere, climate change policies favoring electricity from renewable energy sources may cause changes in current relative price relationships. Moreover, notwithstanding cost, the convenience and efficiency of electricity make it an attractive energy source for consumers and developers of new homes. In addition, due to the prevalence of nuclear electric generation in France, the cost of electricity is generally less expensive than that of LPG, particularly when the cost to install new equipment to convert to LPG is considered. Fuel oil, which is also a major competitor of propane, is currently more expensive than propane and is a less environmentally attractive energy source. Furnaces and appliances that burn LPG will not operate on fuel oil and vice versa, and, therefore, a conversion from one fuel to the other requires the installation of new equipment. Our customers generally have an incentive to switch to fuel oil only if fuel oil becomes significantly less expensive than LPG. Except for certain industrial and commercial applications, LPG is generally not competitive with natural gas in areas where natural gas pipelines already exist because natural gas is generally a significantly less expensive source of energy than LPG. The gradual expansion of natural gas distribution systems in our service areas has resulted, and may continue to result, in the availability of natural gas in some areas that previously depended upon LPG. As long as natural gas remains a less expensive energy source than LPG, our LPG business will lose customers in each region into which natural gas distribution systems are expanded.

Our natural gas businesses compete primarily with electricity and fuel oil, and, to a lesser extent, with LPG and coal. Competition among these fuels is primarily a function of their comparative price and the relative cost and efficiency of fuel utilization equipment. There can be no assurance that our natural gas revenues will not be adversely affected by this competition.

***The expansion, construction and development of our energy infrastructure assets subjects us to risks.***

We seek to grow our business through the expansion, construction and development of our energy infrastructure, including new pipelines, gathering systems, facilities and other assets. These projects are subject to state and federal regulatory oversight and require certain property rights, such as easements and rights-of-way from public and private owners, as well as regulatory approvals, including environmental and other permits and licenses. There is no assurance that we or our project partners, as applicable, will be able to obtain the necessary property rights, permits and licenses in a timely and cost-efficient manner or at all, which may result in a delay or failure to complete a project. We may face opposition to the expansion, construction or development of new or existing pipelines, gathering systems, facilities or other assets from environmental groups, landowners, local groups and other advocates. This opposition could take many forms, including organized protests, attempts to block or sabotage our operations, intervention in regulatory or administrative proceedings involving our assets, or lawsuits or other actions designed to prevent, disrupt, or delay the development or operation of our assets and business. Failure to complete any pending or future infrastructure project may have a materially adverse impact on our financial condition and results of operations.

Even if we are able to successfully complete any pending or future infrastructure project, our revenues may not increase immediately upon the expenditure of funds on a particular project or as anticipated during the lifespan of the project. As a result, there is the risk that new and expanded energy infrastructure may not achieve our expected investment returns, which could have a material adverse effect on our business, financial condition and results of operations.

**Risks Relating to Our Business Operations, Including Internal and External Factors that May Impact Our Operational Continuity.**

***Our efforts to create operational benefits and cost efficiencies through business transformation initiatives at our business units and various corporate services functions may be disruptive and adversely affect our business, financial condition and results of operations.***

We may make adjustments to our workforce in response to management changes, product changes, performance issues, changes in strategy, acquisitions or other internal and external considerations. These adjustments may result in increased costs and temporarily reduced productivity, as well as a disruption in our ability to perform functions critical to our strategy, including, but not limited to, disruptions in customer service. The effects of such adjustments could recur in connection with any current or future business transformation initiatives or we may not achieve or sustain the expected growth or cost savings benefits of any such initiatives, or do so within the expected timeframe. As a result, our business, financial condition and results of operations could be negatively affected.

We have substantially completed transformation initiatives at our AmeriGas and UGI International business units that are designed to achieve operational benefits and cost efficiencies and to leverage technology to provide an enhanced customer experience. Additional initiatives are ongoing in certain of our corporate services functions, including finance, human resources, procurement and information technology, that are designed to standardize processes and activities across our global platform, while leveraging the use of best practices and efficiencies between our businesses. If we are unable to deliver the strategic and financial benefits that we anticipate, the achievement of these benefits is delayed, or the volume and nature of change challenges our available resources, then our business operations and financial results could be materially and adversely impacted. Our ability to successfully manage and execute these initiatives and realize expected savings and benefits in the amounts and at the times anticipated is important to our business success. Any failure to do so, which could result from our inability to successfully execute organizational change and business transformation initiatives, unanticipated costs or charges, loss of key personnel, customer loss and other factors described herein, could have a material adverse effect on our business, financial condition and results of operations. For further information on these initiatives, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Executive Overview - Strategic Initiatives.”

***Our information technology systems and those of our third-party vendors have been the target of cyber-security attacks in the past. If we are unable to protect our information technology systems against future service interruption, misappropriation of data, or breaches of security resulting from cyber-security attacks or other events, or if we encounter other unforeseen difficulties in the design, implementation or operation of our information technology systems, or if our third-party vendors or service providers experience compromises to their information technology systems, our operations could be disrupted, our business and reputation may suffer, and our internal controls could be adversely affected.***

In the ordinary course of business, we rely on information technology systems, including the Internet and third-party hosted services, to support a variety of business processes and activities and to store sensitive data, including (i) intellectual property, (ii) our proprietary business information and that of our suppliers and business partners, (iii) personally identifiable information of our customers and employees, and (iv) data with respect to invoicing and the collection of payments, accounting, procurement, and supply chain activities. In addition, we rely on our information technology systems to process financial information and results of operations for internal reporting purposes and to comply with financial reporting, legal, and tax requirements.

Cyber-security incidents have recently increased in both frequency and magnitude and have involved malicious software and attempts to gain unauthorized access to data and systems, including ransomware attacks where a target’s access to its information systems is blocked until a ransom has been paid. The White House and various regulators, including the SEC, have accordingly increased their focus on companies’ cybersecurity vulnerabilities and risks. Despite our security measures, our technologies, systems, and networks have been and may continue to be the target of cyber-security attacks or information security breaches that could result in the unauthorized release, misuse, loss or destruction of proprietary and other information, or other disruption of our business operations. Due to increasingly sophisticated threat actors, we may be unable to detect, identify or prevent attacks, and even if detected, we may be unable to adequately stop, investigate or remediate our systems given the tools and techniques being used by threat actors to circumvent controls and to remove or obfuscate forensic evidence. Attacks and incidents may also occur due to malfeasance by employees or contractors, as well as human error as in the case of social engineering and phishing campaigns. As a result of the COVID-19 pandemic, a number of our employees have transitioned to working remotely; as a result, more of our employees are working from locations where our cyber-security program may be less effective and information technology security may be less robust. Similarly, our third-party vendors or service providers have been impacted by cyber-security attacks and incidents and are subject to many if not all of the same risks

and disruptions as described above. A loss of our information technology systems, or temporary interruptions in the operation of our information technology systems, or those of our third-party vendors or service providers, or any other misappropriation of data, or breaches of security could lead to investigations and fines or penalties, litigation, increased costs for compliance and for remediation or rebuilding of our systems, and could have a material adverse effect on our business, financial condition, results of operations, and reputation. In addition, a cyber-security attack could provide a cyber-intruder with the ability to control or alter our pipeline operations. Such an act could result in critical pipeline failures.

The efficient execution of our businesses is dependent upon the proper design, implementation and functioning of its current and future internal systems, such as the information technology systems that support our underlying business processes. Any significant failure or malfunction of such information technology systems may result in disruptions of our operations. In addition, the effectiveness of our internal controls could be adversely affected if we encounter unforeseen problems with respect to the operation of our information technology systems.

Moreover, as cyber incidents increase in frequency and magnitude, we may be unable to obtain cyber-security insurance in amounts and on terms we view as adequate for our operations, including the agreement to certain indemnification provisions by our insurance providers.

***Our utility transmission and distribution systems, our non-utility midstream assets, and the assets of upstream interstate pipelines and other midstream providers may not operate as planned, which may increase our expenses or decrease our revenues and, thus, have an adverse impact on our financial results.***

Our ability to manage operational risk with respect to utility distribution and transmission and non-utility midstream assets, and the availability of natural gas delivered by interstate natural gas pipelines and midstream gathering assets is critical to our financial results. We obtain our supply from local Marcellus and Utica Shale sources, as well as other trading points in the U.S. If we experience physical capacity constraints on one or more of the interstate or intrastate natural gas pipelines that supply our businesses, we may not be able to supply our customers, which could have an adverse impact on our financial results. Our businesses also face several risks, including the breakdown or failure of or damage to equipment or processes (especially due to severe weather or natural disasters), accidents and other factors, including as a result of overpressurization of or damage to natural gas pipelines. Operation of our transmission and distribution systems or our midstream assets below our expectations may result in lost revenues or increased expenses, including higher maintenance costs, civil litigation and the risk of regulatory penalties.

#### **Risks Relating to Our International Operations**

***Our international operations could be subject to increased risks, which may negatively affect our business results.***

We operate LPG distribution and energy marketing businesses in Europe through our subsidiaries and we continue to explore the expansion of our international businesses. As a result, we face risks in conducting business abroad that we do not face domestically. Certain aspects inherent in transacting business internationally could negatively impact our operating results, including:

- costs and difficulties in staffing and managing international operations;
- potentially adverse tax consequences, including restrictions on repatriating earnings, the threat of “double taxation,” and potential increases to corporate income taxes (including the proposed OECD framework that aims to reform international taxation rules with the goal of ensuring that multinational corporations pay adequate taxes in the jurisdictions in which they operate and other similar proposals);
- fluctuations in currency exchange rates, particularly the euro, which can affect demand for our products, increase our costs and adversely affect our profitability and reported results;
- new or revised regulatory requirements, including European competition laws that may adversely affect the terms of contracts with customers, including with respect to exclusive supply rights, and stricter regulations applicable to the storage and handling of LPG;
- economic and political uncertainty relating to the United Kingdom’s withdrawal from the EU, commonly known as “Brexit,” which may result in, among other things, increased regulatory costs and challenges, greater volatility in the British pound sterling and euro, business disruptions and increased tariffs;
- new and inconsistently enforced industry regulatory requirements, which can have an adverse effect on our competitive position;
- tariffs and other trade barriers;
- difficulties in enforcing contractual rights;
- longer payment cycles;

- local political and economic conditions; and
- potential violations of federal regulatory requirements, including anti-bribery, anti-corruption, and anti-money laundering law, economic sanctions, the Foreign Corrupt Practices Act of 1977, as amended, and EU regulatory requirements, including the GDPR and Sapin II.

In particular, certain legal and regulatory risks are associated with international business operations. We are subject to various anti-corruption, economic sanctions and trade compliance laws, rules and regulations. For example, the U.S. government imposes restrictions and prohibitions on transactions in certain foreign countries, including restrictions directed at oil and gas activities in Russia. U.S. laws also prohibit the improper offer, payment, promise to pay, or authorization of the payment of money or anything of value to any foreign official or political party, or to any person, knowing that all or a portion of it will be used to influence a foreign official in his or her official duties or to secure an improper advantage. Ensuring compliance with all relevant laws, rules and regulations is a complex task. Violation of one or more of these laws, rules or regulations could lead to loss of import or export privileges, civil or criminal penalties for us or our employees, or potential reputational harm, which could have a material adverse impact on earnings, cash flows and financial condition.

**Risks Relating to Our Supply Chain and Our Ability to Obtain Adequate Quantities of LPG**

***We are dependent on our principal LPG suppliers, which increases the risks from an interruption in supply and transportation.***

During Fiscal 2021, AmeriGas Propane purchased approximately 83% of its propane needs from 20 suppliers. If supplies from these sources were interrupted, the cost of procuring replacement supplies and transporting those supplies from alternative locations might be materially higher and, at least on a short-term basis, our earnings could be affected. Additionally, in certain geographic areas, a single supplier may provide more than 50% of AmeriGas Propane's propane requirements. Disruptions in supply in these geographic areas could also have an adverse impact on our earnings. Our international businesses are similarly dependent upon their LPG suppliers. For example, during Fiscal 2021, UGI International's business in the United Kingdom purchased approximately 87% of its LPG needs from two suppliers and, in Italy, approximately 52% of its supply was sourced from a single supplier. If supplies from UGI International's principal LPG sources are interrupted, the cost of procuring replacement supplies and transporting those supplies from alternative locations might be materially higher and our earnings could be adversely affected. There is no assurance that our international businesses will be able to continue to acquire sufficient supplies of LPG to meet demand at prices or within time periods that would allow them to remain competitive.

***Our ability to obtain sufficient quantities of LPG is dependent on transportation facilities and providers.***

Spikes in demand caused by weather or other factors can limit our access to port terminals and other transportation and storage facilities, disrupt transportation and limit our ability to obtain sufficient quantities of LPG. A significant increase in port and similar fees and fuel prices may also adversely affect our transportation costs and business. Transportation providers (rail and truck) in some circumstances have limited ability to provide additional resources in times of peak demand. Moreover, the ability of our transportation providers to maintain a staff of qualified truck drivers is critical to the success of our business. Regulatory requirements and an improvement in the economy could reduce the number of eligible drivers or require us to pay higher transportation fees as our transportation providers seek to pass on additional labor costs associated with attracting and retaining drivers.

***Our profitability is subject to LPG pricing and inventory risk.***

The retail LPG business is a "margin-based" business in which gross profits are dependent upon the excess of the sales price over LPG supply costs. LPG is a commodity, and, as such, its unit price is subject to fluctuations in response to changes in supply or other market conditions. We have no control over supplies, commodity prices or market conditions. Consequently, the unit price of the LPG that our subsidiaries and other distributors and marketers purchase can change rapidly over a short period of time. Most of our domestic LPG product supply contracts permit suppliers to charge posted prices at the time of delivery or the current prices established at major U.S. storage points such as Mont Belvieu, Texas or Conway, Kansas. Most of our international LPG supply contracts are based on internationally quoted market prices. We also purchase a portion of our supplies in the spot market. Because our subsidiaries' profitability is sensitive to changes in wholesale LPG supply costs, it will be adversely affected if we cannot pass on increases in the cost of LPG to our customers, or if there is a delay in passing on such cost increases. Due to competitive pricing in the industry, our subsidiaries may not fully be able to pass on product cost increases to our customers when product costs rise, or when our competitors do not raise their product prices in a timely manner. Finally, market volatility may cause our subsidiaries to sell LPG at less than the price at which they purchased it,

which would adversely affect our operating results.

We offer our customers various fixed-price LPG programs, and a significant number of our customers utilize our fixed-price programs. In order to manage the price risk from offering these services, we utilize our physical inventory position, supplemented by forward commodity transactions with various third parties having terms and volumes substantially the same as our customer's contracts, but there can be no assurance that such measures will be effective. In periods of high LPG price volatility, the fixed-price programs create exposure to over or under-supply positions as the demand from customers may significantly exceed or fall short of supply procured. In addition, if LPG prices decline significantly subsequent to customers signing up for a fixed-price program, there is a risk that customers will default on their commitments, adversely affecting our results of operations.

***Changes in commodity market prices may have a significant negative effect on our liquidity.***

Depending on the terms of our contracts with suppliers as well as our use of financial instruments to reduce volatility in the cost of LPG and natural gas, changes in the market price of LPG and natural gas can create margin payment obligations for us and expose us to increased liquidity risk. In addition, increased demand for domestically produced LPG and natural gas overseas may, depending on production volumes in the U.S., result in higher domestic prices and expose us to additional liquidity risks.

***Supplier and derivative counterparty defaults may have a negative effect on our operating results.***

When we enter into fixed-price sales contracts with customers, we typically enter into fixed-price purchase contracts with suppliers. Depending on changes in the market prices of products compared to the prices secured in our contracts with suppliers of LPG, natural gas and electricity, a default of or force majeure by one or more of our suppliers under such contracts could cause us to purchase those commodities at higher prices from alternate suppliers, which would have a negative impact on our operating results.

Additionally, we economically hedge the market risk associated with a substantial portion of our supply purchases using certain derivative instruments. Such changes in market prices of the aforementioned commodities could result in material exposures or significant concentrations of balances with derivative counterparties. If certain counterparties were unable to meet the obligations set forth in these derivative contracts and we were unable to fully mitigate this exposure via collateral deposit requirements and master netting arrangements, such outcomes could also result in a negative effect on our operating results.

***Our business is dependent on the global supply chain to ensure that equipment, materials and other resources are available to both expand and maintain services in a safe and reliable manner. Moreover, prices of equipment, materials and other resources have increased recently and may continue to increase in the future. Failure to secure equipment, materials and other resources on economically acceptable terms may adversely impact our financial condition and results of operations.***

Current domestic and global supply chain issues are delaying the delivery, and in some cases resulting in shortages of, materials, equipment and other resources that are critical to our business operations. Failure to eliminate or manage the constraints in the supply chain may eventually impact the availability of items that are necessary to support normal operations as well as materials that are required for continued infrastructure growth, including the replacement of end-of-life assets.

Moreover, inflation has recently become an area of increasing economic concern, both domestically and internationally. Changes in the costs of providing our energy products and services, including price increases in equipment and materials as well as increases in labor costs, may negatively impact our financial condition and results of operations and/or result in corresponding price increases for the energy products and services we offer our customers.

#### **Risks Relating to Government Regulation and Oversight**

***Regulators may not approve the rates we request and existing rates may be challenged, which may adversely affect our results of operations.***

In our UGI Utilities segment (comprised of UGI Utilities, Inc. and Mountaineer Gas Company), our distribution operations are subject to regulation by the PAPUC, WVPSC and MDPSC, depending on the state in which the operations are located. These regulatory bodies, among other things, approve the rates that UGI Utilities may charge utility customers, thus impacting the returns that UGI Utilities may earn on the assets that are dedicated to its operations. We expect that UGI Utilities will periodically file requests with these regulatory bodies to increase base rates charged to customers in the respective states in which UGI Utilities operates. If UGI Utilities is required in a rate proceeding to reduce the rates it charges its utility customers, or is unable to obtain approval for timely rate increases from the appropriate regulatory body, particularly when necessary to cover increased costs, UGI Utilities' revenue growth will be limited and earnings may decrease.

***The enactment of proposed or future tax legislation, including the reversal of recently enacted tax legislation that is beneficial to us, may adversely impact our financial condition and results of operations.***

On March 27, 2020, the U.S. enacted the CARES Act. Our financial statements for Fiscal 2021 reflect the realized benefits of the CARES Act. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Application of the CARES Act requires significant judgments to be made in the interpretation of the law and significant estimates in the calculation of the provision for income taxes. If our interpretation of the CARES Act differs significantly from the interpretation of governing bodies, or if future administrations choose to repeal or replace the provisions of the CARES Act, our financial condition and results of operations may be adversely impacted.

Additionally, the enactment of future tax legislation (such as the proposed OECD framework that aims to reform international taxation rules with the goal of ensuring that multinational corporations pay adequate taxes in the jurisdictions in which they operate and other similar proposals) could have a material impact on our financial condition and results of operations, including our worldwide income tax provision and accruals reflected in our financial statements. We are also monitoring several tax proposals set forth by the Biden Administration, Senate Finance Committee Chairman Ron Wyden, and the Ways and Means Committee of the U.S. House of Representatives. If enacted into law, these proposals would result in significant changes to U.S. tax laws, including, but not limited to, corporate tax rate increases, corporate minimum tax rates, interest expense deduction limitations, and changes to foreign income taxation. We will continue to evaluate the overall impact of current, future, and proposed regulations and interpretive guidance from tax authorities on our effective tax rate and consolidated balance sheets. We are unable to predict whether any such changes or other proposals will ultimately be enacted. Any future legislative changes could negatively impact our anticipated cash-flow and after-tax results of operations.

***Our need to comply with, and respond to, industry-wide changes resulting from, comprehensive, complex, and sometimes unpredictable governmental regulations, including regulatory initiatives aimed at increasing competition within our industry, may increase our costs and limit our revenue growth, which may adversely affect our operating results.***

While we generally refer to our UGI Utilities segment as our “regulated segment,” there are many governmental regulations that have an impact on all of our businesses. Currently, we are subject to extensive and changing international, federal, state, and local safety, health, transportation, tax, and environmental laws and regulations governing the marketing, storage, distribution, and transportation of our energy products. Moreover, existing statutes and regulations may be revised or reinterpreted and new laws and regulations may be adopted or become applicable to us that may affect our businesses in ways that we cannot predict.

New regulations, or a change in the interpretation of existing regulations, could result in increased expenditures. In addition, for many of our operations, we are required to obtain permits from regulatory authorities and, in some cases, such regulatory permits could subject our operations to additional regulations and standards of conduct. Failure to obtain or comply with these permits or applicable regulations and standards of conduct could result in civil and criminal fines or the cessation of the operations in violation. Governmental regulations and policies in the U.S. and Europe may provide for subsidies or incentives to customers who use alternative fuels instead of carbon fuels. The EU has committed to cut CO<sub>2</sub> emissions by at least 40% by 2030 and EU member states are proposing and implementing a range of subsidies and incentives to achieve the EU’s climate change goals. These subsidies and incentives may result in reduced demand for our energy products and services.

We are investigating and remediating contamination at a number of present and former operating sites in the U.S., including former sites where we or our former subsidiaries operated manufactured gas plants. We have also received claims from third parties that allege that we are responsible for costs to clean up properties where we or our former subsidiaries operated a manufactured gas plant or conducted other operations. Most of the costs we incur to remediate sites outside of Pennsylvania cannot currently be recovered in PAPUC rate proceedings, and insurance may not cover all or even part of these costs. Our actual costs to clean up these sites may exceed our current estimates due to factors beyond our control, such as:

- the discovery of presently unknown conditions;
- changes in environmental laws and regulations;
- judicial rejection of our legal defenses to third-party claims; or
- the insolvency of other responsible parties at the sites at which we are involved.

Moreover, if we discover additional contaminated sites, we could be required to incur material costs, which would reduce our net income.

We also may be unable to timely respond to changes within the energy and utility sectors that may result from regulatory

initiatives to further increase competition within our industry. Such regulatory initiatives may create opportunities for additional competitors to grow their business or enter our markets and, as a result, we may be unable to maintain our revenues or continue to pursue our current business strategy.

***Our operations, financial results and cash flows may be adversely affected by existing and future global climate change laws and regulations, including with respect to GHG emission restrictions, as well as market responses thereto.***

Climate change continues to attract considerable public and scientific attention in the U.S. and in foreign countries. As a result, numerous proposals have been made and could continue to be made at the international, national, regional, state and local levels of government to monitor and limit GHG emissions and climate impact. These efforts have included consideration of cap-and-trade programs, carbon taxes, GHG reporting and tracking programs, and regulations that directly limit GHG emissions from certain sources. Increased regulation of GHG emissions, or climate impact generally, could have significant additional adverse impacts on us, our suppliers, our vendors, and our customers. The following provides a brief overview of the material climate-related regulatory provisions that may impact our domestic and international businesses, respectively.

#### Domestic Regulatory Landscape

In September 2009, the EPA issued a final rule establishing a system for mandatory reporting of GHG emissions. In November 2010, the EPA expanded the reach of its GHG reporting requirements to include the petroleum and natural gas industries, which include certain facilities of our natural gas distribution business. These subject facilities have been required to monitor emissions since January 2011 and to submit detailed annual reports beginning in March 2012.

In March 2021, the Biden Administration announced a framework for the "Build Back Better" agenda. The proposed framework included policies to address climate change across the federal government through the tax code, an energy efficiency and clean energy standard, research and development, among other areas of focus. Relatedly, the U.S. House Energy and Commerce Committee released, and has been holding hearings on, the Climate Leadership and Environmental Action for our Nation's ("CLEAN") Future Act, which is expected to influence legislation furthering the "Build Back Better" agenda. The CLEAN Future Act proposes, among other things, a clean electricity standard that would require electricity suppliers to procure and retire clean energy credits offsetting, in aggregate, 80% of the energy sold by 2030 and 100% by 2035. It would establish an auction-based mechanism for these credits and award partial credits to certain types of carbon-emitting generation that have lower-than-average emissions rates.

"Build Back Better" has been on two tracks in Congress, with a bipartisan "core infrastructure" bill that has passed in the Senate and House of Representatives and was signed into law on November 15, 2021, which includes climate provisions focused on transportation and resiliency and an expected multi-trillion budget social spending bill that is being advanced under the reconciliation process to address additional priorities, including the climate impacts of energy production. A Clean Electricity Standard, or similar program, remains a goal of the Biden Administration, despite an unclear political path forward. The reconciliation bill may also include energy tax credits, which are expected to incentivize producers and purchasers of certain forms of energy, such as solar, wind, and nuclear, but not other forms of energy production. Although the social spending bill and Clean Electricity Standard proposals have not yet resulted in any new legislation being enacted or regulations promulgated, we are closely monitoring both legislative and executive agency action.

In April 2021, President Biden announced that the United States' Nationally Defined Contribution to the international Paris Climate Agreement will be an economy-wide reduction in GHG emissions of 50-52% by 2030, relative to 2005 levels. In advance of the November 2021 Conference of the Parties 26 meeting in Glasgow, Scotland, the Biden Administration released details on its strategy to achieve those targets as part of the "Build Back Better" agenda.

In addition to climate-related initiatives at the federal level, some states have adopted provisions designed to regulate GHG emissions for some industry sectors. Examples include (i) the California cap-and-trade program that requires certain covered entities, including propane companies, to purchase GHG emission allowances, and (ii) the Regional Northeast Gas Initiative, in which a number of states in the northeastern U.S. participate and have agreed to establish cap and trade programs to reduce power plant emissions.

#### International Regulatory Landscape

In the EU, there is a commitment to cut CO<sub>2</sub> emissions by at least 40% by 2030 and EU member states have implemented a range of subsidies and incentives to achieve the EU's climate change goals. Further, emissions are regulated via a number of means, including the European Union Emissions Trading System (the "EU ETS"). The EU ETS is a trading system across the

EU for industrial emissions and is expected to become progressively more stringent over time, including by reducing the number of allowances to emit GHGs.

The adoption and implementation of any U.S. federal, state or local laws or regulations or foreign laws or regulations imposing obligations on, or limiting GHG emissions from, our equipment and operations could require us to incur significant costs to reduce GHG emissions associated with our operations or could adversely affect demand for our energy products. The potential increase in our operating costs could include new costs to operate and maintain our facilities, install new emission controls on our facilities, acquire allowances to authorize our GHG emissions, pay taxes related to our GHG emissions, administer and manage a GHG emissions reduction program, and adversely impact the value of certain assets. We may not be able to pass on resulting increases in costs to customers. In addition, changes in regulatory policies that result in a reduction in the demand for hydrocarbon products and carbon-emitting fuel sources that are deemed to contribute to climate change, or restrict the use of such products or fuel sources, may reduce volumes available to us for processing, transportation, marketing and storage and cause potential increases in costs or production disruptions. These developments could have a material adverse effect on our results of operations, financial results, valuation and useful life of assets, and cash flows.

***Changes in data privacy and data protection laws and regulations, particularly in Europe and California, or any failure to comply with such laws and regulations, could adversely affect our business and financial results.***

There has been increased public attention regarding the use of personal information and data transfers, accompanied by legislation and regulations intended to strengthen data protection, information security and consumer and personal privacy. The laws in these areas continue to develop and the changing nature of data protection, information security and privacy laws in the U.S., the EU and elsewhere could impact our processing of the personal information of our employees, vendors and customers, which could lead to increased operating costs. The EU adopted the GDPR, which became effective in May 2018 and expanded EU data protections, in certain circumstances, to companies outside of the EU processing data of EU residents, regardless of whether the processing occurs in the EU. Similarly, the State of California legislature passed the California Consumer Privacy Act of 2018 (the “CCPA”), effective January 1, 2020, which grants certain rights to California residents with respect to their personal information, and the California electorate recently approved Proposition 24, the California Privacy Rights Act (the “CPRA”), which will expand the CCPA effective January 1, 2023 and grant additional rights to California residents as well as create a new state privacy regulator. We expect that there will continue to be new laws, regulations and industry standards concerning data privacy and data protection in the U.S., the EU and other jurisdictions, and we cannot yet determine the impact such laws, regulations, interpretations and standards may have on our business.

The GDPR requires companies to satisfy extensive requirements regarding the handling of personal information, including its use, protection and the ability of persons whose data is processed to exercise a number of rights with respect to their personal information, such as correcting or requiring deletion of data about themselves. Supervisory authorities from different EU member states may interpret and apply the GDPR somewhat differently, and the GDPR also permits EU member states to create supplemental national laws, which increases the complexity of compliance. Failure to comply with GDPR requirements could result in penalties of up to €20 million or 4% of worldwide revenue, whichever is greater, for a serious breach. Additionally, in July 2020, the Court of Justice of the European Union (the “CJEU”), the EU’s highest court, issued a landmark ruling in which it invalidated the U.S. – EU Privacy Shield framework for transferring the personal data of EU residents to the United States and suggested that the parties to data transfers can only rely on standard contractual clauses as a valid data transfer mechanism on a case-by-case basis. This ruling, and subsequent commentary on it from local European data protection authorities, have raised questions about the continuing viability of existing legal tools to support data transfers to the U.S., and additional regulatory guidance is likely to be forthcoming. Finally, The United Kingdom’s decision to leave the EU, often referred to as “Brexit,” has created uncertainty with regard to data protection regulation in the United Kingdom. In particular, while the European Commission has issued adequacy decisions that have the effect of authorizing data transfers between the United Kingdom and the European Economic Area, it is unclear how data transfers between the United Kingdom and the rest of the world will be regulated now that the United Kingdom has left the EU.

The CCPA requires companies to make new extensive disclosures to consumers about such companies’ data collection, use, and sharing practices and inform consumers of their personal information rights (such as deletion rights), allows consumers to opt out of data sales to third parties, and provides a new cause of action for data breaches. The CPRA will add more disclosure obligations (including an obligation to disclose retention periods or criteria for categories of personal information), grant consumers additional rights (including rights to correct their data, limit the use and disclosure of sensitive personal information, and opt out of the sharing of personal information for certain targeted behavioral advertising purposes), and impose a requirement that a covered business’ use, retention and sharing of personal information of California residents be reasonably necessary and proportionate to the purposes of collection or processing. The CPRA also creates a new California Privacy Protection Agency (CPPA) to serve as California’s chief privacy regulator, which will likely result in greater regulatory activity and enforcement in the privacy area.



Comprehensive privacy laws with some similarities to the CCPA and CPRA have been proposed or passed at the U.S. federal and state levels, including the Virginia Consumer Data Protection Act, which will take effect on January 1, 2023, and the Colorado Privacy Act, which will take effect on July 1, 2023. The State of Nevada also recently amended its online privacy law to allow consumers to submit requests to prevent websites and online service providers from selling personal information that is collected through a website or online service. Additionally, the Federal Trade Commission and many state attorneys general are interpreting federal and state consumer protection laws to impose standards for the online collection, use, dissemination, and security of data as well as requiring disclosures about these practices.

While we have invested significant time and resources in our GDPR compliance program, emerging and changing data privacy and data protection requirements, including CCPA, CPRA, and Virginia's and Colorado's new privacy laws, and any new considerations and requirements that emerge from the CJEU's ruling, may cause us to incur additional substantial costs or require us to change our business practices. Any failure or perceived failure to comply may result in proceedings or actions against us by government entities or individuals. Moreover, any inquiries or investigations, any other government actions, or any actions by individuals, may be costly to comply with, result in negative publicity, increase our operating costs, require significant management time and attention, and subject us to remedies that may harm our business, including fines, demands or orders that we modify or cease existing business practices.

***The provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), related regulations, and the rules adopted thereunder and other regulations, including the European Market Infrastructure Regulation (the "EMIR"), may have an adverse effect on our ability to use derivative instruments to hedge risks associated with our business.***

Our derivative hedging activities are subject to Title VII of the Dodd-Frank Act, which regulates the over-the-counter derivatives market and entities that participate in that market. The Dodd-Frank Act requires the CFTC and the federal banking regulators to implement the Dodd-Frank Act's provisions through rulemaking, including rules regarding mandatory clearing, trade execution and margin requirements. We expect to qualify for and rely upon an exception from mandatory clearing and trade execution requirements for swaps entered into by commercial end-users to hedge commercial risks. In addition to relief from the clearing mandate, we also expect to qualify for an exception for non-financial end-users from the margin requirements on uncleared swaps. If we are not able to do so and have to post margin as to our uncleared swaps in the future, our costs of entering into and maintaining swaps would be increased.

While most of the CFTC's rules and regulations under the Dodd-Frank Act have been finalized, some additional rules and regulations have yet to be adopted. It is possible that additional rules and regulations under the Dodd-Frank Act (including position limits as described below) may increase our cost of using derivative instruments to hedge risks associated with our business or may reduce the availability of such instruments to protect against risks we encounter. While costs imposed directly on us due to regulatory requirements for derivatives under the Dodd-Frank Act, such as reporting, recordkeeping and electing the end-user exception from mandatory clearing, are relatively minor, costs imposed upon our counterparties may increase the cost of our doing business in the derivatives markets to the extent such costs are passed on to us.

If we become subject to position limits, our ability to hedge risks would be further limited and we would be subject to additional compliance and reporting obligations. The CFTC has re-proposed position limits for certain futures and option contracts in the major energy markets and for swaps that are their economic equivalents, although certain bona fide hedging transactions would be exempt from these position limits. The CFTC has also finalized a rule that requires market participants to aggregate their positions with those of certain other persons under common ownership or control for purposes of determining compliance with applicable position limits. If adopted, the revised position limit rule and its finalized companion rule on aggregation may adversely impact our ability to hedge exposure to price fluctuation of certain commodities. In addition to the CFTC federal position limit regime, designated contract markets also have established position limits and accountability regimes. We may have to modify trading decisions or liquidate positions to avoid exceeding such limits or at the direction of the relevant exchange to comply with accountability levels. Further, any such position limit regime, whether imposed at the federal level or by a designated contract market, may impose added operating costs to monitor compliance with such position limit levels, addressing accountability level concerns and maintaining appropriate exemptions, if applicable.

The EMIR may result in increased costs for over-the-counter derivative counterparties trading in the EU and may also lead to an increase in the costs of, and demand for, the liquid collateral that the EMIR requires central counterparties to accept. Although we expect to qualify as a non-financial counterparty under the EMIR, and thus not be required to post margin under the EMIR, we may still be subject to increased regulatory requirements, including recordkeeping, marking to market, timely confirmations, derivatives reporting, portfolio reconciliation and dispute resolution procedures. Provisions under the EMIR could significantly increase the cost of derivatives contracts, materially alter the terms of derivatives contracts and reduce the

availability of derivatives to protect against risks that we encounter. The increased trading costs and collateral costs may have an adverse impact on our business, contracts, financial condition, operating results, cash flow, liquidity and prospects.

Accordingly, our business and operating results may be adversely affected if we are forced to reduce or modify our current use of derivatives as a result of the Dodd-Frank Act and the rules and regulations promulgated thereunder as a result of the EMIR and other similarly applicable rules and regulations.

#### **General Risks that May Impact Our Business and Our Shareholders**

##### ***The COVID-19 pandemic and the spread of variant strains could adversely impact our business, financial condition and results of operations.***

The COVID-19 pandemic, including the spread of variant strains, has resulted in widespread impacts on the global economy and on our employees, customers, third-party business partners and other stakeholders. There is considerable uncertainty regarding the extent to which COVID-19 and variant strains will continue to spread and the extent and duration of domestic and global measures designed to contain the spread, including travel bans and restrictions, quarantines, shelter-in-place orders, vaccination mandates and business and government shutdowns. These restrictions may, among other things:

- negatively impact the financial condition of our customers and their ability to pay for our products and services;
- reduce energy consumption by certain of our customers, which would affect demand for our products;
- disrupt or delay progress in the development and completion of our energy infrastructure projects;
- prolong the time period necessary to perform maintenance of our infrastructure;
- result in operational delays, including delay in the delivery of our products to customers;
- result in temporary or permanent shortages in our workforce;
- result in impairment relating to certain current and long-lived assets;
- delay the timeliness of our ability to source goods; and
- limit or curtail significantly or entirely the ability of public utility commissions to approve or authorize applications and other requests we may make with respect to our regulated businesses.

Additionally, while we have modified or restricted certain business and workforce practices (including employee travel, presence at employee work locations, and physical participation in meetings, events, and conferences) to protect the health and safety of our workforce, and to conform to government orders, as well as regulatory and public health authority guidance, we depend on our workforce to operate our facilities, deliver our products and provide services to customers. If a large portion of our operational workforce were to contract COVID-19 simultaneously, we would rely upon our business continuity plans in an effort to continue operations, but there is no certainty that such measures would be sufficient to mitigate the adverse impact to our operations.

We are also monitoring announcements by the Biden Administration requiring that: (i) certain employees working on or in connection with covered federal government contracts or subcontracts become fully vaccinated against COVID-19, with limited exceptions; and (ii) employers with workforces of more than 100 employees require their employees to either become fully vaccinated for COVID-19 or be subjected to weekly testing. The deadlines for these requirements remain fluid; however, both are currently expected to be effective in January 2022. Failure to comply with these requirements may result in monetary penalties to the employer for each violation. While we are still assessing the potential impact of the foregoing, including monitoring legal challenges to the rules, we may incur monetary costs and/or experience a reduction in our workforce, which may adversely impact our operational continuity, financial condition and/or results of operations.

Finally, if we seek to raise additional capital, our access to and cost of financing will depend on, among other things, global economic conditions, conditions in the financing and equity markets, the availability of sufficient amounts of financing, our prospects and our credit ratings. Our total available liquidity balance as of September 30, 2021 totaled approximately \$2.2 billion. Nonetheless, if our credit ratings were to be downgraded, or general market conditions were to ascribe higher risk to our rating levels, our industry, or us, our access to capital and the cost of any future debt financing could be further negatively impacted. In addition, the terms of future debt agreements could include more restrictive covenants, or require incremental collateral, which may further restrict our business operations or conflict with covenant restrictions then in effect. As a result, there is no guarantee that financings will be available in the future to fund our obligations, or that they will be available on terms consistent with our expectations.

The degree to which COVID-19 and variant strains may impact our business operations, financial condition, liquidity and results of operations is unknown at this time and will depend on future developments, including the continued spread of the virus and its variants, the severity of the disease, the duration of the pandemic, actions prescribed or ordered by governmental

authorities, public health authority guidance, and when and to what extent economic and operating conditions can return to pre-pandemic levels.

***We may not be able to collect on the accounts of our customers.***

We depend on the viability of our customers for collections of accounts receivable and notes receivable. Moreover, our businesses serve numerous retail customers, and as we grow our businesses organically and through acquisitions, our retail customer base is expected to expand. There can be no assurance that our customers will not experience financial difficulties in the future or that we will be able to collect all of our outstanding accounts receivable or notes receivable. Any such nonpayment by our customers could adversely affect our business.

***We are subject to operating and litigation risks that may not be covered by insurance.***

Our business operations are subject to all of the operating hazards and risks normally incidental to the handling, storage and distribution of combustible products, such as LPG and natural gas, and the generation of electricity. These risks could result in substantial losses due to personal injury and/or loss of life, and severe damage to and destruction of property and equipment arising from explosions and other catastrophic events, including acts of terrorism. As a result of these and other incidents, we are sometimes a defendant in legal proceedings and litigation arising in the ordinary course of business, including regulatory investigations, claims, lawsuits and other proceedings. Additionally, environmental contamination or other incidents resulting in an environmental impact could result in future legal or regulatory proceedings. There can be no assurance that our insurance coverage will be adequate to protect us from all material expenses related to pending and future claims or that such levels of insurance would be available in the future at economical prices. Moreover, defense and settlement costs may be substantial, even with respect to claims and investigations that have no merit. If we cannot resolve these matters favorably, our business, financial condition, results of operations and future prospects may be materially adversely affected.

***The risk of natural disasters, pandemics and catastrophic events, including terrorism, may adversely affect the economy and the price and availability of LPG, other refined fuels and natural gas.***

Natural disasters, pandemics and catastrophic events, such as fires, earthquakes, explosions, floods, tornadoes, hurricanes, terrorist attacks, political unrest and other similar occurrences, may adversely impact the demand for, price and availability of LPG (including propane), other refined fuels and natural gas, which could adversely impact our financial condition and results of operations, our ability to raise capital and our future growth. The impact that the foregoing may have on our industries in general, and on us in particular, is not known at this time. A natural disaster, pandemic or an act of terror could result in disruptions of crude oil or natural gas supplies and markets (the sources of LPG), cause price volatility in the cost of LPG, fuel oil and natural gas, and our infrastructure facilities could be directly or indirectly impacted. Additionally, if our means of supply transportation, such as rail, truck or pipeline, are delayed or temporarily unavailable due to a natural disaster, pandemic or terrorist activity, we may be unable to transport LPG and other refined fuels in a timely manner or at all. A lower level of economic activity could result in a decline in energy consumption, which could adversely affect our revenues or restrict our future growth. Instability in the financial markets as a result of a natural disaster, pandemic or terrorism could also affect our ability to raise capital. We have opted to purchase insurance coverage for natural disasters and terrorist acts within our property and casualty insurance programs, but we can give no assurance that our insurance coverage would be adequate to fully compensate us for any losses to our business or property resulting from natural disasters or terrorist acts.

***Our holding company structure could limit our ability to pay dividends or service debt.***

We are a holding company whose material assets are the stock of our subsidiaries. Our ability to pay dividends on our common stock and to pay principal and accrued interest on our debt, if any, depends on the payment of dividends to us by our principal subsidiaries, AmeriGas, Inc., UGI Utilities, Inc., Mountaintop Energy Holdings, LLC and Enterprises (including Energy Services and UGI International's subsidiaries in Europe, which may be subject to complexities regarding the repatriation of funds to the U.S.). Payments to us by those subsidiaries, in turn, depend upon their consolidated results of operations and cash flows. The operations of our subsidiaries are affected by conditions beyond our control, including weather, regulations, competition in national and international markets we serve, the costs and availability of propane, butane, natural gas, electricity, and other energy sources and capital market conditions. The ability of our subsidiaries to make payments to us is also affected by the level of indebtedness of our subsidiaries, which is substantial, and the restrictions on payments to us imposed under the terms of such indebtedness.

***Volatility in credit and capital markets may restrict our ability to grow, increase the likelihood of defaults by our customers and counterparties and adversely affect our operating results.***

Volatility in credit and capital markets may create additional risks to our businesses in the future. We are exposed to financial market risk (including refinancing risk) resulting from, among other things, changes in interest rates and conditions in the credit and capital markets. Adverse developments in the credit markets may increase our possible exposure to the liquidity, default and credit risks of our suppliers and vendors, counterparties associated with derivative financial instruments and our customers. Although we believe that current financial market conditions, if they were to continue for the foreseeable future, will not have a significant impact on our ability to fund our existing operations, less favorable market conditions could restrict our ability to grow through acquisitions, limit the scope of major capital projects if access to credit and capital markets is limited, or adversely affect our operating results.

***We depend on our intellectual property and failure to protect that intellectual property could adversely affect us.***

We seek trademark protection for our brands in each of our businesses, and we invest significant resources in developing our business brands. Failure to maintain our trademarks and brands could adversely affect our customer-facing businesses and our operational results.

***Declines in the stock market and a low interest rate environment may negatively impact our pension liability.***

Declines in the stock market and a low interest rate environment historically have resulted in a significant impact on our pension liability and funded status. Declines in the stock or bond market and valuation of stocks or bonds, combined with low interest rates, could further impact our pension liability and funded status and increase the amount of required contributions to our pension plans.

***Unless we otherwise consent in writing, our Amended and Restated Bylaws designate a state court located in Montgomery County, Pennsylvania or, if no state court located within such county has jurisdiction over such action or proceeding, the federal United States District Court for the Eastern District of Pennsylvania, as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our shareholders, which could discourage lawsuits against us and our directors and officers.***

Our Amended and Restated Bylaws provide that, unless we otherwise consent in writing, a state court located in Montgomery County, Pennsylvania or, if no state court located within such county has jurisdiction over such action or proceeding, the federal United States District Court for the Eastern District of Pennsylvania, as the sole and exclusive forum for: (a) any derivative action or proceeding brought on behalf of us; (b) any action or proceeding asserting a claim of breach of duty owed to us or our shareholders by any director, officer, or other employee of ours; (c) any action or proceeding asserting a claim against us or against any of our directors, officers or other employees arising pursuant to, or involving any interpretation or enforcement of, any provision of the Pennsylvania Associations Code, Pennsylvania Business Corporation Law of 1988, or our Amended and Restated Articles of Incorporation or Amended and Restated Bylaws; and (d) any action or proceeding asserting a claim peculiar to the relationship between or among us and our officers, directors, and shareholders, or otherwise governed by or involving the internal affairs doctrine. This exclusive forum provision does not apply to suits brought to enforce a duty or liability created by the Exchange Act or the Securities Act.

This exclusive forum provision may limit the ability of our shareholders to bring a claim in a judicial forum that such shareholders find favorable for disputes with us or our directors or officers, which may discourage such lawsuits against us and our directors and officers. Alternatively, if a court outside of Pennsylvania were to find this exclusive forum provision inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings described above, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, results of operations and financial condition.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

#### **ITEM 3. LEGAL PROCEEDINGS**

With the exception of those matters set forth in Note 17 to Consolidated Financial Statements included in Item 15 of this Report, no material legal proceedings are pending involving the Company, any of its subsidiaries, or any of their properties, and

no such proceedings are known to be contemplated by governmental authorities other than claims arising in the ordinary course of business.

**ITEM 4. MINE SAFETY DISCLOSURES**

None.

**EXECUTIVE OFFICERS**

Information regarding our executive officers is included in Part III of this Report and is incorporated in Part I by reference.

**PART II:****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES****Market Information and Dividend Policy**

Our Common Stock is traded on the New York Stock Exchange under the symbol "UGI." On November 12, 2021, we had 6,569 holders of record of Common Stock.

Payment of dividends is subject to declaration by the Board of Directors. Factors considered in determining dividends include our profitability and expected capital needs. Subject to these qualifications, we presently expect to continue to pay dividends on a quarterly basis.

**Equity Compensation Plan Information**

Information regarding the securities authorized for issuance under our equity compensation plans can be found under Part III of this Report.

**Issuer Purchases of Equity Securities**

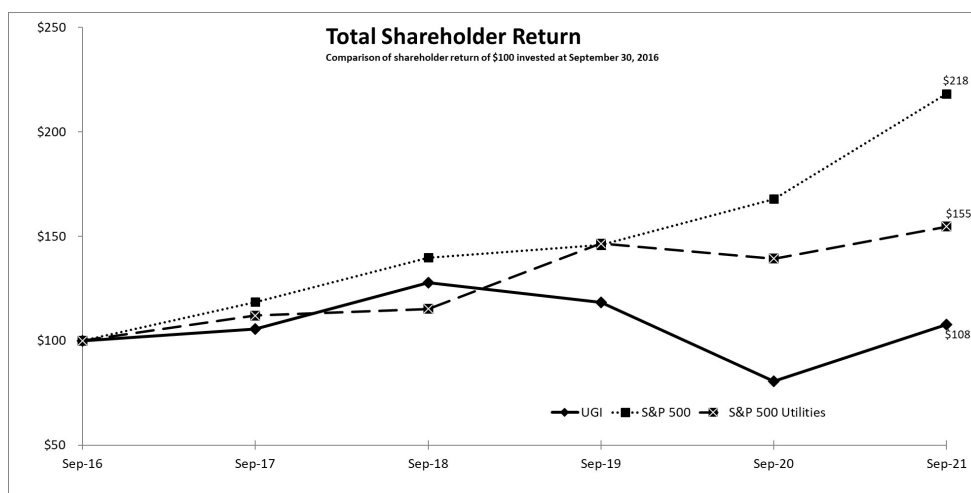
The Company did not repurchase any shares of its Common Stock during the quarter ended September 30, 2021. As of September 30, 2021, the Company had 5.85 million shares of Common Stock available for repurchase under an extension of a previous share repurchase program announced by the Company on January 25, 2018. The Board of Directors authorized the repurchase of up to 8 million shares of Common Stock over a four-year period expiring January 2022.

**Recent Sale of Unregistered Securities**

The Company did not sell any unregistered securities during Fiscal 2021.

**Performance Graph**

The following graph compares the cumulative total shareholder return (stock price appreciation and the reinvestment of dividends) on an investment of \$100 in UGI Common Stock, the S&P 500 Index, and the S&P 500 Utilities Index over the five years from September 30, 2016, through September 30, 2021.



## ITEM 6. SELECTED FINANCIAL DATA

Intentionally omitted.

## ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

MD&A discusses our results of operations for Fiscal 2021 and Fiscal 2020, and our financial condition. For discussion of our results of operations and cash flows for Fiscal 2020 compared with Fiscal 2019, refer to “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Fiscal 2020 Annual Report on Form 10-K, filed with the SEC on November 20, 2020. MD&A should be read in conjunction with Items 1 and 2, “Business and Properties,” Item 1A, “Risk Factors,” and the Consolidated Financial Statements in Item 8 below including “Segment Information” included in Note 23 to Consolidated Financial Statements.

Because most of our businesses sell or distribute energy products used in large part for heating purposes, our results are significantly influenced by temperatures in our service territories, particularly during the heating-season months of October through March. Accordingly, our results of operations, after adjusting for 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.

### Executive Overview

#### **Recent Developments**

##### ***Acquisition of Mountaineer Gas Company***

On September 1, 2021, UGI acquired Mountaineer, the largest natural gas distribution company in West Virginia for a purchase price of \$540 million, which includes the assumption of approximately \$140 million principal amounts of long-term debt. Mountaineer serves nearly 214,000 customers across 50 of the state’s 55 counties. Mountaineer is subject to regulation by the WVPSC. The Mountaineer Acquisition was funded with cash proceeds from the 2021 UGI Corporation Senior Credit Facility and the issuance of Equity Units and cash on hand. The Mountaineer business is included in the UGI Utilities segment as of the acquisition date. For additional information on the Mountaineer Acquisition and the associated financings, see Notes 5, 6 and 13 to the consolidated financial statements.

##### ***COVID-19 Pandemic***

In March 2020, the WHO declared a global pandemic attributable to the outbreak and continued spread of COVID-19 that has had a significant impact throughout the global economy. In connection with the mitigation and containment procedures recommended by the WHO, the CDC, and as imposed by federal, state, and local governmental authorities, including shelter-in-place orders, quarantines and similar restrictions, we implemented a variety of procedures to protect our employees, third-party business partners, and customers worldwide. Although our results continue to be impacted by COVID-19, we continue to provide essential products and services to our global customers in a safe and reliable manner and will continue to do so in compliance with mandated restrictions presented by each of the markets we serve. We continue to evaluate and react to the potential effects of a prolonged disruption and the continued impact on our results of operations. These items may include, but are not limited to: the financial condition of our customers; decreased availability and demand for our products and services; realization of accounts receivable; impairment considerations related to certain current assets, long-lived assets and goodwill; delays related to current and future projects; and the effects of government stimulus efforts including tax legislation (see “Interest Expense and Income Taxes” below and Note 7 to the consolidated financial statements) in response to COVID-19.

We cannot predict the duration or total magnitude of the pandemic and the total effects on our business, financial position, results of operations, liquidity or cash flows at this time, but we remain focused on managing our financial condition and liquidity throughout this global crisis.

#### **Strategic Initiatives**

##### ***Business Transformation Initiatives***

***Corporate Services.*** Beginning in Fiscal 2020, we initiated a transformation project focused on our support functions including: finance, procurement, human resources, and information technology. This initiative will standardize processes and

activities across our global platform, while leveraging the use of best practices and efficiencies between our businesses. While this initiative is being coordinated across multiple support functions, each area is at a different stage of transformation and will undergo the required changes over a two to three year period. In connection with these activities, we expect to incur approximately \$40 million of non-recurring costs during that time resulting in more than \$15 million of ongoing annualized savings by the end of Fiscal 2023.

**AmeriGas Propane:** At AmeriGas Propane, we began executing on business transformation initiatives during Fiscal 2019 focused on efficiency and effectiveness in the following key areas: customer digital experience; customer relationship management; operating process redesign and specialization; distribution and routing optimization; sales and marketing effectiveness; purchasing and general and administrative efficiencies; and supply and logistics. These transformation activities are substantially complete and are expected to provide total annual benefits of more than \$150 million by the end of Fiscal 2022. These benefits will allow us to continue to improve profitability and cash flow through operational efficiencies and expense reductions and enable increased investment into base business customer retention and growth initiatives, including the reduction of margins in select segments of our base business. The total cost of executing on these initiatives, including approximately \$110 million of related capital expenditures, will amount to approximately \$220 million.

**UGI International.** At our UGI International LPG business, we launched an initiative in Fiscal 2019 and embarked on a process of identifying operational synergies across all 17 countries in which we currently do business. The goal of this initiative (Project Alliance) was to focus attention on enhanced customer service and safe and efficient operations through the establishment of two centers of excellence. One center focuses on commercial excellence to identify and execute projects that improve the customer's experience. The second center focuses on operational excellence across our distribution network and our filling centers. These business activities are substantially complete and are expected to generate over €30 million of annual benefits by the end of Fiscal 2022. The total cumulative cost of executing these Project Alliance initiatives, including approximately €10 million related to IT capital expenditures, will amount to approximately €55 million.

#### **Non-GAAP Financial Measures**

UGI management uses "adjusted net income attributable to UGI Corporation" and "adjusted diluted earnings per share," both of which are non-GAAP financial measures, when evaluating UGI's overall performance. Management believes that these non-GAAP measures provide meaningful information to investors about UGI's performance because they eliminate gains and losses on commodity and certain foreign currency derivative instruments not associated with current-period transactions and other significant discrete items that can affect the comparison of period-over-period results.

UGI does not designate its commodity and certain foreign currency derivative instruments as hedges under GAAP. Volatility in net income attributable to UGI Corporation can occur as a result of gains and losses on such 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 and, to a much lesser extent, certain realized gains and losses on settled commodity derivative instruments that are not associated with current-period transactions. However, because these derivative instruments 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, we expect that such gains or losses will be largely offset by gains or losses on anticipated future energy commodity transactions or mitigate volatility in anticipated future earnings. 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.

The following tables reflect the adjustments referred to above and reconcile net income attributable to UGI Corporation, the most directly comparable GAAP measure, to adjusted net income attributable to UGI Corporation, and reconcile diluted earnings per share, the most comparable GAAP measure, to adjusted diluted earnings per share:



(Millions of dollars, except per share amounts)	Year Ended September 30,	
	2021	2020
<b>Adjusted net income attributable to UGI Corporation:</b>		
AmeriGas Propane	\$ 168	\$ 156
UGI International	221	173
Midstream & Marketing	107	92
UGI Utilities	144	136
Corporate & Other (a)	827	(25)
<b>Net income attributable to UGI Corporation</b>	<b>1,467</b>	<b>532</b>
Net gains on commodity derivative instruments not associated with current-period transactions (net of tax of \$389 and \$35, respectively)	(1,001)	(82)
Unrealized (gains) losses on foreign currency derivative instruments (net of tax of \$2 and \$(10), respectively)	(6)	26
Acquisition and integration expenses associated with the CMG Acquisition (net of tax of \$0 and \$(1), respectively)	—	1
Business transformation expenses (net of tax of \$(27) and \$(17), respectively)	74	45
Loss on disposals of Conemaugh and HVAC (net of tax of \$0 and \$(15), respectively)	—	39
Acquisition and integration expenses associated with the Mountaineer Acquisition (net of tax of \$(4) and \$0, respectively)	10	—
Impairment of customer relationship intangible (net of tax of \$(5) and \$0, respectively)	15	—
Impairment of investment in PennEast (net of tax of \$0 and \$0, respectively)	93	—
Impact of change in Italian tax law	(23)	—
Total adjustments (a) (b)	(838)	29
<b>Adjusted net income attributable to UGI Corporation</b>	<b>\$ 629</b>	<b>\$ 561</b>
<b>Adjusted diluted earnings per share:</b>		
AmeriGas Propane	\$ 0.79	\$ 0.74
UGI International	1.04	0.82
Midstream & Marketing	0.51	0.44
UGI Utilities	0.68	0.65
Corporate & Other (a)	3.90	(0.11)
<b>Earnings per share - diluted</b>	<b>6.92</b>	<b>2.54</b>
Net gains on commodity derivative instruments not associated with current-period transactions	(4.72)	(0.39)
Unrealized (gains) losses on foreign currency derivative instruments	(0.03)	0.12
Acquisition and integration expenses associated with the CMG Acquisition	—	0.01
Business transformation expenses	0.35	0.21
Loss on disposals of Conemaugh and HVAC	—	0.18
Acquisition and integration expenses associated with the Mountaineer Acquisition	0.04	—
Impairment of customer relationship intangible	0.07	—
Impairment of investment in PennEast	0.44	—
Impact of change in Italian tax law	(0.11)	—
Total adjustments (a)	(3.96)	0.13
<b>Adjusted diluted earnings per share</b>	<b>\$ 2.96</b>	<b>\$ 2.67</b>

- (a) Corporate & Other includes certain adjustments made to our reporting segments in arriving at net income attributable to UGI Corporation. These adjustments have been excluded from the segment results to align with the measure used by our CODM in assessing segment performance and allocating resources. See Note 23 to Consolidated Financial Statements for additional information related to these adjustments, as well as other items included within Corporate & Other.
- (b) Income taxes associated with pre-tax adjustments determined using statutory business unit tax rates.

## Fiscal 2021 Compared with Fiscal 2020

**Discussion.** Net income attributable to UGI Corporation was \$1,467 million for Fiscal 2021 (equal to \$6.92 per diluted share) compared to \$532 million for Fiscal 2020 (equal to \$2.54 per diluted share). Net income attributable to UGI Corporation in Fiscal 2021 reflects a \$951 million year-over-year increase in net unrealized gains on commodity derivative instruments and certain foreign currency derivative instruments. This increase is primarily attributable to the significant rise in commodity prices during Fiscal 2021, and has contributed to the accumulation of substantial derivative assets related to the Company's commodity derivative instruments at September 30, 2021. Fiscal 2021 net income attributable to UGI Corporation also reflects higher business transformation expenses, impairments of investments and long-lived assets, and acquisition and integration expenses compared to the prior year, as well as a \$23 million tax benefit related to an election made in connection with a tax law change in Italy. Fiscal 2020 net income attributable to UGI Corporation includes a \$39 million loss on assets that were disposed of in September 2020.

Adjusted net income attributable to UGI Corporation for Fiscal 2021 was \$629 million (equal to \$2.96 per diluted share) compared to adjusted net income attributable to UGI Corporation for Fiscal 2020 of \$561 million (equal to \$2.67 per diluted share). The increase in adjusted net income attributable to UGI Corporation during Fiscal 2021 reflects higher earnings contributions from each of our four business segments including improved margin at UGI International which benefited from colder weather compared to the prior year and the translation effects of stronger foreign currencies. Higher average LPG unit margins including the continued effects of margin management efforts, the increase in base rates at UGI Utilities, Inc. in Fiscal 2021, and the effects of acquisitions and assets placed into service since the fourth quarter of Fiscal 2020 also contributed to the improvement. These positive impacts were partially offset by higher depreciation and amortization expense and a lower benefit under the CARES Act compared to the prior year.

AmeriGas Propane's adjusted net income attributable to UGI Corporation increased \$12 million during Fiscal 2021. This increase principally reflects lower operating and administrative expenses, including partial benefits related to the execution of transformation initiatives, higher other income attributable to customer fees and gains on the early settlement of certain commodity derivative instruments during Fiscal 2021, and lower interest and depreciation and amortization expense compared to the prior year. These positive factors were partially offset by lower retail propane margin primarily attributable to lower volumes.

UGI International's adjusted net income attributable to UGI Corporation increased \$48 million during Fiscal 2021 principally reflecting increased LPG volumes which benefited from colder weather compared to Fiscal 2020, higher average LPG unit margins including effective margin management efforts, and the translation effects of stronger foreign currencies. These positive factors were partially offset by higher operating and administrative expenses reflecting increased maintenance and distribution costs attributable to the stronger LPG volumes compared to Fiscal 2020, as well as the previously mentioned effects of stronger foreign currencies.

Midstream & Marketing adjusted net income in Fiscal 2021 was \$15 million higher than the prior year. This increase principally reflects incremental margin from capacity management and renewable energy marketing activities, and lower operating and administrative expenses largely related to the impact of divested assets.

UGI Utilities Fiscal 2021 adjusted net income increased \$8 million compared to the prior year. This increase reflects higher natural gas margin largely attributable to the increase in base rates that went into effect in Fiscal 2021 and higher margin from large delivery service customers, and an increase in Electric Utility margin resulting from higher volumes compared to the prior year. These improvements were partially offset by higher operating and administrative expenses attributable to the effects of the Mountaineer Acquisition and increased depreciation expense related to continued capital expenditure activity.

AmeriGas Propane	2021		2020		Increase (Decrease)	
(Dollars in millions)						
Revenues	\$	2,614	\$	2,381	\$	233 10 %
Total margin (a)	\$	1,397	\$	1,421	\$	(24) (2)%
Operating and administrative expenses	\$	869	\$	890	\$	(21) (2)%
Operating income / earnings before interest expense and income taxes	\$	385	\$	373	\$	12 3 %
Retail gallons sold (millions)		968		987		(19) (2)%
Degree days – % warmer than normal (b)		(2.8)%		(0.7)%		— —

(a) Total margin represents revenues less cost of sales.

(b) Beginning in Fiscal 2021, deviation from average heating degree days is determined on a rolling 10-year period utilizing volume-weighted weather data based on weather statistics provided by NOAA for 344 regions in the United States, excluding Alaska and Hawaii. Prior-period amounts have been restated to conform to the current-period presentation.

Average temperatures during Fiscal 2021 were 2.8% warmer than normal and 2.2% warmer than the prior year. Total retail gallons sold decreased during Fiscal 2021 principally reflecting structural conservation and other residual volume loss and the greater impact of COVID-19 on commercial volumes compared to Fiscal 2020. These decreases were partially offset by higher resale and motor fuel volumes during Fiscal 2021.

Total revenues increased \$233 million during Fiscal 2021 largely reflecting higher average propane selling prices (\$255 million) and increased wholesale volumes (\$26 million) partially offset by the lower retail propane volumes (\$39 million) compared to Fiscal 2020. Average daily wholesale propane commodity prices during Fiscal 2021 at Mont Belvieu, Texas, one of the major supply points in the U.S., were approximately 97% higher than such prices during Fiscal 2020. Total cost of sales increased \$257 million during Fiscal 2021 largely attributable to the higher average propane product costs (\$245 million) and higher wholesale propane volumes (\$24 million), partially offset by the lower retail propane volumes (\$16 million).

AmeriGas Propane total margin decreased \$24 million in Fiscal 2021 largely attributable to the lower retail propane volumes (\$24 million) and decreased non-propane margin (\$13 million) principally reflecting lower fees and services partially offset by increased cylinder sales. These decreases were partially offset by higher average propane margin (\$10 million) resulting from the rising propane cost environment and effective margin management efforts.

Operating income and earnings before interest expense and income taxes increased \$12 million during Fiscal 2021 reflecting lower operating and administrative expenses (\$21 million) compared to Fiscal 2020, higher other income (\$10 million) attributable to customer fees and gains on the early settlement of certain commodity derivative instruments during Fiscal 2021, and lower depreciation and amortization expense (\$5 million). These positive impacts were largely offset by the previously mentioned decrease in total margin (\$24 million). The decrease in operating and administrative expenses in Fiscal 2021 reflects, among other things, lower employee compensation and benefits-related costs (\$26 million), decreased equipment operating and maintenance expenses (\$7 million), and lower general insurance costs (\$4 million) compared to Fiscal 2020. These decreases were partially offset by increased advertising expenses (\$7 million) and higher vehicle lease expense (\$4 million) compared to Fiscal 2020. The lower operating and administrative expenses reflect the partial benefits related to the previously mentioned ongoing business transformation initiatives.

UGI International	2021		2020		Increase	
(Dollars in millions)						
Revenues	\$	2,651	\$	2,127	\$	524 25 %
Total margin (a)	\$	1,053	\$	908	\$	145 16 %
Operating and administrative expenses	\$	622	\$	545	\$	77 14 %
Operating income	\$	314	\$	241	\$	73 30 %
Earnings before interest expense and income taxes	\$	317	\$	259	\$	58 22 %
LPG retail gallons sold (millions)		792		757		35 5 %
Degree days - % colder (warmer) than normal (b)		0.4 %		(12.7)%		— —

- (a) Total margin represents total revenues less total cost of sales and in Fiscal 2020, LPG cylinder filling costs of \$28 million. For financial statement purposes, LPG cylinder filling costs in Fiscal 2020 are included in “Operating and administrative expenses” on the 2020 Consolidated Statement of Income (but are excluded from operating and administrative expenses presented above). LPG cylinder filling costs are included in “Cost of sales” on the 2021 Consolidated Statement of Income.
- (b) Beginning in Fiscal 2021, 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. Prior-period amounts have been restated to conform to the current-period presentation.

Average temperatures during Fiscal 2021 were slightly colder than normal and 14.1% colder than Fiscal 2020. Total LPG retail gallons sold during Fiscal 2021 increased 5% compared to Fiscal 2020 largely attributable to higher bulk volumes reflecting the effects of the colder weather on heating-related bulk sales. These volume improvements also reflect small acquisitions in Switzerland and Finland and the recovery of certain volume decreases attributable to COVID-19 during Fiscal 2021, and were partially offset by the termination of a high-volume, low-margin autogas contract in Italy during Fiscal 2020. Average wholesale prices for propane and butane during Fiscal 2021 in northwest Europe were approximately 52% and 33% higher, respectively, compared to Fiscal 2020.

UGI International base-currency results are translated into U.S. dollars based upon exchange rates experienced during the reporting periods. The functional currency of a significant portion of our UGI International results is the euro and, to a much lesser extent, the British pound sterling. During Fiscal 2021 and Fiscal 2020, the average unweighted euro-to-dollar translation rates were approximately \$1.20 and \$1.12, respectively, and the average unweighted British pound sterling-to-dollar translation rates were approximately \$1.37 and \$1.28, respectively. Fluctuations in these foreign currency exchange rates can have a significant impact on the individual financial statement components discussed below. The net effect of changes in foreign currency exchange rates on UGI International’s earnings before interest expense and income taxes resulted in a net benefit of \$26 million in Fiscal 2021. However, the impact of these changes is mitigated by the effects of forward foreign currency exchange contracts entered into over a multi-year period intended to substantially offset this volatility. These forward foreign currency exchange contracts resulted in realized net gains of \$1 million and \$15 million, respectively, in Fiscal 2021 and Fiscal 2020.

UGI International revenues and cost of sales increased \$524 million and \$379 million, respectively, during Fiscal 2021. The increase in revenues and cost of sales principally reflects the translation effects of stronger foreign currencies (approximately \$174 million and \$102 million, respectively), the effects of higher average butane and propane selling prices and product costs compared to Fiscal 2020, and the previously mentioned increase in bulk volumes. Energy marketing activities also contributed to the increased revenues and cost of sales during Fiscal 2021 largely related to higher natural gas volumes and prices.

UGI International total margin increased \$145 million during Fiscal 2021 reflecting the translation effects of stronger foreign currencies (approximately \$72 million), the previously mentioned increase in total LPG volumes, lower costs associated with energy conservation certificates, and higher average LPG unit margins including the continued effects of margin management efforts. These margin improvements include the impact of LPG assets acquired in Fiscal 2021 and higher margin from energy marketing activities principally reflecting increased natural gas volumes.

UGI International operating income and earnings before interest expense and income taxes increased \$73 million and \$58 million, respectively, during Fiscal 2021. The increase in operating income principally reflects the increase in total margin partially offset by higher operating and administrative expenses (\$77 million) which was largely attributable to the effects of stronger foreign currencies (\$38 million) compared to Fiscal 2020. The increase in operating and administrative expenses also reflects higher maintenance, distribution and employee compensation costs attributable to the increased volumes. The increase in earnings before interest expense and income taxes in Fiscal 2021 largely reflects the increase in operating income partially

offset by 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 (\$14 million).

<b>Midstream &amp; Marketing</b>	2021		2020		Increase (Decrease)	
(Dollars in millions)						
Revenues	\$	1,406	\$	1,247	\$	159
Total margin (a)	\$	373	\$	355	\$	18
Operating and administrative expenses	\$	129	\$	140	\$	(11)
Operating income	\$	160	\$	140	\$	20
Earnings before interest expense and income taxes	\$	190	\$	168	\$	22

(a) Total margin represents total revenues less total cost of sales.

Average temperatures across Midstream & Marketing's energy marketing territory during Fiscal 2021 were 6.9% warmer than normal and 2.6% warmer than the prior year. Midstream & Marketing's prior year results include contributions from operating activities attributable to its HVAC business and ownership interest in Conemaugh, both of which were sold in September 2020. Losses associated with the disposal of these assets are reflected in "Corporate & Other" (see "Non-GAAP Financial Measures" above).

Midstream & Marketing's revenues increased \$159 million compared to the prior year principally reflecting increased revenues from natural gas (\$144 million) and renewable energy (\$27 million) marketing activities and higher capacity management revenues (\$24 million) which were impacted by the timing of certain mark-to-market contract settlements. Higher revenues associated with electricity marketing (\$8 million) and natural gas gathering activities (\$6 million) also contributed to the increase. These factors were partially offset by the absence of revenues attributable to its former HVAC business and ownership interest in Conemaugh (\$59 million). Midstream & Marketing cost of sales was \$1,033 million in Fiscal 2021 compared to \$892 million in Fiscal 2020. The \$141 million increase principally reflects higher cost of sales related to natural gas (\$138 million), renewable energy (\$20 million), and electricity (\$7 million) marketing activities, partially offset by the absence of costs attributable to HVAC and Conemaugh (\$30 million). The increases in both natural gas revenues and cost of sales during Fiscal 2021 are largely attributable to higher average natural gas prices compared to the prior year partially offset by lower volumes attributable to weather that was warmer than the prior year.

Midstream & Marketing total margin increased \$18 million in Fiscal 2021 reflecting improved capacity management margin (\$24 million), higher margin from renewable energy (\$7 million) and natural gas (\$5 million) marketing activities, and higher margin from natural gas gathering activities (\$6 million). These margin improvements include the impact of acquisitions and new assets placed into service since the fourth quarter of Fiscal 2020, and were partially offset by the absence of margins attributable to HVAC and Conemaugh (\$29 million).

Midstream & Marketing operating income and earnings before interest expense and income taxes during Fiscal 2021 increased \$20 million and \$22 million, respectively, compared to the prior year. The increase in operating income principally reflects the increase in total margin and lower operating and administrative expenses compared to the prior year, partially offset by an adjustment to the contingent consideration related to the GHI acquisition (\$9 million). The decrease in operating and administrative expenses was largely related to the absence of the previously mentioned divested assets partially offset by an increase in employee and benefits-related costs and increases related to new assets placed into service. The increase in earnings before interest expense and income taxes reflects the improvement in operating income and incremental equity method earnings related to the investment in Pine Run.

UGI Utilities	2021		2020		Increase		
(Dollars in millions)							
Revenues	\$	1,079	\$	1,030	\$	49	5 %
Total margin (a)	\$	616	\$	577	\$	39	7 %
Operating and administrative expenses (a)	\$	254	\$	239	\$	15	6 %
Operating income	\$	241	\$	229	\$	12	5 %
Earnings before interest expense and income taxes	\$	242	\$	229	\$	13	6 %
Natural gas system throughput – bcf							
Core market		77		75		2	3 %
Total		311		310		1	— %
Electric Utility distribution sales - gwh		998		978		20	2 %
Natural gas degree days – % warmer than normal (b)		(7.9)%		(6.9)%		—	—

- (a) Total margin represents total revenues less total cost of sales and revenue-related taxes (i.e. Electric Utility gross receipts taxes) of \$5 million in both Fiscal 2021 and Fiscal 2020. For financial statement purposes, revenue-related taxes are included in “Operating and administrative expenses” on the Consolidated Statements of Income (but are excluded from operating expenses presented above).
- (b) Beginning in Fiscal 2021, deviation from average heating degree days is determined on a rolling 10-year period utilizing volume-weighted weather data based on weather statistics provided by NOAA for airports located within UGI Utilities natural gas service territory. Prior-period amounts have been restated to conform to the current-period presentation.

Temperatures in UGI Utilities’ natural gas service territory during Fiscal 2021 were 7.9% warmer than normal and slightly warmer than the prior year. UGI Utilities’ core market volumes increased (2 bcf) during Fiscal 2021 reflecting the effects of continued growth in the number of core market customers and the recovery of certain volume decreases attributable to COVID-19 during Fiscal 2021, partially offset by the warmer weather compared to the prior year. Total natural gas distribution system throughput increased slightly during Fiscal 2021 primarily attributable to the impact of the Mountaineer Acquisition and the increase in core market volumes, partially offset by lower large delivery service volumes. Electric Utility distribution sales volumes increased during Fiscal 2021 primarily attributable to customer growth.

UGI Utilities revenues increased \$49 million in Fiscal 2021 reflecting a \$42 million increase in natural gas revenues and a \$7 million increase in Electric Utility revenues. The increase in natural gas revenues principally reflects the increase in base rates that went into effect as part of a phased approach on January 1, 2021 and July 1, 2021, higher revenues from off system sales, and incremental revenues attributable to the Mountaineer acquisition (\$9 million) in September 2021. These factors were partially offset by lower PGC rates compared to the prior year. The increase in Electric Utility revenues during Fiscal 2021 is largely attributable to the increased distribution sales volumes and higher DS rates compared to the prior year.

UGI Utilities cost of sales was \$458 million in Fiscal 2021 compared with \$448 million in Fiscal 2020 reflecting higher natural gas (\$8 million) and Electric Utility (\$2 million) cost of sales compared to the prior year. Higher natural gas cost of sales associated with off system sales and incremental cost of sales related to Mountaineer were partially offset by lower PGC rates compared to the prior year. Electric Utility cost of sales increased during Fiscal 2021 reflecting the increased volumes and DS rates compared to the prior year.

UGI Utilities total margin increased \$39 million during Fiscal 2021 reflecting higher natural gas margin (\$34 million) and Electric Utility margin (\$5 million). The increase in natural gas margin reflects higher margin from core market customers (\$18 million) largely attributable to the previously mentioned increase in base rates, incremental margin attributable to Mountaineer (\$6 million), and higher margin from large delivery service customers. The increased natural gas margin also benefited from the implementation of a DSIC effective April 1, 2021 and higher customer account fees compared to the prior year. The increase in Electric Utility margin is largely attributable to the increase in distribution sales volumes compared to the prior year.

UGI Utilities operating income and earnings before interest expense and income taxes during Fiscal 2021 increased \$12 million and \$13 million, respectively, compared to the prior year. These increases largely reflect the previously mentioned increase in total margin, partially offset by higher operating and administrative expenses (\$15 million) and depreciation expense (\$14 million) compared to the prior year. The increase in operating and administrative expenses reflects incremental activities related to Mountaineer (\$7 million) as well as higher contracted labor expenses and employee costs. The higher depreciation expense compared to the prior year includes the effects of continued distribution system and IT capital expenditure activity and incremental depreciation attributable to Mountaineer.

***Interest Expense and Income Taxes***

Our consolidated interest expense during Fiscal 2021 was \$310 million compared to \$322 million during the prior year. The \$12 million decrease in interest expense principally reflects lower average short-term borrowings outstanding compared to the prior year, partially offset by incremental interest on the UGI Utilities, Inc.'s senior notes issued during the year.

Our effective income tax rate increased between Fiscal 2021 and Fiscal 2020 due primarily to an increase in the concentration of foreign earnings largely attributable to gains on commodity derivatives reflecting foreign statutory tax rates that exceed the U.S. statutory rate and a lower NOL benefit under the CARES Act compared to the prior year. These items were partially offset by an election made in the current year available under a tax law change in Italy which allowed the Company to step up its tax basis on certain assets in exchange for paying a three percent substitute tax in connection with such election. This election resulted in a \$23 million net benefit in the current period resulting in incremental tax basis that will be deductible in future periods. For additional information on our income taxes, including tax law changes, see Note 7 to Consolidated Financial Statements.

**Financial Condition and Liquidity**

The Company expects to have sufficient liquidity including cash on hand and available borrowing capacity to continue to support long-term commitments and ongoing operations despite uncertainties associated with the outbreak and continued impact of COVID-19. Our total available liquidity balance, comprising cash and cash equivalents and available borrowing capacity on our revolving credit facilities, totaled approximately \$2.2 billion and \$1.5 billion at September 30, 2021 and 2020, respectively. Our total available liquidity at September 30, 2021 includes \$468 million of cash collateral received from derivative counterparties resulting from the impact of rising commodity prices and an accumulation of derivative assets associated with our commodity derivative instruments. The Company does not have any near-term senior note or term loan maturities. While the Company's operations and financial performance continue to be impacted by COVID-19, it is a rapidly evolving situation and the Company cannot predict the ultimate impact that COVID-19 will have on its liquidity, debt covenants, financial condition or the timing of capital expenditures. UGI and its subsidiaries were in compliance with all debt covenants as of September 30, 2021.

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 are generally satisfied with borrowings under credit facilities and, in the case of Midstream & Marketing, also from a Receivables Facility. Long-term cash requirements are generally met through the issuance of long-term debt or equity securities. We believe that each of our business units has sufficient liquidity in the forms of cash and cash equivalents on hand; cash expected to be generated from operations; credit facility and Receivables Facility borrowing capacity; and the ability to obtain long-term financing to meet anticipated contractual and projected cash commitments. Issuances of debt and equity securities in the capital markets and additional credit facilities may not, however, be available to us on acceptable terms.

The primary sources of UGI's cash and cash equivalents are the dividends and other cash payments made to UGI or its corporate subsidiaries by its principal business units. Our cash and cash equivalents totaled \$855 million at September 30, 2021, compared with \$336 million at September 30, 2020. Our cash and cash equivalents at September 30, 2021 includes the previously mentioned \$468 million of cash collateral deposits received from our derivative instrument counterparties. This is attributable to significant mark-to-market gains on our commodity derivative instruments resulting from the steep rise in commodity prices during Fiscal 2021. This cash could be returned to such counterparties as commodity prices and their impact to our commodity derivative instruments stabilizes or reverses. Excluding these collateral deposits received and cash and cash equivalents that reside at UGI's operating subsidiaries, at September 30, 2021 and 2020, our cash and cash equivalents totaled \$172 million and \$112 million, respectively. Such cash is available to pay dividends on UGI Common Stock and for investment purposes.

During Fiscal 2021 and Fiscal 2020, our principal business units paid cash dividends and made other cash payments to UGI and its subsidiaries as follows:

(Millions of dollars)	2021		2020	
AmeriGas Propane	\$	135	\$	108
UGI International (a)		212		250
Midstream & Marketing		25		50
UGI Utilities		35		50
Total	\$	407	\$	458

(a) Represents cash payments to UGI International's U.S. holding company subsidiary. Cash dividends in Fiscal 2020 were used, in part, to pay down all outstanding revolving credit facility borrowings on the UGI International Credit Facilities Agreement in September 2020.

## Common and Preferred Stock

### Issuance of Equity Units

On May 25, 2021, the Company issued 2.2 million Equity Units with a total notional value of \$220 million. Each Equity Unit has a stated amount of \$100 and consists of (1) a 10% undivided beneficial ownership interest in one share of Convertible Preferred Stock with a liquidation preference of \$1,000 per share and (2) a 2024 Purchase Contract. The Company received approximately \$213 million in proceeds from the issuance of the Equity Units, net of offering expenses and underwriting costs and commissions, and issued 220,000 shares of Convertible Preferred Stock, recording \$213 million in "Preferred stock" on the accompanying Consolidated Balance Sheet. The proceeds were used to pay a portion of the purchase price for the Mountaineer Acquisition and related fees and expenses, and for general corporate purposes. For additional information on the Mountaineer Acquisition and the issuance of Equity Units, see Notes 5 and 13 to the Consolidated Financial Statements.

### Dividends

Quarterly dividends per share of UGI Common Stock paid during Fiscal 2021 and Fiscal 2020 were as follows:

	2021		2020	
1 <sup>st</sup> Quarter	\$	0.330	\$	0.325
2 <sup>nd</sup> Quarter		0.330		0.325
3 <sup>rd</sup> Quarter		0.345		0.330
4 <sup>th</sup> Quarter		0.345		0.330
Total	\$	1.350	\$	1.310

On November 18, 2021, UGI's Board of Directors declared a cash dividend equal to \$0.345 per common share. The dividend will be payable on January 1, 2022, to shareholders of record on December 15, 2021.

### Repurchases of Common Stock

During Fiscal 2020, the Company repurchased 1 million shares at a total purchase price of \$38 million. There were no such repurchases during Fiscal 2021. For additional information on the authorization of these repurchases, see Note 13 to the Consolidated Financial Statements.



## Long-term Debt and Credit Facilities

The Company's debt outstanding at September 30, 2021 and 2020, comprises the following:

(Millions of dollars)	2021					2020	
	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corp. & Other	Total	Total
Short-term borrowings	\$ 170	\$ —	\$ —	\$ 197	\$ —	\$ 367	\$ 347
Long-term debt (including current maturities):							
Senior notes	\$ 2,575	\$ 405	\$ —	\$ 1,290	\$ —	\$ 4,270	\$ 3,960
Term loans	—	347	684	142	765	1,938	1,741
Other long-term debt	1	23	42	25	192	283	380
Unamortized debt issuance costs	(16)	(5)	(10)	(6)	(5)	(42)	(47)
Total long-term debt	\$ 2,560	\$ 770	\$ 716	\$ 1,451	\$ 952	\$ 6,449	\$ 6,034
Total debt	\$ 2,730	\$ 770	\$ 716	\$ 1,648	\$ 952	\$ 6,816	\$ 6,381

## Significant Financing Activities

**Mountaineer.** As further described in Note 5 to the consolidated financial statements, UGI acquired Mountaineer on September 1, 2021. Mountaineer has a credit facility agreement which provides for borrowings up to \$100 million, with an option to increase the maximum borrowing capacity to \$200 million. The credit facility agreement is scheduled to expire in November 2024, with the option to extend the maturity for up to two additional one-year periods. Borrowings under this credit facility agreement bear interest at (1) a prime rate plus a margin or (2) an adjusted LIBOR plus a margin. Such margin is dependent upon Mountaineer's unsecured debt rating.

Mountaineer also has several unsecured senior notes and principal amounts are due in full at maturity. Interest is payable on a semiannual basis in June and December for each of these senior notes. See Note 6 to the Consolidated Financial Statements for further information on these senior notes.

**UGI Utilities, Inc.'s Senior Notes.** On May 7, 2021, UGI Utilities, Inc. entered into a Note Purchase Agreement with a consortium of lenders. Pursuant to the Note Purchase Agreement, UGI Utilities, Inc. issued \$100 million aggregate principal amount of 1.59% Senior Notes due June 15, 2026 and \$75 million aggregate principal amount of 1.64% Senior Notes due September 15, 2026 in June and September 2021, respectively. The net proceeds from these issuances were used to reduce short-term borrowings and for general corporate purposes.

**2021 UGI Corporation Senior Credit Facility.** On May 4, 2021, UGI amended the existing UGI Corporation Senior Credit Facility. The 2021 UGI Corporation Senior Credit Facility (1) extends the maturity date of the previous three-year \$300 million term loan included in the existing UGI Corporation Senior Credit Facility, which is now due in May 2025; and (2) includes a new four-year \$215 million term loan commitment. Proceeds from new term loan borrowings under the 2021 UGI Corporation Senior Credit Facility were used to finance a portion of the Mountaineer Acquisition and for general corporate purposes.

Borrowings on the new term loan under the 2021 UGI Corporation Senior Credit Facility bear interest subject to our election, at either (1) the associated prime rate plus a margin or (2) an adjusted LIBOR or an alternate benchmark rate plus a margin and are due in their entirety at the maturity date. The applicable margin on the new borrowings, which is dependent upon a ratio of consolidated net indebtedness to consolidated EBITDA, as defined, or UGI's credit ratings, ranges from 0.125% to 1.50% if the prime rate option is elected and 1.125% to 2.50% if the LIBOR option is elected.

## Credit Facilities

Information about the Company's principal credit agreements (excluding Energy Services' Receivables Facility, which is discussed below) as of September 30, 2021 and 2020, is presented in the tables below.

(Currency in millions)	Expiration Date	Total Capacity	Borrowings Outstanding	Letters of Credit and Guarantees Outstanding	Available Borrowing Capacity	Weighted Average Interest Rate - End of Year
<b>September 30, 2021</b>						
AmeriGas OLP	December 2022	\$ 600	\$ 170	\$ 60	\$ 370	2.58 %
UGI International, LLC (a)	October 2023	€ 300	€ —	€ —	€ 300	N.A.
Energy Services	March 2025	\$ 260	\$ —	\$ —	\$ 260	N.A.
UGI Utilities, Inc.	June 2024	\$ 350	\$ 130	\$ —	\$ 220	1.35 %
Mountaineer	November 2024	\$ 100	\$ 67	\$ —	\$ 33	N.M.
UGI Corporation (b)	August 2024	\$ 300	\$ 185	\$ —	\$ 115	3.27 %
<b>September 30, 2020</b>						
AmeriGas OLP	December 2022	\$ 600	\$ 186	\$ 62	\$ 352	2.61 %
UGI International, LLC (a)	October 2023	€ 300	€ —	€ —	€ 300	N.A.
Energy Services	March 2025	\$ 260	\$ —	\$ —	\$ 260	N.A.
UGI Utilities, Inc.	June 2024	\$ 350	\$ 141	\$ —	\$ 209	1.12 %
UGI Corporation (b)	August 2024	\$ 300	\$ 300	\$ —	\$ —	2.41 %

(a) The UGI International Credit Facilities Agreement permits UGI International, LLC to borrow in euros or dollars.

(b) Borrowings outstanding have been classified as "Long-term debt" on the Consolidated Balance Sheets. In October 2021 and 2020, the Company repaid \$70 million and \$30 million, respectively, of such borrowings and classified these repayments as "Current maturities of long-term debt" on the Consolidated Balance Sheets.

N.A. - Not applicable

N.M. - Not meaningful

The average daily and peak short-term borrowings under the Company's principal credit agreements during Fiscal 2021 and Fiscal 2020 are as follows:

(Currency in millions)	2021		2020	
	Average	Peak	Average	Peak
AmeriGas OLP	\$ 168	\$ 293	\$ 245	\$ 359
UGI International, LLC	€ —	€ —	€ 158	€ 179
Energy Services	\$ 3	\$ 32	\$ 18	\$ 77
UGI Utilities, Inc.	\$ 186	\$ 279	\$ 180	\$ 324
Mountaineer	\$ 58	\$ 67	\$ —	\$ —
UGI Corporation	\$ 191	\$ 300	\$ 285	\$ 300

**Receivables Facility.** Energy Services also has a Receivables Facility with an issuer of receivables-backed commercial paper. On October 22, 2021, the expiration date of the Receivables Facility was extended to October 21, 2022. The Receivables Facility provides Energy Services with the ability to borrow up to \$150 million of eligible receivables during the period November through April, and up to \$75 million of eligible receivables during the period May through October. Energy Services uses the Receivables Facility to fund working capital, margin calls under commodity futures contracts, capital expenditures, dividends and for general corporate purposes.

At September 30, 2021, the outstanding balance of trade receivables was \$61 million, none of which was sold to the bank. At September 30, 2020, the outstanding balance of trade receivables was \$50 million of which \$19 million was sold to the bank. Amounts sold to the bank are reflected as "Short-term borrowings" on the Consolidated Balance Sheet. During Fiscal 2021 and Fiscal 2020, peak sales of receivables were \$87 million and \$97 million, respectively. During Fiscal 2021 and Fiscal 2020, average daily amounts sold were \$21 million and \$45 million, respectively.

For further information on the Company's long-term debt and credit facilities, see Note 6 to Consolidated Financial Statements.

## 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 natural gas, LPG, electricity and other energy products and services consumed during the peak heating season months. Conversely, 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.

### Operating Activities:

Year-to-year variations in our cash flows from operating activities can be significantly affected by changes in operating working capital especially during periods with significant changes in energy commodity prices. Cash flows from operating activities in Fiscal 2021 and Fiscal 2020 were \$1,481 million and \$1,102 million, respectively. Cash flows from operating activities before changes in operating working capital were \$1,200 million in Fiscal 2021 and \$1,176 million in Fiscal 2020. Changes in operating working capital provided (used) operating cash flow of \$281 million in Fiscal 2021 and \$(74) million in Fiscal 2020. Changes in operating working capital during Fiscal 2021 reflect cash generated from changes in accounts payable and higher cash received for commodity derivative instrument collateral deposits in the Fiscal 2021 as compared to Fiscal 2020, as well as cash generated from changes in income taxes receivable and other current liabilities. These changes were partially offset by an increase in cash required to fund changes in accounts receivable and inventories due to rising commodity prices during Fiscal 2021, net refunds of deferred fuel and power costs compared to net recoveries during the Fiscal 2020 as well as an increase in cash required to fund changes in other current assets.

### Investing Activities:

Investing activity cash flow is principally affected by cash expenditures for property, plant and equipment; cash paid for acquisitions of businesses and assets; investments in equity method investees; and cash proceeds from sales and retirements of property, plant and equipment. Cash expenditures for property, plant and equipment totaled \$690 million in Fiscal 2021 and \$655 million in Fiscal 2020. Cash payments for property, plant and equipment were higher in Fiscal 2021 compared with Fiscal 2020 reflecting, in part, the return of normal capital spending in the absence of curtailments experienced at the onset of the COVID-19 pandemic in Fiscal 2020. Cash used for acquisitions of businesses and assets in Fiscal 2021 reflects UGI's acquisition of Mountaineer. Cash used for investments in equity method investees in Fiscal 2021 includes contributions to Pine Run of \$56 million to fund the acquisition of Pine Run Midstream, LLC.

### Financing Activities:

Changes in cash flow from financing activities are primarily due to issuances and repayments of long-term debt; short-term borrowings; dividends on UGI Common Stock; and issuances or repurchases of equity instruments.

Cash flow provided by financing activities was \$166 million in Fiscal 2021 compared to cash used to fund financing activities of \$635 million in Fiscal 2020. During Fiscal 2021, the Company received \$213 million in net cash proceeds from the issuance of Equity Units and \$215 million from the issuance of a new variable rate term loan due in May 2025. These funds were used partially to fund the Mountaineer Acquisition. Also during Fiscal 2021 and Fiscal 2020, UGI Utilities, Inc. issued \$175 million of senior notes and \$150 million of senior notes, respectively. In Fiscal 2021 and Fiscal 2020, the Company had net repayments on credit facilities and the Receivables Facility of \$35 million and \$449 million, respectively. Cash used to fund changes in financing activities in Fiscal 2020 includes \$38 million of cash paid to repurchase UGI Common Stock.

## Capital Expenditures

In the following table, we present capital expenditures (which exclude acquisitions of businesses and assets) for Fiscal 2021 and Fiscal 2020. We also provide amounts we expect to spend in Fiscal 2022. We expect to finance a substantial portion of our Fiscal 2022 capital expenditures from cash generated by operations and cash on hand.

(Millions of dollars)	2022 (estimate)	2021	2020
AmeriGas Propane	\$ 160	\$ 130	\$ 135
UGI International	140	107	89
Midstream & Marketing	130	43	93
UGI Utilities	545	394	348
Corporate & Other	15	—	—
Total	<u>\$ 990</u>	<u>\$ 674</u>	<u>\$ 665</u>

Capital expenditures at Midstream & Marketing declined during Fiscal 2021 primarily due to the use of funds to invest in Pine Run. Increased levels of capital expenditures estimated in Fiscal 2022 reflect natural gas infrastructure expansion and investments in renewable energy projects at Midstream & Marketing; replacement and betterment projects at UGI Utilities, Inc.; and the addition of Mountaineer's capital expenditure programs.

## Contractual Cash Obligations and Commitments

The Company has contractual cash obligations that extend beyond Fiscal 2021. The following table presents contractual cash obligations with non-affiliates under agreements existing as of September 30, 2021:

(Millions of dollars)	Payments Due by Period				
	Total	Fiscal 2022	Fiscal 2023 - 2024	Fiscal 2025 - 2026	Thereafter
Long-term debt (a)	\$ 6,491	\$ 110	\$ 1,505	\$ 3,233	\$ 1,643
Interest on long-term fixed-rate debt (a)(b)(c)	1,962	285	534	351	792
Operating leases	446	92	152	99	103
AmeriGas Propane supply contracts	17	17	—	—	—
UGI International supply contracts	254	254	—	—	—
Midstream & Marketing supply contracts	1,202	466	252	103	381
UGI Utilities construction, supply, storage and transportation contracts	324	128	129	44	23
Derivative instruments (d)	68	44	23	1	—
Total	<u>\$ 10,764</u>	<u>\$ 1,396</u>	<u>\$ 2,595</u>	<u>\$ 3,831</u>	<u>\$ 2,942</u>

(a) Based upon stated maturity dates for debt outstanding at September 30, 2021.

(b) Based upon stated interest rates adjusted for the effects of interest rate swaps.

(c) Calculated using applicable interest rates or forward interest rate curves, and UGI's and its subsidiaries' leverage ratios, as of September 30, 2021.

(d) Represents the sum of amounts due if derivative instrument liabilities were settled at the September 30, 2021 amounts reflected in the Consolidated Balance Sheet (but excluding amounts associated with interest rate contracts).

"Other noncurrent liabilities" included in our Consolidated Balance Sheet at September 30, 2021, principally comprise operating lease liabilities (see Note 16 to Consolidated Financial Statements); regulatory liabilities (see Note 9 to Consolidated Financial Statements); refundable tank and cylinder deposits (as further described in Note 2 to Consolidated Financial Statements under the caption "Refundable Tank and Cylinder Deposits"); litigation, property and casualty liabilities and obligations under environmental remediation agreements (see Note 17 to Consolidated Financial Statements); pension and other postretirement benefit liabilities recorded in accordance with accounting guidance relating to employee retirement plans (see Note 8 to Consolidated Financial Statements); and liabilities associated with executive compensation plans (see Note 14 to Consolidated Financial Statements). These liabilities, with the exception of operating lease liabilities, are not included in the table of Contractual Cash Obligations and Commitments because they are estimates of future payments and not contractually fixed as to timing or amount. Required minimum contributions to the U.S. Pension Plans (as further described below under

“U.S. Pension Plans”) in Fiscal 2022 are not expected to be material. Required minimum contributions to the U.S. Pension Plans in years beyond Fiscal 2022 will depend, in large part, on the impacts of future returns on pension plan assets and interest rates on pension plan liabilities.

#### **U.S. Pension Plans**

The U.S. Pension Plans consist of (1) a defined benefit pension plan for employees hired prior to January 1, 2009, of UGI, UGI Utilities, Inc. and certain of UGI’s other domestic wholly owned subsidiaries, and (2) a noncontributory defined benefit pension plan covering substantially all Mountaineer employees. The fair values of the U.S. Pension Plans’ assets totaled \$717 million and \$566 million at September 30, 2021 and 2020, respectively. At September 30, 2021 and 2020, the underfunded positions of the U.S. Pension Plans, defined as the excess of the PBO over the U.S. Pension Plans’ assets, were \$109 million and \$170 million, respectively.

We believe we are in compliance with regulations governing defined benefit pension plans, including the ERISA rules and regulations. Required minimum contributions to the U.S. Pension Plans in Fiscal 2022 are not expected to be material. Pre-tax pension cost associated with the U.S. Pension Plans in Fiscal 2021 was not material. Pre-tax pension cost associated with the U.S. Pension Plans in Fiscal 2022 is not expected to be material.

GAAP guidance associated with pension and other postretirement plans generally requires recognition of an asset or liability in the statement of financial position reflecting the funded status of pension and other postretirement benefit plans with current year changes recognized in shareholders’ equity unless such amounts are subject to regulatory recovery. At September 30, 2021, we have recorded after-tax charges to UGI Corporation’s stockholders’ equity of \$8 million and recorded regulatory assets totaling \$108 million in order to reflect the funded status of the U.S. Pension Plans. For a more detailed discussion of the U.S. Pension Plans and our other postretirement benefit plans, see Note 8 to Consolidated Financial Statements.

#### **Related Party Transactions**

During Fiscal 2021 and Fiscal 2020, we did not enter into any related-party transactions that had a material effect on our financial condition, results of operations or cash flows.

#### **Off-Balance-Sheet Arrangements**

UGI primarily enters into guarantee arrangements on behalf of its consolidated subsidiaries. These arrangements are not subject to the recognition and measurement guidance relating to guarantees under GAAP.

We do not have any off-balance-sheet arrangements that are expected to have a material effect on our financial condition, change in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

#### **Utility Regulatory Matters**

**Base Rate Filings.** On February 8, 2021, Electric Utility filed a rate request with the PAPUC to increase its annual base distribution revenues by \$9 million. On October 28, 2021, the PAPUC issued a final Order approving a settlement that permitted Electric Utility, effective November 9, 2021, to increase its base distribution revenues by \$6 million.

On January 28, 2020, Gas Utility filed a request with the PAPUC to increase its annual base distribution operating revenues by \$75 million annually. On October 8, 2020, the PAPUC issued a final Order approving a settlement that permits Gas Utility to increase its annual base distribution rates by \$20 million, through a phased approach, with \$10 million beginning January 1, 2021 and an additional \$10 million beginning July 1, 2021. Additionally, Gas Utility was authorized to implement a DSIC once Gas Utility total property, plant and equipment less accumulated depreciation reaches \$2,875 million. This threshold was achieved in December 2020, and Gas Utility implemented a DSIC effective April 1, 2021. The PAPUC’s final Order also includes enhanced COVID-19 customer assistance measures, including the establishment of an Emergency Relief Program for a defined set of payment troubled customers (“ERP”). Additionally, the PAPUC’s final Order permits Gas Utility to establish a regulatory asset for certain incremental expenses attributable to the ongoing COVID-19 pandemic, most notably expenses related to the ERP and uncollectible accounts expense, through the effective date of rates in the next Gas Utility base rate case, to be recovered and amortized over a 10-year period. In accordance with the terms of the Joint Petition, Gas Utility is not permitted to file a rate case prior to January 1, 2022.

On January 28, 2019, Gas Utility filed a rate request with the PAPUC to increase the base operating revenues for residential, commercial, and industrial customers throughout its Pennsylvania service territory by an aggregate \$71 million. On October 4, 2019, the PAPUC issued a final Order approving a settlement that permitted Gas Utility, effective October 11, 2019, to increase

its base distribution revenues by \$30 million under a single consolidated tariff, approved a plan for uniform class rates, and permitted Gas Utility to extend its Energy Efficiency and Conservation and Growth Extension Tariff programs by an additional term of five years. The PAPUC's final Order approved a negative surcharge, to return to customers \$24 million of tax benefits experienced by Gas Utility over the period January 1, 2018 to June 30, 2018, plus applicable interest, in accordance with the May 17, 2018 PAPUC Order, which became effective for a twelve-month period beginning on October 11, 2018, the effective date of Gas Utility's new base rates, subject to final reconciliation of any over- or under-crediting of the tax savings.

## **Market Risk Disclosures**

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 the Partnership and our UGI International operations pay for LPG is principally a result of market forces reflecting changes in supply and demand for LPG and other energy commodities. Their profitability is sensitive to changes in LPG supply costs. Increases in supply costs are generally passed on to customers. The Partnership and UGI International 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, the Partnership uses contracts for the forward purchase or sale of propane, propane fixed-price supply agreements and over-the-counter derivative commodity instruments including price swap contracts. Our UGI International operations use over-the-counter derivative commodity instruments and may from time to time enter into other derivative contracts, similar to those used by the Partnership, to reduce market risk associated with a portion of their LPG purchases. Over-the-counter derivative commodity instruments used to economically hedge forecasted purchases of LPG are generally settled at expiration of the contract.

UGI Utilities' tariffs contain clauses that permit recovery of all prudently incurred costs of natural gas it sells to its retail core-market customers, including the cost of financial instruments used to hedge purchased gas costs. The recovery clauses provide for periodic adjustments for the difference between the total amounts actually billed to customers through PGC and PGA rates and the recoverable costs incurred. Because of this ratemaking mechanism, there is limited commodity price risk associated with our UGI Utilities operations. Gas Utility uses derivative financial instruments, including natural gas futures and option contracts traded on the NYMEX, to reduce volatility in the cost of gas it purchases for its retail core-market customers. The cost of these derivative financial instruments, net of any associated gains or losses, is included in Gas Utility's PGC recovery mechanism.

In order to manage market price risk relating to substantially all of Midstream & Marketing's fixed-price sale contracts for physical natural gas and electricity, Midstream & Marketing enters into NYMEX, ICE and over-the-counter natural gas and electricity futures and option contracts, and natural gas basis swap contracts or enters into fixed-price supply arrangements. Midstream & Marketing also uses NYMEX and over-the-counter electricity futures contracts to economically hedge a portion of its anticipated sales of electricity from its electricity generation facilities. Although Midstream & Marketing's fixed-price supply arrangements mitigate most risks associated with its fixed-price sales contracts, should any of the suppliers under these arrangements fail to perform, increases, if any, in the cost of replacement natural gas or electricity would adversely impact Midstream & Marketing's results. In order to reduce this risk of supplier nonperformance, Midstream & Marketing has diversified its purchases across a number of suppliers. UGI International's natural gas and electricity marketing businesses also use natural gas and electricity futures and forward contracts to economically hedge market risk associated with fixed-price sales and purchase contracts.

Midstream & Marketing has entered into fixed-price sales agreements for a portion of the electricity expected to be generated by its electric generation assets. In the event that these generation assets would not be able to produce all of the electricity needed to supply electricity under these agreements, Midstream & Marketing would be required to purchase electricity on the spot market or under contract with other electricity suppliers. Accordingly, increases in the cost of replacement power could negatively impact Midstream & Marketing's results.

### **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 at September 30, 2021, includes revolving credit facility borrowings and variable-rate term loans at UGI International, UGI Utilities, Inc., Energy Services and UGI Corporation. These debt agreements have interest rates that are generally indexed to short-term market interest rates. We have entered into pay-fixed, receive-variable interest rate swap agreements on all or a significant portion of the term loans' principal balances and all or a significant portion of the term loans' tenor. We have designated these interest rate swaps as cash flow hedges. At September 30, 2021, combined borrowings outstanding under variable-rate debt agreements, excluding the previously mentioned effectively fixed-rate debt, totaled \$807 million. Based upon average borrowings outstanding under variable-rate borrowings (excluding effectively fixed-rate term loan debt), an increase in short-term interest rates of 100 basis points (1%) would have increased our Fiscal 2021 interest expense by approximately \$7 million. The remainder of our debt outstanding is subject to fixed rates of interest. A 100 basis point increase in market interest rates would result in decreases in the fair value of this fixed-rate debt of approximately \$292 million at September 30, 2021. A 100 basis point decrease in market interest rates would result in increases in the fair value of this fixed-rate debt of approximately \$249 million at September 30, 2021.

Long-term debt associated with our domestic businesses is typically issued at fixed rates of interest based upon market rates for debt with similar terms and credit ratings. As these long-term debt issues mature, we may refinance such debt with new debt having interest rates reflecting then-current market conditions. In order to reduce interest rate risk associated with near- to medium-term forecasted issuances of fixed rate debt, from time to time we enter into IRPAs.

#### **Foreign Currency Exchange Rate Risk**

Our primary currency exchange rate risk is associated with the U.S. dollar versus the euro and, to a lesser extent, the U.S. dollar versus the British pound sterling. The U.S. dollar 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 net investments in our UGI International operations, a 10% decline in the value of the associated foreign currencies versus the U.S. dollar would reduce their aggregate net book value at September 30, 2021, by approximately \$170 million, which amount would be reflected in other comprehensive income. We have designated certain euro-denominated borrowings as net investment hedges.

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 between the euro and British pound sterling, we enter into forward foreign currency exchange contracts. We layer in these foreign currency exchange contracts over a multi-year period 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 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 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 September 30, 2021, 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 \$1,687 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 September 30, 2021, we had received cash collateral from derivative instrument counterparties totaling \$468 million. 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. Certain of the Partnership's derivative contracts have credit-risk-related contingent features that may require the posting of additional collateral in the event of a downgrade of the Partnership's debt rating. At September 30, 2021, if the credit-risk-related contingent features were triggered, the amount of collateral required to be posted would not be material.

The following table summarizes the fair values of unsettled market risk sensitive derivative instrument assets (liabilities) held at September 30, 2021 and changes in their fair values due to market risks. Certain of UGI Utilities' commodity derivative instruments are excluded from the table below because any associated net gains or losses are refundable to or recoverable from customers in accordance with UGI Utilities ratemaking.

(Millions of dollars)	Asset (Liability)	
	Fair Value	Change in Fair Value
<b>September 30, 2021</b>		
Commodity price risk (1)	\$ 1,334	\$ (279)
Interest rate risk (2)	\$ (29)	\$ (10)
Foreign currency exchange rate risk (3)	\$ 30	\$ (50)

(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.

### **Critical Accounting Policies and Estimates**

The accounting policies and estimates discussed in this section are those that we consider to be the most critical to an understanding of our financial statements because they involve significant judgments and uncertainties. The application of these accounting policies and estimates necessarily requires management's most subjective or complex judgments regarding estimates and projected outcomes of future events. Changes in these policies and estimates could have a material effect on our financial statements. Management has reviewed these critical accounting policies, and the estimates and assumptions associated with them, with the Company's Audit Committee. Also, see Note 2 to Consolidated Financial Statements which discusses our significant accounting policies.

**Goodwill Impairment Evaluation.** Our goodwill is the result of business acquisitions. 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. Components are aggregated into a single reporting unit if they have similar economic characteristics. 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.

For certain of our reporting units with goodwill, we assess qualitative factors to determine whether it is more likely than not that the fair value of such reporting unit is less than its carrying amount. For our other reporting units with goodwill, we bypass the qualitative assessment and perform the quantitative assessment by comparing the fair values of the reporting units with their carrying amounts, including goodwill. We determine fair values generally based on a weighting of income and market approaches. For purposes of the income approach, fair values are determined based upon the present value of the reporting unit's estimated future cash flows, including an estimate of the reporting unit's terminal value based upon these cash flows, discounted at appropriate risk-adjusted rates. We use our internal forecasts to estimate future cash flows, which may include estimates of long-term future growth rates based upon our most recent reviews of the long-term outlook for each reporting unit. Cash flow estimates used to establish fair values under our income approach involve management judgments based on a broad range of information and historical results. In addition, external economic and competitive conditions can influence future performance. For purposes of the market approach, we use valuation multiples for companies comparable to our reporting units. The market approach requires judgment to determine the appropriate valuation multiples. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to such excess but not to exceed the total amount of the goodwill of the reporting unit. As of September 30, 2021, our goodwill totaled \$3,770 million. No impairments of goodwill were recorded during any of the periods presented.

**Impairment of Long-Lived Assets.** An impairment test for long-lived assets (or an asset group) is required when circumstances indicate that such assets may be impaired. If it is determined that a triggering event has occurred, we perform a recoverability test based upon estimated undiscounted cash flow projections expected to be realized over the remaining useful life of the long-lived asset. If the undiscounted cash flows used in the recoverability test are less than the long-lived asset's carrying amount, we determine its fair value. If the fair value is determined to be less than its carrying amount, the long-lived asset is reduced to its estimated fair value and an impairment loss is recognized in an amount equal to such shortfall. When determining whether a long-lived asset has been impaired, management groups assets at the lowest level that has identifiable cash flows. Performing an impairment test on long-lived assets involves judgment in areas such as identifying when a triggering event requiring evaluation occurs; identifying and grouping assets; and, if the undiscounted cash flows used in the recoverability test are less than the long-lived asset's carrying amount, determining the fair value of the long-lived asset. Although cash flow estimates are based upon relevant information at the time the estimates are made, estimates of future cash flows are by nature highly uncertain and contemplate factors that change over time such as the expected use of the asset including future production and sales volumes, expected fluctuations in prices of commodities and expected proceeds from



disposition. See Note 5 to Consolidated Financial Statements for information on the impairment loss associated with the disposal of Conemaugh during the third quarter of Fiscal 2020. No other material provisions for impairments of long-lived assets were recorded during Fiscal 2021 or Fiscal 2020.

**Loss Contingencies and Environmental Remediation Liabilities.** We are involved in litigation that arises in the normal course of business, and we are subject to risk of loss for general, automobile and product liability and workers' compensation claims for which we obtain insurance coverage subject to self-insured retentions or deductibles. We are also subject to environmental laws and regulations intended to mitigate or remove the effects of past operations and improve or maintain the quality of the environment. These laws and regulations require the removal or remedy of the effect on the environment of the disposal or release of certain specified hazardous substances at current or former operating sites.

We establish reserves for loss contingencies including pending litigation, and for pending and incurred but not reported claims associated with general and product liability, automobile and workers' compensation when it is probable that a liability exists and the amount or range of amounts related to such liability can be reasonably estimated. When no amount within a range of possible loss is a better estimate than any other amount within the range, liabilities recorded are based upon the low end of the range. With respect to unasserted claims arising from unreported incidents, we may use the work of specialists to estimate the ultimate losses to be incurred using actuarially determined loss development factors applied to actual claims data.

The likelihood of a loss with respect to a particular loss contingency is often difficult to predict. In addition, a reasonable estimate of the loss, or a range of possible loss, may not be practicable based upon the information available and the potential effects of future events and decisions by third parties that will determine the ultimate resolution of the loss contingency. Reasonable estimates involve management judgments based on a broad range of information and prior experience. For litigation and pending claims including those covered by insurance policies, the analysis of probable loss is performed on a case by case basis and includes an evaluation of the nature of the claim, the procedural status of the matter, the probability or likelihood of success in prosecuting or defending the claim, the information available with respect to the claim, the opinions and views of outside counsel and other advisors, and past experience in similar matters. These judgments are reviewed quarterly as more information is received, and the amounts reserved are updated as necessary. Our estimated reserves for loss contingencies and for pending and incurred but not reported claims associated with general and product liability, automobile and workers' compensation may differ materially from the ultimate liability and such reserves may change materially as more information becomes available and estimated reserves are adjusted.

We accrue reserves for environmental remediation when assessments indicate that it is probable a liability has been incurred and an amount can be reasonably estimated. Amounts recorded as environmental liabilities on the Consolidated Balance Sheets represent our best estimate of costs expected to be incurred or, if no best estimate can be made, the minimum liability associated with a range of expected environmental investigation and remediation costs. These estimates are based upon a number of factors including whether the company will be responsible for such remediation, the scope and cost of the remediation work to be performed, the portion of costs that will be shared with other potentially responsible parties, the timing of the remediation and possible impact of changes in technology, and the regulations and requirements of local governmental authorities. Our estimated reserves for environmental remediation may differ materially from the ultimate liability and such reserves may change materially as more information becomes available and estimated reserves are adjusted. Gas Utility receives ratemaking recognition of environmental investigation and remediation costs associated with its in-state environmental sites. This ratemaking recognition balances the accumulated difference between historical costs and rate recoveries with an estimate of future costs associated with the sites.

**Regulatory Assets and Liabilities.** The accounting for our rate regulated gas and electric utility businesses differs from the accounting for nonregulated operations in that these businesses are required to reflect the effects of rate regulation in the consolidated financial statements. Regulatory practices that assign costs to accounting periods may differ from accounting methods generally applied by nonregulated businesses. When it is probable that regulators will permit the recovery of current costs through future rates charged to customers, these costs that otherwise would be expensed by nonregulated companies are deferred as regulatory assets. Similarly, regulatory liabilities are recognized when it is probable that regulators will require customer refunds through future rates or when revenue is collected from customers for expenditures that have yet to be incurred. We continually assess whether the regulatory assets are probable of future recovery by evaluating the regulatory environment, recent rate orders and public statements issued by the PAPUC, WVPSC and MDPSC, discussions with regulatory authorities and legal counsel. If future recovery of regulatory assets ceases to be probable, the elimination of those regulatory assets would adversely impact our results of operations and cash flows. As of September 30, 2021, our regulatory assets and regulatory liabilities totaled \$397 million and \$388 million, respectively. For additional information on regulatory assets and liabilities, see Notes 2 and 9 to Consolidated Financial Statements.

**Income Taxes.** We use the asset and liability method of accounting for income taxes. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year and for deferred tax liabilities and assets for the

future tax consequences of events that have been recognized in our financial statements or tax returns. Positions taken by an entity in its tax returns must satisfy a more-likely-than-not recognition threshold assuming the positions will be examined by tax authorities with full knowledge of relevant information. We use assumptions, judgments and estimates to determine our current provision for income taxes. We also use assumptions, judgments and estimates to determine our deferred tax assets and liabilities and any valuation allowance to be recorded against a deferred tax asset. The interpretation of tax laws involves uncertainty since tax authorities may interpret the laws differently. Our assumptions, judgments and estimates relative to the current provision for income tax give consideration to current tax laws, our interpretation of current tax laws and possible outcomes of current and future audits conducted by foreign and domestic tax authorities. Changes in tax law or our interpretation thereof and the resolution of current and future tax audits could significantly impact the amounts provided for income taxes in our consolidated financial statements. Our assumptions, judgments and estimates relative to the amount of deferred income taxes take into account estimates of the amount of future taxable income. Actual taxable income or future estimates of taxable income could render our current assumptions, judgments and estimates inaccurate. Changes in the assumptions, judgments and estimates mentioned above could cause our actual income tax obligations to differ significantly from our estimates. As of September 30, 2021, our net deferred tax liabilities totaled \$1,082 million.

**Business Combination Purchase Price Allocations.** From time to time, the Company enters into material business combinations. The purchase price is allocated to the various assets acquired and liabilities assumed at their estimated fair value as of the acquisition date with the residual of the purchase price allocated to goodwill. From time to time, we engage third-party valuation experts to assist us in determining the fair values of certain assets acquired and liabilities assumed. Such valuations require management to make significant judgments, estimates and assumptions especially with respect to intangible assets. Management makes estimates of fair value based upon assumptions it believes to be reasonable. These estimates are based upon historical experience and information obtained from the management of the acquired companies and are inherently uncertain. Critical estimates in valuing certain of the intangible assets include, but are not limited to, discount rates and expected future cash flows from and the economic lives of customer relationships, trade names, existing technology, and other intangible assets. Unanticipated events and circumstances may occur, which may affect the accuracy or validity of such assumptions or estimates. The allocation of the purchase price may be modified up to one year after the acquisition date, under certain circumstances, as more information is obtained about the fair value of assets acquired and liabilities assumed.

#### **Recently Issued Accounting Pronouncements**

See Note 3 to Consolidated Financial Statements for a discussion of the effects of recently issued accounting guidance.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

“Quantitative and Qualitative Disclosures About Market Risk” are contained in Item 7 - Management’s Discussion and Analysis of Financial Condition and Results of Operations under the caption “Market Risk Disclosures” and are incorporated by reference.

#### **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

Management’s Annual Report on Internal Control Over Financial Reporting included in Item 9A and the financial statements and financial statement schedules referred to in the Index contained on page F-2 of this Report are incorporated herein by reference.

#### **ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

#### **ITEM 9A. CONTROLS AND PROCEDURES**

- (a) The Company’s disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by the Company in reports filed or submitted under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC’s rules and forms, and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. The Company’s management, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company’s disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive

Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures, as of September 30, 2021, were effective at the reasonable assurance level.

**(b) Management's Annual Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Company, as such term is defined in Rule 13a-15(f) of the Securities Exchange Act of 1934, as amended. In order to evaluate the effectiveness of internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002, management has conducted an assessment, including testing, of the Company's internal control over financial reporting as of September 30, 2021, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). The scope of that assessment excluded the Mountaineer business acquired on September 1, 2021, by UGI Corporation and the Redeo Energies business acquired by UGI International on June 30, 2021. Mountaineer's and Redeo Energies' total assets represented approximately 5% and less than 1%, respectively, of the Company's consolidated total assets at September 30, 2021. Mountaineer's and Redeo Energies' total earnings before taxes represented less than 1% and approximately 3%, respectively, of the Company's consolidated earnings before taxes for the year then ended. Such exclusions are permitted based upon current guidance of the U.S. Securities & Exchange Commission.

Internal control over financial reporting refers to the process, designed under the supervision and with the participation of management, including our Chief Executive Officer and our Chief Financial Officer, and effected by the Company's Board of Directors, to provide reasonable, but not absolute, assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate due to changing conditions, or the degree of compliance with the policies or procedures may deteriorate.

Based on its assessment, management has concluded that the Company's internal control over financial reporting was effective as of September 30, 2021, based on the COSO criteria. The Company's independent registered public accounting firm, Ernst & Young LLP, has issued an attestation report on the effectiveness of the Company's internal control over financial reporting as of September 30, 2021. This report is set forth below.

- (c) During the most recent fiscal quarter, other than changes resulting from the Mountaineer Acquisition discussed below, no change in the Company's internal control over financial reporting occurred that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

On September 1, 2021, UGI acquired Mountaineer. The Company is currently in the process of integrating processes and internal controls. See Note 5 to consolidated financial statements for additional information related to the Mountaineer Acquisition.

**Report of Independent Registered Public Accounting Firm**

To the Stockholders and the Board of Directors of UGI Corporation

**Opinion on Internal Control over Financial Reporting**

We have audited UGI Corporation and subsidiaries' internal control over financial reporting as of September 30, 2021, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, UGI Corporation and subsidiaries (the Company) maintained, in all material respects, effective internal control over financial reporting as of September 30, 2021, based on the COSO criteria.

As indicated in the accompanying Management’s Annual Report on Internal Control over Financial Reporting, management’s assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Mountaineer Gas Company and Redeo Energies, which are included in the 2021 consolidated financial statements of UGI Corporation and subsidiaries and constituted approximately 5% and 1%, respectively, of total assets as of September 30, 2021 and approximately 1% and 3%, respectively, of total earnings before taxes for the year then ended. Our audit of internal control over financial reporting of UGI Corporation and Subsidiaries also did not include an evaluation of the internal control over financial reporting of Mountaineer Gas Company and Redeo Energies.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of September 30, 2021 and 2020, the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended September 30, 2021, and the related notes and the financial statement schedules listed in the Index at Item 15(a) and our report dated November 19, 2021 expressed an unqualified opinion thereon.

#### **Basis for Opinion**

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying “Management’s Annual Report on Internal Control over Financial Reporting”. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

#### **Definition and Limitations of Internal Control Over Financial Reporting**

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP  
Philadelphia, Pennsylvania  
November 19, 2021

#### **ITEM 9B. OTHER INFORMATION**

None.

**PART III:****ITEMS 10 THROUGH 14.**

In accordance with General Instruction G(3), and except as set forth below, the information required by Items 10, 11, 12, 13 and 14 is incorporated in this Report by reference to the following portions of UGI's Proxy Statement, which will be filed with the SEC by December 31, 2021.

	<b>Information</b>	<b>Captions of Proxy Statement Incorporated by Reference</b>
Item 10.	Directors, Executive Officers and Corporate Governance	Election of Directors - Nominees; Corporate Governance Principles; Director Independence; Board Leadership Structure and Role in Risk Management; Board Meetings and Attendance; Board and Committee Structure; Selection of Board Candidates; Board and Committee Evaluation Process; Investor Outreach; Code of Business Conduct and Ethics; Communications with the Board; Securities Ownership of Certain Beneficial Owners - Security Ownership of Directors and Executive Officers; Report of the Audit Committee of the Board of Directors
	The Code of Business Conduct and Ethics is available without charge on the Company's website, <a href="http://www.ugicorp.com">www.ugicorp.com</a> , or by writing to Director, Investor Relations, UGI Corporation, P. O. Box 858, Valley Forge, PA 19482.	
Item 11.	Executive Compensation	Compensation of Directors; Report of the Compensation and Management Development Committee of the Board of Directors; Compensation Discussion and Analysis; Compensation of Executive Officers; Compensation Committee Interlocks and Insider Participation
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	Securities Ownership of Certain Beneficial Owners; Security Ownership of Directors and Executive Officers.
Item 13.	Certain Relationships and Related Transactions, and Director Independence	Election of Directors - Director Independence and Board and Committee Structure; Policy for Approval of Related Person Transactions
Item 14.	Principal Accounting Fees and Services	Our Independent Registered Public Accounting Firm

### Equity Compensation Table

The following table sets forth information as of the end of Fiscal 2021 with respect to compensation plans under which our equity securities are authorized for issuance.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	10,204,836 (1)	\$ 39.46	20,037,430 (2)
	1,124,369 (3)	\$ 0	
Equity compensation plans not approved by security holders	—		
Total	11,329,205	\$ 39.46 (4)	

(1) Represents 10,204,836 stock options under the UGI Corporation 2021 Incentive Award Plan, which supersedes and replaces the UGI Corporation 2013 Omnibus Incentive Compensation Plan. The UGI Corporation 2021 Incentive Award Plan was approved by shareholders on January 29, 2021.

(2) Represents securities remaining for issuance under the UGI Corporation 2021 Incentive Award Plan.

(3) Represents 1,124,369 restricted stock units under the UGI Corporation 2021 Incentive Award Plan.

(4) Weighted-average exercise price of outstanding options; excludes restricted stock units.

The information concerning the Company's executive officers required by Item 10 is set forth below.

#### EXECUTIVE OFFICERS

Name	Age	Position
Roger Perreault	57	President and Chief Executive Officer; Executive Vice President, Global LPG
Ted J. Jastrzebski	60	Chief Financial Officer
Robert F. Beard, Jr.	56	Executive Vice President, Natural Gas, Global Engineering & Construction and Procurement; Chief Executive Officer, UGI Utilities, Inc.
Monica M. Gaudiosi	58	Vice President, General Counsel and Secretary
John Koerwer	61	Chief Information Officer
Jean Felix Tematio Donsop	45	Vice President - Chief Accounting Officer and Corporate Controller
Judy A. Zagorski	58	Vice President - Chief Human Resources Officer

All officers are elected for a one-year term at the organizational meeting of the Board of Directors held each year.

There are no family relationships between any of the officers or between any of the officers and any of the directors.

#### Roger Perreault

Mr. Perreault is a Director, President and Chief Executive Officer (since June 2021) and Executive Vice President, Global LPG (since 2018) of UGI Corporation. Mr. Perreault previously served as President - UGI International, LLC (from 2015 to 2021). Prior to joining UGI Corporation, Mr. Perreault held various positions at Air Liquide, an industrial gases company he joined in 1994, and served in various leadership positions from 2008 to 2014, including in a global role as President, Large Industries with international responsibilities and, prior to that, in a role with responsibility for Air Liquide's North American large industries business. Prior to joining Air Liquide, Mr. Perreault was a chemical engineer and operations manager with I.C.I. in Quebec, Canada.

**Ted J. Jastrzebski**

Mr. Jastrzebski is Chief Financial Officer of UGI Corporation (since 2018). Mr. Jastrzebski previously served as Principal Financial Officer of AmeriGas Propane, Inc. (2018 to 2019). From 2013 until 2018, Mr. Jastrzebski served as Executive Vice President and Chief Financial Officer of Qurate Retail Group, which is comprised of QVC, HSN, Cornerstone Brands, and Zulily. Previously, Mr. Jastrzebski held various positions at The Hershey Company, including Senior Vice President and President, Hershey Americas (2011 to 2013), Senior Vice President and President, Hershey International (2007 to 2010) and Vice President, Finance, Hershey International (2004 to 2007). Mr. Jastrzebski also served as Senior Vice President, Finance, IT and Administration and Chief Financial Officer of CARE (2002 to 2004) and as Vice President and Chief Financial Officer of Project Hope (1999 to 2002).

**Robert F. Beard, Jr.**

Mr. Beard is Executive Vice President, Natural Gas, Global Engineering & Construction and Procurement of UGI Corporation (since 2021) and Chief Executive Officer of UGI Utilities, Inc. (since 2011). He held the title of Executive Vice President, Natural Gas of UGI Corporation (2018 to 2021) and previously served as President (2011 to September 2020), Vice President - Marketing, Rates and Gas Supply (2010 to 2011) and Vice President - Southern Region (2008 to 2010) of UGI Utilities, Inc. From 2006 until 2008, Mr. Beard served as Vice President - Operations and Engineering of PPL Gas Utilities Corporation and, from 2002 until 2006, he served as Director - Operations and Engineering of PPL Gas Utilities Corporation.

**Monica M. Gaudiosi**

Ms. Gaudiosi is the Vice President, General Counsel and Secretary of UGI Corporation and UGI Utilities, Inc. (since 2012). She is also Vice President (since 2012), General Counsel (since 2015) and Secretary (since 2012) of AmeriGas Propane, Inc. Prior to joining UGI Corporation, Ms. Gaudiosi served as Senior Vice President and General Counsel (2007 to 2012) and Senior Vice President and Associate General Counsel (2005 to 2007) of Southern Union Company. Prior to joining Southern Union Company in 2005, Ms. Gaudiosi held various positions with General Electric Capital Corporation (1997 to 2005). Before joining General Electric Capital Corporation, Ms. Gaudiosi was an associate at the law firms of Hunton & Williams (1994 to 1997) and Sutherland, Asbill & Brennan (1988 to 1994).

**John Koerwer**

Mr. Koerwer is the Chief Information Officer of UGI Corporation (since 2020). Mr. Koerwer joined UGI as Vice President, Information Technology, for UGI International in 2016 and later was named Group CIO for UGI Corporation, responsible for the global IT strategy, operations, products and services to support both the domestic and international businesses units. Previously, Mr. Koerwer served in multiple IT/IS leadership roles for The Linde Group, a multi-national industrial gas company based in Munich, Germany.

**Jean Felix Tematio Dontsop**

Mr. Tematio Dontsop is the Vice President, Chief Accounting Officer and Controller of UGI Corporation (since July 2021). Mr. Tematio Dontsop most recently served as Vice President of Internal Audit for West Pharmaceuticals Services, Inc. in Exton, Pennsylvania (July 2020 to June 2021). Previously, he held several roles of increasing responsibility over fifteen years with PricewaterhouseCoopers, based in Philadelphia, Pennsylvania and Paris, France, including Audit Director (2019 to 2020) and Audit Senior Manager (2011 to 2019). A native of Cameroon, Mr. Tematio Dontsop also worked earlier in his career as an auditor for KPMG, based in Paris.

**Judy A. Zagorski**

Ms. Zagorski is the Vice President, Chief Human Resources Officer of UGI Corporation (since 2020). Previously, Ms. Zagorski served as Executive Vice President, Global Human Resources & CHRO at Church & Dwight, a major manufacturer of household products headquartered in Ewing, New Jersey (2017 to 2020). Prior to joining Church & Dwight, Ms. Zagorski held the positions of Senior Vice President - Human Resources and Vice President - Human Resources, Development and Strategy at BASF (2011 to 2017).

**PART IV:****ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES****(a) Documents filed as part of this report:****(1) Financial Statements:**

Included under Item 8 are the following financial statements and supplementary data:

Management's Annual Report on Consolidated Financial Statements and Schedules

Report of Independent Registered Public Accounting Firm (on Consolidated Financial Statements and Schedules)

Consolidated Balance Sheets as of September 30, 2021 and 2020

Consolidated Statements of Income for the years ended September 30, 2021, 2020 and 2019

Consolidated Statements of Comprehensive Income for the years ended September 30, 2021, 2020 and 2019

Consolidated Statements of Cash Flows for the years ended September 30, 2021, 2020 and 2019

Consolidated Statements of Changes in Equity for the years ended September 30, 2021, 2020 and 2019

Notes to Consolidated Financial Statements

**(2) Financial Statement Schedules:**

**I** — Condensed Financial Information of Registrant (Parent Company)

**II** — Valuation and Qualifying Accounts for the years ended September 30, 2021, 2020 and 2019

We have omitted all other financial statement schedules because the required information is (1) not present; (2) not present in amounts sufficient to require submission of the schedule; or (3) included elsewhere in the financial statements or related notes.

**(3) List of Exhibits:**

The exhibits filed as part of this report are as follows (exhibits incorporated by reference are set forth with the name of the registrant, the type of report and registration number or last date of the period for which it was filed, and the exhibit number in such filing):

**Incorporation by Reference**

Exhibit No.	Exhibit	Registrant	Filing	Exhibit
3.1	<a href="#">(Second) Amended and Restated Articles of Incorporation of the Company as amended through June 6, 2005.</a>	UGI	Form 10-Q (6/30/05)	3.1
3.2	<a href="#">Articles of Amendment to the Amended and Restated Articles of Incorporation of UGI Corporation.</a>	UGI	Form 8-K (7/29/14)	3.1
3.3	<a href="#">Bylaws of UGI Corporation, amended and restated as of July 25, 2017.</a>	UGI	Form 8-K (7/31/17)	3.1



## Incorporation by Reference

Exhibit No.	Exhibit	Registrant	Filing	Exhibit
3.4	<a href="#">Statement with Respect to Shares of the Company with respect to the Convertible Preferred Stock, filed with the Secretary of the Commonwealth of Pennsylvania and effective on May 25, 2021.</a>	UGI	Form 8-K (5/25/21)	3.1
3.5	<a href="#">Statement with Respect to Shares of the Company with respect to the Series B Preferred Stock, filed with the Secretary of the Commonwealth of Pennsylvania and effective on May 25, 2021.</a>	UGI	Form 8-K (5/25/21)	3.2
4.1	Instruments defining the rights of security holders, including indentures. (The Company agrees to furnish to the Commission upon request a copy of any instrument defining the rights of holders of long-term debt not required to be filed pursuant to Item 601(b)(4) of Regulation S-K).			
4.2	The description of the Company's Common Stock contained in the Company's registration statement filed under the Securities Exchange Act of 1934, as amended.	UGI	Form 8-B/A (4/17/96)	3.(4)
4.3	UGI Corporation's (Second) Amended and Restated Articles of Incorporation, as amended, and Bylaws referred to in 3.1, 3.2, and 3.3 above.			
4.4	Indenture, dated as of August 1, 1993, by and between UGI Utilities, Inc., as Issuer, and U.S. Bank National Association, as successor trustee, incorporated by reference to the Registration Statement on Form S-3 filed on April 8, 1994.	Utilities	Registration Statement No. 4(c) 33-77514 (4/8/94)	
4.5	<a href="#">Supplemental Indenture, dated as of September 15, 2006, by and between UGI Utilities, Inc., as Issuer, and U.S. Bank National Association, successor trustee to Wachovia Bank, National Association.</a>	Utilities	Form 8-K (9/12/06)	4.2
4.6	<a href="#">Form of Note Purchase Agreement dated October 30, 2013 between the Company and the purchasers listed as signatories thereto.</a>	Utilities	Form 8-K (10/30/13)	4.1

Incorporation by Reference				
Exhibit No.	Exhibit	Registrant	Filing	Exhibit
4.7	<a href="#">Note Purchase Agreement dated April 22, 2016 between the Company and the purchasers listed as signatories thereto.</a>	Utilities	Form 8-K (4/28/16)	4.1
4.8	<a href="#">Indenture, dated as of June 27, 2016, among AmeriGas Partners, L.P., AmeriGas Finance Corp., and U.S. Bank National Association, as trustee.</a>	AmeriGas Partners, L.P.	Form 8-K (6/27/16)	4.1
4.9	<a href="#">First Supplemental Indenture, dated as of June 27, 2016, among AmeriGas Partners, L.P., AmeriGas Finance Corp., and U.S. Bank National Association, as trustee.</a>	AmeriGas Partners, L.P.	Form 8-K (6/27/16)	4.2
4.10	<a href="#">Second Supplemental Indenture, dated as of December 28, 2016, among AmeriGas Partners, L.P., AmeriGas Finance Corp., and U.S. Bank National Association, as trustee (including form of global note).</a>	AmeriGas Partners, L.P.	Form 8-K (12/28/16)	4.1
4.11	<a href="#">Third Supplemental Indenture, dated as of February 13, 2017, among AmeriGas Partners, L.P., AmeriGas Finance Corp., and U.S. Bank National Association, as trustee (including form of global note).</a>	AmeriGas Partners, L.P.	Form 8-K (2/13/17)	4.1
4.12	<a href="#">Indenture, dated as of October 25, 2018, by and among International, the guarantors named therein, U.S. Bank National Association, as trustee, Elavon Financial Services DAC, as registrar and transfer agent, and Elavon Financial Services DAC, UK Branch, as paying agent (including the form of Note).</a>	UGI	Form 8-K (10/25/18)	4.1
4.13	<a href="#">Form of Note Purchase Agreement dated December 21, 2018 between the Company and the purchasers listed as signatories thereto.</a>	UGI	Form 10-Q (12/31/18)	4.1
4.14	<a href="#">Note Purchase Agreement, dated as of March 19, 2020, by and among the Company and the purchasers listed as signatories thereto.</a>	UGI	Form 8-K (3/19/20)	4.1
4.15	<a href="#">Note Purchase Agreement, dated May 7, 2021, by and among UGI Utilities, Inc. and the purchasers listed as signatories thereto.</a>	UGI	Form 8-K (5/4/21)	4.1

## Incorporation by Reference

Exhibit No.	Exhibit	Registrant	Filing	Exhibit
4.16	<a href="#">Purchase Contract and Pledge Agreement, dated May 25, 2021, between the Company and U.S. Bank National Association, as purchase contract agent, collateral agent, custodial agent and securities intermediary.</a>	UGI	Form 8-K (5/25/21)	4.1
4.17	<a href="#">Form of Corporate Unit (included as Exhibit A to Exhibit 4.16 hereto).</a>	UGI	Form 8-K (5/25/21)	4.2
4.18	<a href="#">Form of Treasury Unit (included as Exhibit B to Exhibit 4.16 hereto).</a>	UGI	Form 8-K (5/25/21)	4.3
4.19	<a href="#">Form of Cash Settled Unit (included as Exhibit C to Exhibit 4.16 hereto).</a>	UGI	Form 8-K (5/25/21)	4.4
4.20	<a href="#">Form of Series A Cumulative Perpetual Convertible Preferred Stock Certificate.</a>	UGI	Form 8-K (5/25/21)	4.5
4.21	<a href="#">Form of Series B Cumulative Perpetual Preferred Stock Certificate.</a>	UGI	Form 8-K (5/25/21)	4.6
*4.22	<a href="#">Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.</a>			
10.1**	<a href="#">AmeriGas Propane, Inc. Non-Qualified Deferred Compensation Plan, as Amended and Restated effective November 22, 2013.</a>	AmeriGas Partners, L.P.	Form 10-Q (3/31/14)	10.4
10.2**	<a href="#">UGI Corporation 2004 Omnibus Equity Compensation Plan Amended and Restated as of September 5, 2014.</a>	UGI	Form 10-K (9/30/16)	10.25
10.3**	<a href="#">UGI Corporation 2004 Omnibus Equity Compensation Plan Amended and Restated as of September 5, 2014 - Terms and Conditions as effective January 1, 2016.</a>	UGI	Form 10-K (9/30/16)	10.26
10.4**	<a href="#">UGI Corporation 2009 Deferral Plan, as Amended and Restated effective June 15, 2017.</a>	UGI	Form 10-Q (6/30/17)	10.6
10.5**	<a href="#">UGI Corporation 2009 Supplemental Executive Retirement Plan for New Employees, as Amended and Restated as of June 15, 2017.</a>	UGI	Form 10-Q (6/30/17)	10.1
10.6**	<a href="#">AmeriGas Propane, Inc. Supplemental Executive Retirement Plan, as Amended and Restated effective June 15, 2017.</a>	AmeriGas Partners, L.P.	Form 10-Q (6/30/17)	10.1

## Incorporation by Reference

Exhibit No.	Exhibit	Registrant	Filing	Exhibit
10.7**	<a href="#">UGI Corporation 2013 Omnibus Incentive Compensation Plan, effective as of September 5, 2014.</a>	UGI	Form 10-K (9/30/16)	10.30
10.8**	<a href="#">UGI Corporation 2013 Omnibus Incentive Compensation Plan, Terms and Conditions for Non-Employee Directors, effective January 1, 2019.</a>	UGI	Form 10-Q (3/31/19)	10.6
10.9**	<a href="#">UGI Corporation Supplemental Executive Retirement Plan and Supplemental Savings Plan, as Amended and Restated effective April 1, 2015.</a>	UGI	Form 10-K (9/30/17)	10.26
10.10**	<a href="#">UGI Corporation Executive Annual Bonus Plan as amended November 15, 2018.</a>	UGI	Form 10-Q (3/31/19)	10.7
10.11**	<a href="#">AmeriGas Propane, Inc. Executive Annual Bonus Plan as amended November 15, 2018.</a>	UGI	Form 10-Q (3/31/19)	10.10
10.12**	<a href="#">UGI Corporation 2021 Incentive Award Plan.</a>	UGI	Form S-8 (2/4/21)	4.4
10.13**	<a href="#">UGI Corporation Executive Severance Plan, as effective October 1, 2021.</a>	UGI	Form 8-K (9/29/21)	10.1
10.14**	<a href="#">Form of UGI Corporation 2013 Omnibus Incentive Compensation Plan, Nongualified Stock Option Grant Letter for all US Employees.</a>	UGI	Form 10-Q (3/31/21)	10.1
10.15**	<a href="#">Form of UGI Corporation 2013 Omnibus Incentive Compensation Plan Performance Unit Grant Letter for all US Employees.</a>	UGI	Form 10-Q (3/31/21)	10.2
10.16**	<a href="#">Form of UGI Corporation 2013 Omnibus Incentive Compensation Plan Stock Unit Grant Letter for all US Employees.</a>	UGI	Form 10-Q (3/31/21)	10.3
10.17**	<a href="#">Form of UGI Corporation 2013 Omnibus Incentive Compensation Plan, Nongualified Stock Option Grant Letter for Non-Employee Directors.</a>	UGI	Form 10-Q (3/31/21)	10.4
10.18**	<a href="#">Form of UGI Corporation 2013 Omnibus Incentive Compensation Plan Stock Unit Grant Letter for Non-Employee Directors.</a>	UGI	Form 10-Q (3/31/21)	10.5

## Incorporation by Reference

Exhibit No.	Exhibit	Registrant	Filing	Exhibit
10.19**	<a href="#">Form of UGI Corporation 2021 Incentive Award Plan Nonqualified Stock Option Grant Letter for all US Employees.</a>	UGI	Form 10-Q (6/30/21)	10.1
10.20**	<a href="#">Form of UGI Corporation 2021 Incentive Award Plan Performance Unit Grant Letter for all US Employees.</a>	UGI	Form 10-Q (6/30/21)	10.2
10.21**	<a href="#">Form of UGI Corporation 2021 Incentive Award Plan Stock Unit Grant Letter for all US Employees.</a>	UGI	Form 10-Q (6/30/21)	10.3
10.22**	<a href="#">Change in Control Agreement for Monica M. Gaudiosi dated as of April 23, 2012.</a>	UGI	Form 10-Q (6/30/12)	10.1
10.23**	<a href="#">Amended and Restated Change in Control Agreement, dated December 6, 2019, between UGI Corporation and Mr. John L. Walsh.</a>	UGI	Form 10-Q (12/31/19)	10.1
10.24**	<a href="#">Form of Confidentiality, Non-Competition and Non-Solicitation Agreement between UGI Corporation and Ted J. Jastrzebski.</a>	UGI	Form 10-Q (6/30/18)	10.1
10.25**	<a href="#">Form of Confidentiality, Non-Competition and Non-Solicitation Agreement between AmeriGas Propane, Inc. and Mr. Hugh J. Gallagher.</a>	AmeriGas Partners, L.P.	Form 10-Q (12/31/18)	10.1
10.26**	<a href="#">Form of Confidentiality, Non-Competition and Non-Solicitation Agreement between UGI Corporation and Mr. Roger Perreault.</a>	UGI	Form 10-Q (6/30/21)	10.4
10.27**	<a href="#">Form of Change in Control Agreement, Amended and Restated, between AmeriGas Propane, Inc. and Mr. Hugh J. Gallagher.</a>	AmeriGas Partners, L.P.	Form 10-Q (12/31/18)	10.2
10.28**	<a href="#">Form of Change in Control Agreement between UGI Corporation and Mr. Roger Perreault.</a>	UGI	Form 10-Q (6/30/21)	10.5
10.29**	<a href="#">Form of Confidentiality, Non-Competition and Non-Solicitation Agreement between UGI Corporation and Mr. Robert F. Beard.</a>	UGI	Form 10-K (9/30/20)	10.27
10.30**	<a href="#">Form of Change in Control Agreement between UGI Utilities, Inc. and Mr. Robert F. Beard.</a>	UGI	Form 10-K (9/30/20)	10.28

## Incorporation by Reference

Exhibit No.	Exhibit	Registrant	Filing	Exhibit
*10.31**	<a href="#">Form of Confidentiality, Non-Competition and Non-Solicitation Agreement between UGI Corporation and Ms. Judy Zagorski.</a>			
*10.32**	<a href="#">Form of Change in Control Agreement between UGI Corporation and Ms. Judy Zagorski.</a>			
10.33	<a href="#">Trademark License Agreement dated April 19, 1995 among UGI Corporation, AmeriGas, Inc., AmeriGas Propane, Inc., AmeriGas Partners, L.P. and AmeriGas Propane, L.P.</a>	UGI	Form 10-K (9/30/10)	10.37
10.34	<a href="#">First Amendment, dated as of November 18, 2015, to Trademark License Agreement, dated April 19, 1995, by and among UGI Corporation, AmeriGas, Inc., AmeriGas Propane, Inc., AmeriGas Partners, L.P., and AmeriGas Propane, L.P.</a>	AmeriGas Partners, L.P.	Form 10-K (9/30/15)	10.4
10.35	<a href="#">Trademark License Agreement, dated April 19, 1995 among AmeriGas Propane, Inc., AmeriGas Partners, L.P. and AmeriGas Propane, L.P.</a>	AmeriGas Partners, L.P.	Form 10-Q (12/31/10)	10.1
10.36	<a href="#">Form of Receivables Purchase Agreement, dated as of November 30, 2001, as amended through and including Amendment No. 18 thereto dated October 27, 2017, by and among UGI Energy Services, LLC, as servicer, Energy Services Funding Corporation, as seller, and PNC Bank, National Association, as issuer and administrator.</a>	UGI	Form 10-K (9/30/17)	10.38
10.37	<a href="#">Amendment No. 19, dated as of October 26, 2018, to Receivables Purchase Agreement, dated as of November 30, 2001 (as amended, supplemented or modified from time to time), by and among UGI Energy Services, LLC, as servicer, Energy Services Funding Corporation, as seller, and PNC Bank, National Association, as issuer and administrator.</a>	UGI	Form 8-K (10/26/18)	10.1

## Incorporation by Reference

Exhibit No.	Exhibit	Registrant	Filing	Exhibit
10.38	<a href="#">Amendment No. 20, dated as of October 25, 2019, to Receivables Purchase Agreement, dated as of November 30, 2001 (as amended, supplemented or modified from time to time), by and among UGI Energy Services, LLC, as servicer, Energy Services Funding Corporation, as seller, and PNC Bank, National Association, as issuer and administrator.</a>	UGI	Form 8-K (10/25/19)	10.1
10.39	<a href="#">Amendment No. 21, dated as of October 23, 2020, to Receivables Purchase Agreement, dated as of November 30, 2001, by and among UGI Energy Services, LLC, as servicer, Energy Services Funding Corporation, as seller, and PNC Bank, National Association, as issuer and administrator.</a>	UGI	Form 8-K (10/23/20)	10.1
10.40	<a href="#">Amendment No. 22, dated as of October 22, 2021, to Receivables Purchase Agreement, dated as of November 30, 2001, by and among UGI Energy Services, LLC, as servicer, Energy Services Funding Corporation, as seller, and PNC Bank, National Association, as issuer and administrator.</a>	UGI	Form 8-K (10/22/21)	10.1
10.41	<a href="#">Form of Purchase and Sale Agreement, dated as of November 30, 2001, as amended through and including Amendment No. 4 thereto dated October 1, 2013, by and between UGI Energy Services, LLC and Energy Services Funding Corporation.</a>	UGI	Form 10-K (9/30/17)	10.39
10.42	<a href="#">FSS Service Agreement No. 79028 effective as of December 1, 2019 by and between Columbia Gas Transmission, LLC and UGI Utilities, Inc.</a>	UGI	Form 10-K (9/30/19)	10.40
10.43	<a href="#">SST Service Agreement No. 79133 effective as of December 1, 2019 by and between Columbia Gas Transmission, LLC and UGI Utilities, Inc.</a>	UGI	Form 10-K (9/30/19)	10.41
10.44	<a href="#">Gas Supply and Delivery Service Agreement between UGI Utilities, Inc. and UGI Energy Services, LLC, effective November 1, 2015.</a>	Utilities	Form 10-K (9/30/16)	10.19

## Incorporation by Reference

Exhibit No.	Exhibit	Registrant	Filing	Exhibit
10.45	<a href="#">First Amendment, dated November 1, 2020, to Gas Supply and Delivery Service Agreement First Amendment, dated November 1, 2020, to Gas Supply and Delivery Service Agreement between UGI Utilities, Inc. and UGI Energy Services, LLC, effective November 1, 2015. UGI Utilities, Inc. and UGI Energy Services, LLC, effective November 1, 2015.</a>	UGI	Form 10-K (9/30/20)	10.41
10.46	<a href="#">Gas Supply and Delivery Service Agreement between UGI Utilities, Inc. and UGI Energy Services, LLC, effective November 1, 2020.</a>	UGI	Form 10-K (9/30/20)	10.42
*10.47	<a href="#">Gas Supply and Delivery Service Agreement between UGI Utilities, Inc. and UGI Energy Services, LLC, effective November 1, 2021.</a>			
10.48	<a href="#">Credit Agreement, dated as of June 27, 2019, by and among UGI Utilities, Inc., as borrower, PNC Bank, National Association, as administrative agent, Citizens Bank, N.A., as syndication agent, and the lenders party thereto.</a>	UGI	Form 10-Q (6/30/19)	10.1
10.49	<a href="#">Second Amended and Restated Credit Agreement dated as of December 15, 2017 by and among AmeriGas Propane, L.P., as Borrower, AmeriGas Propane, Inc., as a Guarantor, Wells Fargo Bank, National Association, as Administrative Agent, Swingline Lender, and Issuing Lender, Wells Fargo Securities, LLC, as Sole Lead Arranger and Sole Bookrunner, and the other financial institutions from time to time party thereto.</a>	AmeriGas Partners, L.P.	Form 8-K (12/15/17)	10.1



## Incorporation by Reference

Exhibit No.	Exhibit	Registrant	Filing	Exhibit
10.50	<a href="#">First Amendment, dated as of December 17, 2019, to Second Amended and Restated Credit Agreement, dated as of December 15, 2017, by and among AmeriGas Propane, L.P., as Borrower, AmeriGas Propane, Inc., as a Guarantor, Wells Fargo Bank, National Association, as Administrative Agent, Swingline Lender, and Issuing Lender, Wells Fargo Securities, LLC, as Sole Lead Arranger and Sole Bookrunner, and the other financial institutions from time to time party thereto.</a>	UGI	Form 10-Q (12/31/19)	10.3
10.51	<a href="#">Multicurrency Facilities Agreement, effective October 25, 2018, among International, as borrower, Natixis, as agent, mandated lead arranger, bookrunner and coordinator, Barclays Bank Plc, BNP Paribas, Credit Agricole Corporate and Investment Bank, HSBC France, ING Bank N.V., French Branch, Mediobanca International (Luxembourg) S.A., Raiffeisen Bank International AG and Societe Generale Corporate and Investment Banking, as mandated lead arrangers, and certain other lenders.</a>	UGI	Form 8-K (10/25/18)	4.2
10.52	<a href="#">Credit Agreement, dated as of August 13, 2019, by and among UGI Energy Services, LLC, as borrower, Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent, and the lenders party thereto.</a>	UGI	Form 8-K (8/13/19)	10.1
10.53	<a href="#">Third Amended and Restated Credit Agreement, dated as of March 6, 2020, by and among UGI Energy Services, LLC, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, PNC Bank, National Association, as syndication agent, and Wells Fargo Bank, National Association, as documentation agent.</a>	UGI	Form 8-K (3/6/20)	10.1

## Incorporation by Reference

Exhibit No.	Exhibit	Registrant	Filing	Exhibit
10.54	<a href="#">Amended and Restated Credit Agreement, dated as of May 4, 2021, by and among UGI Corporation and JPMorgan Chase Bank, N.A., as administrative agent, Citizens Bank, N.A., PNC Bank, National Association and Wells Fargo Bank, National Association, as co-documentation agents, and the other financial institutions from time to time party thereto.</a>	UGI	Form 8-K (5/4/21)	10.1
10.55	<a href="#">First Amendment to the Amended and Restated Credit Agreement, dated as of June 23, 2021, by and among UGI Corporation, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, and the lenders party thereto.</a>	UGI	Form 10-Q (6/30/21)	10.6
*14	<a href="#">Code of Business Conduct and Ethics.</a>			
*21	<a href="#">Subsidiaries of the Registrant.</a>			
*23	<a href="#">Consent of Ernst &amp; Young LLP</a>			
*31.1	<a href="#">Certification by the Chief Executive Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2021 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>			
*31.2	<a href="#">Certification by the Chief Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2021 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>			
*32	<a href="#">Certification by the Chief Executive Officer and the Chief Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2021, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>			
*101.INS	XBRL Instance - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document			
*101.SCH	XBRL Taxonomy Extension Schema			
*101.CAL	XBRL Taxonomy Extension Calculation Linkbase			

Incorporation by Reference				
Exhibit No.	Exhibit	Registrant	Filing	Exhibit
*101.DEF	XBRL Taxonomy Extension Definition Linkbase			
*101.LAB	XBRL Taxonomy Extension Labels Linkbase			
*101.PRE	XBRL Taxonomy Extension Presentation Linkbase			

\* Filed herewith.

\*\* As required by Item 15(a)(3), this exhibit is identified as a compensatory plan or arrangement.

## ITEM 16. FORM 10-K SUMMARY

None.

### EXHIBIT INDEX

Exhibit No.	Description
4.22	<a href="#">Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934.</a>
10.31	<a href="#">Form of Confidentiality, Non-Competition and Non-Solicitation Agreement between UGI Corporation and Ms. Judy Zagorski.</a>
10.32	<a href="#">Form of Change in Control Agreement between UGI Corporation and Ms. Judy Zagorski.</a>
10.47	<a href="#">Gas Supply and Delivery Service Agreement between UGI Utilities, Inc. and UGI Energy Services, LLC, effective November 1, 2021.</a>
14	<a href="#">Code of Business Conduct and Ethics.</a>
21	<a href="#">Subsidiaries of the Registrant.</a>
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31.2	<a href="#">Certification by the Chief Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2021 pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32	<a href="#">Certification by the Chief Executive Officer and the Chief Financial Officer relating to the Registrant's Report on Form 10-K for the fiscal year ended September 30, 2021, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101.INS	XBRL Instance - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	XBRL Taxonomy Extension Schema
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101.PRE	XBRL Taxonomy Extension Presentation Linkbase

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 19, 2021

**UGI CORPORATION**

By: /s/ Ted J. Jastrzebski

Ted J. Jastrzebski  
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on November 19, 2021, by the following persons on behalf of the Registrant in the capacities indicated.

<b>Signature</b>	<b>Title</b>
<u>/s/ Roger Perreault</u> Roger Perreault	President and Chief Executive Officer (Principal Executive Officer) and Director
<u>/s/ Ted J. Jastrzebski</u> Ted J. Jastrzebski	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Jean Felix Tematio Dontsop</u> Jean Felix Tematio Dontsop	Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)
<u>/s/ Frank S. Hermance</u> Frank S. Hermance	Chairman and Director
<u>/s/ M. Shawn Bort</u> M. Shawn Bort	Director
<u>/s/ Theodore A. Dosch</u> Theodore A. Dosch	Director
<u>/s/ Alan N. Harris</u> Alan N. Harris	Director
<u>/s/ Mario Longhi</u> Mario Longhi	Director
<u>/s/ William J. Marrazzo</u> William J. Marrazzo	Director
<u>/s/ Cindy J. Miller</u> Cindy J. Miller	Director
<u>/s/ Kelly A. Romano</u> Kelly A. Romano	Director
<u>/s/ James B. Stallings, Jr.</u> James B. Stallings, Jr.	Director
<u>/s/ John L. Walsh</u> John L. Walsh	Director

**UGI CORPORATION AND SUBSIDIARIES**  
FINANCIAL INFORMATION  
FOR INCLUSION IN ANNUAL REPORT ON FORM 10-K  
YEAR ENDED SEPTEMBER 30, 2021

UGI CORPORATION AND SUBSIDIARIES  
INDEX TO FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULES

	<u>Pages</u>
<a href="#">Management's Annual Report on Consolidated Financial Statements and Schedules</a>	F-3
<a href="#">Financial Statements:</a>	
<a href="#">Report of Independent Registered Public Accounting Firm (on Consolidated Financial Statements and Schedules)</a>	F-4
<a href="#">Consolidated Balance Sheets as of September 30, 2021 and 2020</a>	F-6
<a href="#">Consolidated Statements of Income for the years ended September 30, 2021, 2020 and 2019</a>	F-7
<a href="#">Consolidated Statements of Comprehensive Income for the years ended September 30, 2021, 2020 and 2019</a>	F-8
<a href="#">Consolidated Statements of Cash Flows for the years ended September 30, 2021, 2020 and 2019</a>	F-9
<a href="#">Consolidated Statements of Changes in Equity for the years ended September 30, 2021, 2020 and 2019</a>	F-10
<a href="#">Notes to Consolidated Financial Statements</a>	F-11
Financial Statement Schedules:	
For the years ended September 30, 2021, 2020 and 2019:	
<a href="#">I — Condensed Financial Information of Registrant (Parent Company)</a>	S-1
<a href="#">II — Valuation and Qualifying Accounts</a>	S-4

We have omitted all other financial statement schedules because the required information is either (1) not present; (2) not present in amounts sufficient to require submission of the schedule; or (3) included elsewhere in the financial statements or related notes.

**Management’s Annual Report on Consolidated Financial Statements and Schedules**

The Company’s consolidated financial statements and other financial information contained in this Annual Report were prepared by management, which is responsible for their fairness, integrity and objectivity. The consolidated financial statements and related information were prepared in accordance with GAAP and include amounts that are based on management’s best judgments and estimates.

The Audit Committee of the Board of Directors (the “Committee”) is composed of four members, each of whom is independent and a non-employee director of the Company. The Committee is responsible for monitoring and overseeing the financial reporting process, the adequacy of internal accounting controls, and the independence and performance of the Company’s independent registered public accounting firm and internal auditors. The Committee meets regularly, with and without management present, with the independent registered public accounting firm and the internal auditors, both of which report directly to the Committee. In addition, the Committee provides regular reports to the Board of Directors.

/s/ Roger Perrault  
Chief Executive Officer

/s/ Ted J. Jastrzebski  
Chief Financial Officer

/s/ Jean Felix Tematio Dontsop  
Chief Accounting Officer

## Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of UGI Corporation

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of UGI Corporation and subsidiaries (the Company) as of September 30, 2021 and 2020, the related consolidated statements of income, comprehensive income, changes in equity and cash flows for each of the three years in the period ended September 30, 2021, and the related notes and the financial statement schedules listed in the Index at Item 15(a) (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at September 30, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2021, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of September 30, 2021, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated November 19, 2021, expressed an unqualified opinion thereon.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.



<i>Description of the Matter</i>	<p><b>Valuation of general, automobile and product liability and workers’ compensation reserves</b></p> <p>As discussed in Note 2 to the consolidated financial statements, the Company is subject to risk of loss for general, automobile and product liability and workers’ compensation claims for which it obtains coverage under insurance policies that are subject to self-insured retentions or deductibles. The Company establishes reserves for pending and incurred but not reported claims associated with general, automobile and product liability matters and workers’ compensation when it is probable that a liability exists and the amount or range of amounts can be reasonably estimated.</p>
	<p>Auditing the Company’s general, automobile and product liability, and workers’ compensation reserves was complex and required us to involve our actuarial specialists due to the significant measurement uncertainty associated with the estimate and the use of actuarial methods. In addition, the reserve estimate is sensitive to significant management assumptions, including the loss development factors for reported claims.</p>
<i>How We Addressed the Matter in Our Audit</i>	<p>We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company’s valuation of general, automobile and product liability, and workers’ compensation reserves. For example, we tested controls over management’s review of the appropriateness of the assumptions used in the calculations and the completeness and accuracy of the data underlying the reserves.</p> <p>To test the valuation of general, automobile and product liability, and workers’ compensation reserves, our audit procedures included, among others, assessing the methodologies used to estimate the reserves and testing the completeness and accuracy of the underlying data. We involved our actuarial specialists to assist in evaluating the significant assumptions and actuarial methodologies used by the Company to estimate the total expected losses for claims. We also performed a search for unrecorded claims reserves related to claims incurred prior to the balance sheet date through examination of subsequent payments and other supporting documentation to determine if unrecorded claims affect the loss reserve estimation process or reserve balance.</p>
<i>/s/ Ernst &amp; Young LLP We have served as the Company’s auditor since 2014. Philadelphia, Pennsylvania November 19, 2021</i>	

UGI CORPORATION AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEETS  
(Millions of dollars)

	September 30,	
	2021	2020
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$ 855	\$ 336
Restricted cash	22	21
Accounts receivable (less allowances for doubtful accounts of \$53 and \$42, respectively)	880	652
Accrued utility revenues	15	14
Income taxes receivable	128	80
Inventories	469	241
Derivative instruments	665	44
Prepaid expenses	135	96
Other current assets	101	59
Total current assets	3,270	1,543
Property, plant and equipment		
Non-utility	6,486	6,393
Utility	5,022	4,265
	11,508	10,658
Accumulated depreciation	(3,950)	(3,698)
Net property, plant, and equipment	7,558	6,960
Goodwill	3,770	3,518
Intangible assets, net	583	677
Utility regulatory assets	373	395
Derivative instruments	338	38
Other assets	831	854
Total assets	\$ 16,723	\$ 13,985
<b>LIABILITIES AND EQUITY</b>		
Current liabilities		
Current maturities of long-term debt	\$ 110	\$ 53
Short-term borrowings	367	347
Accounts payable	837	475
Employee compensation and benefits accrued	181	162
Deposits and advances	208	204
Derivative instruments	60	64
Other current liabilities	534	450
Total current liabilities	2,297	1,755
Noncurrent liabilities		
Long-term debt	6,339	5,981
Deferred income taxes	1,137	640
Derivative instruments	38	59
Other noncurrent liabilities	1,381	1,413
Total liabilities	11,192	9,848
Commitments and contingencies (Note 17)		
Equity:		
UGI Corporation stockholders' equity:		
Preferred Stock, without par value (authorized 5,000,000 shares; issued 220,000 and 0 Series A shares, respectively)	213	—
UGI Common Stock, without par value (authorized – 450,000,000 shares; issued – 209,843,296 and 209,514,044 shares, respectively)	1,394	1,416
Retained earnings	4,081	2,908
Accumulated other comprehensive loss	(140)	(147)
Treasury stock, at cost	(26)	(49)
Total UGI Corporation stockholders' equity	5,522	4,128
Noncontrolling interests	9	9
Total equity	5,531	4,137
Total liabilities and equity	\$ 16,723	\$ 13,985

See accompanying Notes to Consolidated Financial Statements.

UGI CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF INCOME  
(Millions of dollars, except per share amounts)

	Year Ended September 30,		
	2021	2020	2019
Revenues	\$ 7,447	\$ 6,559	\$ 7,320
Costs and expenses:			
Cost of sales (excluding depreciation and amortization shown below)	2,614	3,149	4,323
Operating and administrative expenses	2,014	1,911	1,963
Loss on disposals of Conemaugh and HVAC	—	54	—
Depreciation and amortization	502	484	448
Other operating income, net	(33)	(21)	(31)
	5,097	5,577	6,703
Operating income	2,350	982	617
(Loss) income from equity investees	(63)	27	9
Loss on extinguishments of debt	—	—	(6)
Other non-operating income (expense), net	12	(20)	39
Interest expense	(310)	(322)	(258)
Income before income taxes	1,989	667	401
Income tax expense	(522)	(135)	(93)
Net income including noncontrolling interests	1,467	532	308
Deduct net income attributable to noncontrolling interests, principally in AmeriGas Partners prior to the AmeriGas Merger	—	—	(52)
Net income attributable to UGI Corporation	\$ 1,467	\$ 532	\$ 256
Earnings per common share attributable to UGI Corporation stockholders:			
Basic	\$ 7.02	\$ 2.55	\$ 1.44
Diluted	\$ 6.92	\$ 2.54	\$ 1.41
Weighted-average common shares outstanding (thousands):			
Basic	209,063	208,928	178,417
Diluted	212,126	209,869	181,111

See accompanying Notes to Consolidated Financial Statements.

UGI CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(Millions of dollars)

	Year Ended September 30,		
	2021	2020	2019
Net income including noncontrolling interests	\$ 1,467	\$ 532	\$ 308
Net gains (losses) on derivative instruments (net of tax of \$(1), \$15, and \$3, respectively)	3	(38)	(7)
Reclassifications of net losses on derivative instruments (net of tax of \$(7), \$(4), and \$(2), respectively)	18	9	2
Foreign currency translation adjustments (net of tax of \$(4), \$12, and \$(13), respectively)	(11)	15	(24)
Foreign currency (losses) gains on long-term intra-company transactions	(12)	84	(59)
Benefit plans, principally actuarial gains (losses) (net of tax of \$(3), \$1, and \$5, respectively)	7	(3)	(13)
Reclassifications of benefit plans actuarial losses and net prior service benefit (net of tax of \$(1), \$(1), and \$(1), respectively)	2	3	1
Other comprehensive income (loss)	7	70	(100)
Comprehensive income including noncontrolling interests	1,474	602	208
Deduct comprehensive income attributable to noncontrolling interests, principally in AmeriGas Partners prior to the AmeriGas Merger	—	—	(52)
Comprehensive income attributable to UGI Corporation	<u>\$ 1,474</u>	<u>\$ 602</u>	<u>\$ 156</u>

See accompanying Notes to Consolidated Financial Statements.

UGI CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Millions of dollars)

	Year Ended September 30,		
	2021	2020	2019
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Net income including noncontrolling interests	\$ 1,467	\$ 532	\$ 308
Adjustments to reconcile net income including noncontrolling interests to net cash provided by operating activities:			
Depreciation and amortization	502	484	448
Deferred income tax expense (benefit), net	478	146	(43)
Provision for uncollectible accounts	36	32	29
Changes in unrealized gains and losses on derivative instruments	(1,398)	(81)	259
Loss on disposals of Conemaugh and HVAC	—	54	—
Equity-based compensation expense	21	15	18
Loss (income) from equity investees	63	(27)	(9)
Other, net	31	21	15
Net change in:			
Accounts receivable and accrued utility revenues	(233)	(18)	83
Income taxes receivable	(48)	(80)	—
Inventories	(231)	(5)	84
Utility deferred fuel costs, net of changes in unsettled derivatives	(22)	17	(30)
Accounts payable	366	3	(97)
Derivative instruments collateral received (paid)	472	22	(41)
Other current assets	(10)	38	45
Other current liabilities	(13)	(51)	9
Net cash provided by operating activities	1,481	1,102	1,078
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Expenditures for property, plant and equipment	(690)	(655)	(705)
Acquisitions of businesses and assets, net of cash and restricted cash acquired	(397)	(16)	(1,362)
Investments in equity method investees	(65)	—	—
Other, net	39	22	12
Net cash used by investing activities	(1,113)	(649)	(2,055)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Dividends on UGI Common Stock	(282)	(273)	(200)
Distributions on AmeriGas Partners publicly held Common Units	—	—	(263)
Issuances of debt, net of issuance costs	656	209	2,412
Repayments of debt and finance leases	(405)	(86)	(738)
Receivables Facility net (repayments) borrowings	(19)	(27)	44
(Decrease) increase in short-term borrowings	(16)	(422)	327
Issuances of preferred stock, net of issuance costs	213	—	—
Issuances of UGI Common Stock	19	2	17
Repurchases of UGI Common Stock	—	(38)	(17)
Cash paid for AmeriGas Merger	—	—	(529)
Other	—	—	(11)
Net cash provided (used) by financing activities	166	(635)	1,042
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(14)	28	(16)
Cash, cash equivalents and restricted cash increase (decrease)	\$ 520	\$ (154)	\$ 49
<b>CASH, CASH EQUIVALENTS AND RESTRICTED CASH</b>			
Cash, cash equivalents and restricted cash at end of year	\$ 877	\$ 357	\$ 511
Cash, cash equivalents and restricted cash at beginning of year	357	511	462
Cash, cash equivalents and restricted cash increase (decrease)	\$ 520	\$ (154)	\$ 49
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>			
Cash paid for:			
Interest	\$ 297	\$ 311	\$ 248
Income taxes	\$ 96	\$ 75	\$ 74

See accompanying Notes to Consolidated Financial Statements.

UGI CORPORATION AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY  
(Millions of dollars, except per share amounts)

	Year Ended September 30,		
	2021	2020	2019
<b>Preferred stock, without par value</b>			
Balance, beginning of year	\$ —	\$ —	\$ —
Issuance of preferred stock	213	—	—
Balance, end of year	\$ 213	\$ —	\$ —
<b>Common stock, without par value</b>			
Balance, beginning of year	\$ 1,416	\$ 1,397	\$ 1,201
Common Stock issued in connection with employee and director plans, net of tax withheld	9	2	11
Equity-based compensation expense	16	17	15
AmeriGas Merger-related adjustments	—	—	170
Issuance of Equity Units - 2024 Purchase Contracts	(45)	—	—
Other	(2)	—	—
Balance, end of year	\$ 1,394	\$ 1,416	\$ 1,397
<b>Retained earnings</b>			
Balance, beginning of year	\$ 2,908	\$ 2,653	\$ 2,611
Net income attributable to UGI Corporation	1,467	532	256
Cash dividends on common stock (\$1.35, \$1.31, and \$1.145 per share, respectively)	(282)	(273)	(200)
Cumulative effect of change in accounting principle - ASC 606	—	—	(7)
Reclassification of stranded income tax effects related to TCJA	—	—	7
Losses on treasury stock transactions in connection with employee and director plans	(12)	(4)	(14)
Balance, end of year	\$ 4,081	\$ 2,908	\$ 2,653
<b>Accumulated other comprehensive income (loss)</b>			
Balance, beginning of year	\$ (147)	\$ (217)	\$ (110)
Reclassification of stranded income tax effects related to TCJA	—	—	(7)
Net gains (losses) on derivative instruments	3	(38)	(7)
Reclassification of net losses on derivative instruments	18	9	2
Benefit plans, principally actuarial gains (losses)	7	(3)	(13)
Reclassification of benefit plans actuarial losses and net prior service benefits	2	3	1
Foreign currency (losses) gains on long-term intra-company transactions	(12)	84	(59)
Foreign currency translation adjustments	(11)	15	(24)
Balance, end of year	\$ (140)	\$ (147)	\$ (217)
<b>Treasury stock</b>			
Balance, beginning of year	\$ (49)	\$ (16)	\$ (20)
Common Stock issued in connection with employee and director plans, net of tax withheld	24	8	24
Repurchases of common stock	—	(38)	(17)
Reacquired common stock – employee and director plans	(1)	(3)	(3)
Balance, end of year	\$ (26)	\$ (49)	\$ (16)
<b>Total UGI Corporation stockholders' equity</b>	<b>\$ 5,522</b>	<b>\$ 4,128</b>	<b>\$ 3,817</b>
<b>Noncontrolling interests</b>			
Balance, beginning of year	\$ 9	\$ 10	\$ 419
Net income attributable to noncontrolling interests, principally in AmeriGas Partners prior to the AmeriGas Merger	—	—	52
Dividends and distributions	—	—	(263)
AmeriGas Merger-related adjustments	—	—	(199)
Other	—	(1)	1
Balance, end of year	\$ 9	\$ 9	\$ 10
<b>Total equity</b>	<b>\$ 5,531</b>	<b>\$ 4,137</b>	<b>\$ 3,827</b>

See accompanying Notes to Consolidated Financial Statements.

**UGI Corporation and Subsidiaries**

**Notes to Consolidated Financial Statements**

(Currency in millions, except per share amounts and where indicated otherwise)

**Index to Notes**

**Note 1 — Nature of Operations**

**Note 2 — Summary of Significant Accounting Policies**

**Note 3 — Accounting Changes**

**Note 4 — Revenue from Contracts with Customers**

**Note 5 — AmeriGas Merger, Acquisitions and Dispositions**

**Note 6 — Debt**

**Note 7 — Income Taxes**

**Note 8 — Employee Retirement Plans**

**Note 9 — Utility Regulatory Assets and Liabilities and Regulatory Matters**

**Note 10 — Inventories**

**Note 11 — Property, Plant and Equipment**

**Note 12 — Goodwill and Intangible Assets**

**Note 13 — Equity**

**Note 14 — Equity-Based Compensation**

**Note 15 — Partnership Distributions**

**Note 16 — Leases**

**Note 17 — Commitments and Contingencies**

**Note 18 — Fair Value Measurements**

**Note 19 — Derivative Instruments and Hedging Activities**

**Note 20 — Accumulated Other Comprehensive Income (Loss)**

**Note 21 — Other Operating Income, Net and Other Non-Operating Income (Expense), Net**

**Note 22 — Equity Method Investments**

**Note 23 — Segment Information**

**Note 24 — Business Transformation Initiatives**

**Note 25 — Impact of Global Pandemic**

**Note 1 — Nature of Operations**

UGI is a holding company that, through subsidiaries and affiliates, distributes, stores, transports and markets energy products and related services. In the United States, we own and operate (1) a retail propane marketing and distribution business; (2) natural gas and electric distribution utilities; and (3) an energy marketing, midstream infrastructure, storage, natural gas gathering and processing, natural gas production, electricity generation and energy services businesses. In Europe, we market and distribute propane and other LPG and market other energy products and services.

We conduct a domestic propane marketing and distribution business through AmeriGas Partners. AmeriGas Partners conducts a national propane distribution business through its principal operating subsidiary AmeriGas OLP. AmeriGas Partners and AmeriGas OLP are Delaware limited partnerships. UGI's wholly owned second-tier subsidiary, AmeriGas Propane, Inc., serves as the general partner of AmeriGas Partners. On August 21, 2019, we completed the AmeriGas Merger pursuant to which we issued 34.6 million shares of UGI Common Stock and paid \$529 in cash to acquire all of the outstanding Common Units in AmeriGas Partners not already held by UGI or its subsidiaries, with the Partnership surviving as a wholly owned subsidiary of UGI. Prior to the AmeriGas Merger, UGI controlled the Partnership through its ownership of the General Partner, which held a 1% general partner interest (which included IDRs) and approximately 25.5% of the outstanding Common Units, and held an effective 27% ownership interest in AmeriGas OLP. The IDRs held by the General Partner prior to the AmeriGas Merger entitled it to receive distributions from AmeriGas Partners in excess of its general partner interest under certain circumstances (see Note 15). For additional information on the AmeriGas Merger, see Note 5.

UGI International, through subsidiaries and affiliates, conducts (1) an LPG distribution business throughout much of Europe and (2) an energy marketing business in France, Belgium, the Netherlands and the United Kingdom. These businesses are conducted principally through our subsidiaries, UGI France, Flaga, AvantiGas, DVEP and UniverGas.

Energy Services conducts, directly and through subsidiaries and affiliates, energy marketing, including RNG, midstream transmission, LNG storage, natural gas gathering and processing, natural gas and RNG production, electricity generation and energy services businesses primarily in the eastern region of the U.S., eastern Ohio, the panhandle of West Virginia and California. UGID owns electricity generation facilities principally located in Pennsylvania. Energy Services and its subsidiaries' storage, LNG and portions of its midstream transmission operations are subject to regulation by the FERC.

Upon acquisition of Mountaineer on September 1, 2021 (described below), our UGI Utilities segment includes UGI Utilities, Inc. and Mountaintop Energy Holdings, LLC. UGI Utilities, Inc. directly owns and operates Gas Utility, a natural gas distribution utility business in eastern and central Pennsylvania and in a portion of one Maryland county. Gas Utility is subject to regulation by the PAPUC, the FERC, and, with respect to a small service territory in one Maryland county, the MDPSC. UGI Utilities, Inc. also owns and operates Electric Utility, an electric distribution utility located in northeastern Pennsylvania. Electric Utility is subject to regulation by the PAPUC and the FERC.

On September 1, 2021, UGI acquired Mountaineer, the largest natural gas distribution company in West Virginia for a purchase price of \$540, which includes the assumption of approximately \$140 principal amounts of long-term debt. Mountaineer serves nearly 214,000 customers across 50 of the state's 55 counties. Mountaineer is subject to regulation by the WVPSC. For additional information on the Mountaineer Acquisition, see Note 5.

## **Note 2 — Summary of Significant Accounting Policies**

### **Basis of Presentation**

Our consolidated financial statements are prepared in accordance with GAAP. 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.

For purposes of comparability, certain prior-year amounts have been reclassified to conform to the current-year presentation.

### **Principles of Consolidation**

The consolidated financial statements include the accounts of UGI and its controlled subsidiary companies which are majority owned. We report outside ownership interests in other consolidated but less than 100%-owned subsidiaries, as noncontrolling interests. Prior to the AmeriGas Merger, we also reported the public's interest in the Partnership as a noncontrolling interest. We eliminate intercompany accounts and transactions when we consolidate.

We account for privately held equity securities of entities without readily determinable fair values in which we do not have control, but have significant influence over operating and financial policies, under the equity method. See Note 22 for more information on our equity method investments. Investments in equity securities related to entities in which we do not have significant influence over operating and financial policies are valued at their cost less impairment (if any).

### **Effects of Regulation**

Certain of our subsidiaries account for the financial effects of regulation in accordance with ASC 980. In accordance with this guidance, incurred costs that would otherwise be charged to expense are capitalized and recorded as regulatory assets when it is probable that the incurred costs will be recovered through rates in the future. Similarly, we recognize regulatory liabilities when it is probable that regulators will require customer refunds through future rates or when revenue is collected from customers for expenditures that have not yet been incurred. Regulatory assets and liabilities are classified as current if, upon initial recognition, the entire amount related to that item will be recovered or refunded within a year of the balance sheet date. Generally, regulatory assets and regulatory liabilities are amortized into expense and income over the periods authorized by the respective regulatory body. For additional information regarding the effects of rate regulation on our utility operations, see Note 9.



**Fair Value Measurements**

The Company applies fair value measurements on a recurring and, as otherwise required under ASC 820, on a nonrecurring basis. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. Fair value measurements performed on a recurring basis principally relate to derivative instruments and investments held in supplemental executive retirement plan grantor trusts.

ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three levels. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). A level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

We use the following fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels:

- Level 1 — Quoted prices (unadjusted) in active markets for identical assets and liabilities that we have the ability to access at the measurement date.
- Level 2 — Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable for the asset or liability, including quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived from observable market data by correlation or other means.
- Level 3 — Unobservable inputs for the asset or liability including situations where there is little, if any, market activity for the asset or liability.

Fair value is based upon assumptions that market participants would use when pricing an asset or liability, including assumptions about risk and risks inherent in valuation techniques and inputs to valuations. This includes not only the credit standing of counterparties and credit enhancements but also the impact of our own nonperformance risk on our liabilities. We evaluate the need for credit adjustments to our derivative instrument fair values. These credit adjustments were not material to the fair values of our derivative instruments.

**Derivative Instruments**

Derivative instruments are reported on the 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, whether it is subject to regulatory ratemaking mechanisms or if 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. Gains and losses on substantially all of the commodity derivative instruments used by UGI Utilities are included in regulatory assets or liabilities because it is probable such gains or losses will be recoverable from, or refundable to, customers. 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 cross-currency swaps and net investment hedges, if any, are included in cash flows from operating activities on the Consolidated Statements of Cash Flows. Cash flows from the interest portion of our cross-currency hedges, if any, are included in cash flows from operating activities while cash flows from the currency portion of such hedges, if any, are included in cash flows from financing activities. Cash flows from net investment hedges, if any, are included in cash flows from investing activities on the 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 19.

**Business Combination Purchase Price Allocations**

From time to time, the Company enters into material business combinations. The purchase price is allocated to the various assets acquired and liabilities assumed at their estimated fair value as of the acquisition date with the residual of the purchase price allocated to goodwill. Fair values of assets acquired and liabilities assumed are based upon available information. Estimating fair values is generally subject to significant judgment, estimates and assumptions especially with respect to intangible assets. The allocation of the purchase price may be modified up to one year after the acquisition date, under certain circumstances, as more information is obtained about the fair value of assets acquired and liabilities assumed.

**Foreign Currency Translation**

Balance sheets of international subsidiaries are translated into U.S. dollars using the exchange rate at the balance sheet date. Income statements and equity investee results are translated into U.S. dollars using an average exchange rate for each reporting period. Where the local currency is the functional currency, translation adjustments are recorded in other comprehensive income. Transactions denominated in currencies other than the functional currency are recorded based on exchange rates at the time such transactions arise with the impact of subsequent changes in such rates reflected in the income statement. The functional currency of a significant portion of our international operations is the euro.

**Revenue Recognition**

In accordance with ASC 606, 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. Certain revenues such as revenue from leases, financial instruments and other revenues are not within the scope of ASC 606 because they are not from contracts with customers. Such revenues are accounted for in accordance with other GAAP. Revenue-related taxes collected on behalf of customers and remitted to taxing authorities, principally sales and use taxes, are not included in revenues. Gross receipts taxes at Midstream & Marketing, Mountaineer and Electric Utility are presented on a gross basis. The Company has elected to use the practical expedient to expense the costs to obtain contracts when incurred for contracts that have a term less than one year. The costs incurred to obtain contracts that have durations of longer than one year are not material. See Note 4 for additional disclosures regarding the Company's revenue from contracts with customers.

**Accounts Receivable**

Accounts receivable are reported on the Consolidated Balance Sheets at the gross outstanding amount adjusted for an allowance for doubtful accounts. Accounts receivable that are acquired are initially recorded at fair value on the date of acquisition. Provisions for uncollectible accounts are established based upon our collection experience, the assessment of the collectability of specific amounts and the Company's best estimate of current expected credit losses. Accounts receivable are written off in the period in which the receivable is deemed uncollectible.

**LPG Delivery Expenses**

Expenses associated with the delivery of LPG to customers of the Partnership and our UGI International operations (including vehicle expenses, expenses of delivery personnel, vehicle repair and maintenance and general liability expenses) are classified as "Operating and administrative expenses" on the Consolidated Statements of Income. Depreciation expense associated with the Partnership and UGI International delivery vehicles is classified in "Depreciation and amortization" on the Consolidated Statements of Income.

**Income Taxes**

AmeriGas Partners and AmeriGas OLP are not directly subject to federal income taxes. Instead, their taxable income or loss is allocated to the individual partners which, prior to the AmeriGas Merger, included public holders of AmeriGas Partners Common Units. We record income taxes on (1) our share of the Partnership's current taxable income or loss and (2) the differences between the book and tax basis of our investment in the Partnership. AmeriGas OLP has subsidiaries which operate in corporate form and are directly subject to federal and state income taxes. Legislation in certain states allows for taxation of partnership income and the accompanying financial statements reflect state income taxes resulting from such legislation.

UGI Utilities records deferred income taxes in the Consolidated Statements of Income resulting from the use of accelerated tax depreciation methods based upon amounts recognized for ratemaking purposes. UGI Utilities also records a deferred income tax liability for tax benefits, principally the result of accelerated tax depreciation for state income tax purposes, that are flowed

**UGI Corporation and Subsidiaries**
**Notes to Consolidated Financial Statements**

(Currency in millions, except per share amounts and where indicated otherwise)

through to ratepayers when temporary differences originate and records a regulatory income tax asset for the probable increase in future revenues that will result when the temporary differences reverse.

We record interest on underpayments and overpayments of income taxes, and income tax penalties, in “Income tax expense” on the Consolidated Statements of Income. Interest income or expense recognized in “Income tax expense” on the Consolidated Statements of Income was not material for all periods presented.

**Earnings Per Common Share**

Basic earnings per share attributable to UGI Corporation stockholders reflect the weighted-average number of common shares outstanding. Diluted earnings per share attributable to UGI Corporation include the effects of dilutive stock options, common stock awards and Equity Units. Shares used in computing basic and diluted earnings per share are as follows:

(Thousands of shares)	2021	2020	2019
Weighted-average common shares outstanding for basic computation (a)	209,063	208,928	178,417
Incremental shares issuable for stock options, common stock awards and Equity Units (b) (c)	3,063	941	2,694
Weighted-average common shares outstanding for diluted computation	212,126	209,869	181,111

(a) Fiscal 2019 includes the partial-year impact from the August 2019 issuance of 34,613 shares of UGI Common Stock in connection with the AmeriGas Merger (see Note 5).

(b) Fiscal 2021 includes the partial-year impact of common shares assumed to be outstanding under the if-converted method in connection with the May 2021 issuance of Equity Units (see Note 13).

(c) For Fiscal 2021, Fiscal 2020 and Fiscal 2019 there were 5,267 shares, 7,056 shares and 1,162 shares, respectively, associated with outstanding stock option awards that were not included in the computation of diluted earnings per share because their effect was antidilutive.

**Cash, Cash Equivalents and Restricted Cash**

Cash and cash equivalents include cash on hand, cash in banks and highly liquid investments with maturities of three months or less when purchased. Restricted cash principally represents those cash balances in our commodity futures brokerage accounts that are restricted from withdrawal.

The following table provides a reconciliation of the total cash, cash equivalents and restricted cash reported on the Consolidated Balance Sheets to the corresponding amounts reported on the Consolidated Statements of Cash Flows.

	2021	2020	2019
Cash and cash equivalents	\$ 855	\$ 336	\$ 447
Restricted cash	22	21	64
Cash, cash equivalents and restricted cash	\$ 877	\$ 357	\$ 511

**Inventories**

Our inventories are stated at the lower of cost or net realizable value. We determine cost using an average cost method for non-utility LPG and natural gas and utility inventories; specific identification for appliances; and the FIFO method for all other inventories.

The Company accounts for renewable energy certificates as inventory, which generally represents costs incurred to generate a certificate for sale. The Company recognizes revenue from the sale of renewable energy certificates when control of the certificate is transferred to the buyer, and the cost of the certificate, if any, is then recorded within “Cost of sales” on the Consolidated Statements of Income.

**Property, Plant and Equipment and Related Depreciation**

We record property, plant and equipment at the lower of original cost or fair value, if impaired. Capitalized costs include labor, materials and other direct and indirect costs, and for certain operations subject to cost-of-service rate regulation, AFUDC. We also include in property, plant and equipment costs associated with computer software we develop or obtain for use in our business. The amounts assigned to property, plant and equipment of acquired businesses are based upon estimated fair value at

date of acquisition. When we retire or otherwise dispose of non-utility plant and equipment, we eliminate the associated cost and accumulated depreciation and recognize any resulting gain or loss in "Other operating income, net" on the Consolidated Statements of Income. For property subject to cost of service rate regulation, upon retirement we charge the original cost to accumulated depreciation for financial accounting purposes. Costs incurred to retire UGI Utilities, Inc. plant and equipment, net of salvage, are recorded in regulatory assets and amortized over five years, consistent with prior ratemaking treatment.

We record depreciation expense on non-utility plant and equipment on a straight-line basis over estimated economic useful lives. We record depreciation expense for UGI Utilities' plant and equipment on a straight-line basis based upon the projected service lives of the various classes of its depreciable property. We classify amortization of computer software and related IT system installation costs included in property, plant and equipment as depreciation expense. No depreciation expense is included in cost of sales on the Consolidated Statements of Income.

#### Goodwill and Intangible Assets

**Intangible Assets.** We amortize intangible assets over their estimated useful lives unless we determine their lives to be indefinite. Estimated useful lives of definite-lived intangible assets, primarily consisting of customer relationships (other than customer relationships acquired in the CMG Acquisition), certain tradenames and noncompete agreements, generally do not exceed 15 years. The estimated useful lives of customer relationships acquired in the CMG Acquisition is 35 years (see Note 5). We test definite-lived intangible assets for impairment whenever events or changes in circumstances indicate that the associated carrying amounts may be impaired. Determining whether an impairment loss occurred requires comparing the carrying amount to the estimated fair value of the asset in accordance with ASC 820. Intangible assets with indefinite lives are not amortized but are tested for impairment annually (and more frequently if events or changes in circumstances between annual tests indicate that it is more likely than not that they are impaired) and written down to fair value, if impaired.

**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. Components are aggregated into a single reporting unit if they have similar economic characteristics. Each of our reporting units with goodwill is required to perform impairment tests annually or whenever events or circumstances indicate that the value of goodwill may be impaired.

For certain of our reporting units with goodwill, we assess qualitative factors to determine whether it is more likely than not that the fair value of such reporting unit is less than its carrying amount. For our other reporting units with goodwill, we bypass the qualitative assessment and perform the quantitative assessment by comparing the fair values of the reporting units with their carrying amounts, including goodwill. If the carrying amount of a reporting unit exceeds its fair value, an impairment loss is recognized in an amount equal to such excess but not to exceed the total amount of the goodwill of the reporting unit.

There were no accumulated goodwill impairment losses at September 30, 2021 and 2020, and no provisions for goodwill impairments were recognized for all periods presented. For further information on our goodwill and intangible assets, see Note 12.

#### Impairment of Long-Lived Assets

Impairment testing for long-lived assets (or an asset group) is required when circumstances indicate that such assets may be impaired. If it is determined that a triggering event has occurred, we perform a recoverability test based upon estimated undiscounted cash flow projections expected to be realized over the remaining useful life of the long-lived asset. If the undiscounted cash flows used in the recoverability test are less than the long-lived asset's carrying amount, we determine its fair value. If the fair value is determined to be less than its carrying amount, the long-lived asset is reduced to its estimated fair value and an impairment loss is recognized in an amount equal to such shortfall. When determining whether a long-lived asset has been impaired, management groups assets at the lowest level that has identifiable cash flows.

During the fourth quarter of Fiscal 2021, the Company identified impairment indicators associated with certain natural gas gathering system asset groups within the Midstream & Marketing reportable segment having a carrying value of approximately \$100 at September 30, 2021. The impairment indicators resulted from the bankruptcy of a significant customer, as well as payment delinquencies resulting from the deterioration in the financial condition of an additional customer. These events resulted in a significant decline in the current forecasted operating cash flows associated with the related asset groups. The Company performed a recoverability test as a result of these triggering events utilizing an estimate of undiscounted cash flows related to the asset groups. While this analysis currently indicates that such carrying amounts are expected to be recovered,

events and/or changes in circumstances may occur in the near term resulting in a change in management’s estimates of undiscounted cash flows. Any such events or changes could ultimately impact recoverability and result in an impairment loss equal to the difference between the calculated fair value of such asset groups and their estimated carrying value.

No material provisions for impairments of long-lived assets were recorded during Fiscal 2019. See Note 5 for further information on the losses associated with the dispositions of Conemaugh and HVAC during Fiscal 2020.

#### **Refundable Tank and Cylinder Deposits**

Included in “Other noncurrent liabilities” on our Consolidated Balance Sheets are customer paid deposits on tanks and cylinders primarily owned by subsidiaries of UGI France of \$296 and \$300 at September 30, 2021 and 2020, respectively. Deposits are refundable to customers when the tanks or cylinders are returned in accordance with contract terms.

#### **Environmental Matters**

We are subject to environmental laws and regulations intended to mitigate or remove the effects of past operations and improve or maintain the quality of the environment. These laws and regulations require the removal or remedy of the effect on the environment of the disposal or release of certain specified hazardous substances at current or former operating sites.

Environmental reserves are accrued when assessments indicate that it is probable that a liability has been incurred and an amount can be reasonably estimated. Amounts recorded as environmental liabilities on the Consolidated Balance Sheets represent our best estimate of costs expected to be incurred or, if no best estimate can be made, the minimum liability associated with a range of expected environmental investigation and remediation costs. These estimates are based upon a number of factors including whether the Company will be responsible for such remediation, the scope and cost of the remediation work to be performed, the portion of costs that will be shared with other potentially responsible parties, the timing of the remediation and possible impact of changes in technology, and the regulations and requirements of local governmental authorities. Our estimated liability for environmental contamination is reduced to reflect anticipated participation of other responsible parties but is not reduced for possible recovery from insurance carriers. Under GAAP, if the amount and timing of cash payments associated with environmental investigation and cleanup are reliably determinable, such liabilities are discounted to reflect the time value of money. We intend to pursue recovery of incurred costs through all appropriate means, including regulatory relief. Gas Utility receives ratemaking recognition of environmental investigation and remediation costs associated with in-state environmental sites. This ratemaking recognition balances the accumulated difference between historical costs and rate recoveries with an estimate of future costs associated with the sites. For further information, see Note 17.

#### **Loss Contingencies Subject to Insurance**

We are subject to risk of loss for general, automobile and product liability, and workers’ compensation claims for which we obtain insurance coverage under insurance policies that are subject to self-insured retentions or deductibles. In accordance with GAAP, we record accruals when it is probable that a liability exists and the amount or range of amounts can be reasonably estimated. When no amount within a range of possible loss is a better estimate than any other amount within the range, liabilities recorded are based upon the low end of the range. For litigation and pending claims including those covered by insurance policies, the analysis of probable loss is performed on a case by case basis and includes an evaluation of the nature of the claim, the procedural status of the matter, the probability or likelihood of success in prosecuting or defending the claim, the information available with respect to the claim, the opinions and views of outside counsel and other advisors, and past experience in similar matters. With respect to unasserted claims arising from unreported incidents, we may use the work of specialists to estimate the ultimate losses to be incurred using actuarially determined loss development factors applied to actual claims data. Our estimated reserves for loss contingencies may differ materially from the ultimate liability and such reserves may change materially as more information becomes available and estimated reserves are adjusted. We maintain insurance coverage such that our net exposure for claims covered by insurance would be limited to the self-insured retentions or deductibles, claims above which would be paid by the insurance carrier. For such claims, we record a receivable related to the amount of the liability expected to be paid by insurance.

#### **Employee Retirement Plans**

We use a market-related value of plan assets and an expected long-term rate of return to determine the expected return on assets of our U.S. pension and other postretirement plans. The market-related value of plan assets, other than equity investments, is based upon fair values. The market-related value of equity investments is calculated by rolling forward the prior-year’s market-

related value with contributions, disbursements and the expected return on plan assets. One third of the difference between the expected and the actual value is then added to or subtracted from the expected value to determine the new market-related value (see Note 8).

### **Note 3 — Accounting Changes**

#### **New Accounting Standards Adopted in Fiscal 2021**

**Credit Losses.** Effective October 1, 2020, the Company adopted ASU 2016-13, “Measurement of Credit Losses on Financial Instruments,” including subsequent amendments, using a modified retrospective transition approach. This ASU, as subsequently amended, requires entities to estimate lifetime expected credit losses for financial instruments not measured at fair value through net income, including trade and other receivables, net investments in leases, financial receivables, debt securities, and other financial instruments, which may result in earlier recognition of credit losses. Further, the new current expected credit loss model may affect how entities estimate their allowance for losses related to receivables that are current with respect to their payment terms. The adoption of the new guidance did not have a material impact on our consolidated financial statements.

#### **New Accounting Standard Adopted Effective October 1, 2021**

**Income Taxes.** In December 2019, the FASB issued ASU 2019-12, “Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes.” This ASU simplifies the accounting for income taxes by eliminating certain exceptions within the existing guidance for recognizing deferred taxes for equity method investments, performing intraperiod allocations and calculating income taxes in interim periods. Further, this ASU clarifies existing guidance related to, among other things, recognizing deferred taxes for goodwill and allocated taxes to members of a consolidated group. Effective October 1, 2021, the Company adopted this ASU, as updated, using a prospective approach. The adoption of the new guidance did not have a material impact on our consolidated financial statements.

#### **Accounting Standard Not Yet Adopted**

**Debt and Derivatives and Hedging.** In August 2020, the FASB issued ASU 2020-06, “Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity’s Own Equity (Subtopic 815-40).” The amendments in this ASU affect entities that issue convertible instruments and/or contracts indexed to and potentially settled in an entity’s own equity. This ASU reduces the number of accounting models for convertible debt instruments and convertible preferred stock, expands disclosure requirements for convertible instruments, and simplifies the related earnings per share guidance. This new guidance is effective for the Company for interim and annual periods beginning October 1, 2022 (Fiscal 2023). Early adoption is permitted. The amendments in this ASU may be adopted using the modified or full retrospective transition methods. The Company is in the process of assessing the impact on its financial statements from the adoption of the new guidance and determining the transition method and the period in which the new guidance will be adopted.

### **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. The Company generally has the right to consideration from a customer in an amount that corresponds directly with the value to the customer for performance completed to date. As such, we have elected to recognize revenue in the amount to which we have a right to invoice except in the case of certain of UGI Utilities’ large delivery service customers and Midstream & Marketing’s peaking contracts for which we recognize revenue on a straight-line basis over the term of the contract, consistent with when the performance obligations are satisfied by the Company.

We do not have a significant financing component in our contracts because we receive payment shortly before, at, or shortly after the transfer of control of the good or service. Because the period between the time the performance obligation is satisfied and payment is received is generally one year or less, the Company has elected to apply the significant financing component practical expedient and no amount of consideration has been allocated as a financing component.

The Company’s revenues from contracts with customers are discussed below.

**Utility Revenues**

UGI Utilities supplies natural gas and electricity and provides distribution services of natural gas and electricity to residential, commercial, and industrial customers who are generally billed at standard regulated tariff rates approved by the regulatory bodies through the ratemaking process. Tariff rates include a component that provides for a reasonable opportunity to recover operating costs and expenses and to earn a return on net investment, and a component that provides for the recovery, subject to reasonableness reviews, of PGC, PGA and DS costs.

Customers may choose to purchase their natural gas and electricity from UGI Utilities, or, alternatively, may contract separately with alternate suppliers. Accordingly, our contracts with customers comprise two promised goods or services: (1) delivery service of natural gas and electricity through the Company's utility distribution systems and (2) the natural gas or electricity commodity itself for those customers who choose to purchase the natural gas or electricity directly from the Company. Revenue is not recorded for the sale of natural gas or electricity to customers who have contracted separately with alternate suppliers. For those customers who choose to purchase their natural gas or electricity from the Company, the performance obligation includes both the supply of the commodity and the delivery service.

The terms of our core market customer contracts are generally considered day-to-day as customers can discontinue service at any time without penalty. Performance obligations are generally satisfied over time as the natural gas or electricity is delivered to customers, at which point the customers simultaneously receive and consume the benefits provided by the delivery service and, when applicable, the commodity. Amounts are billed to customers based upon the reading of a customer's meter, which occurs on a cycle basis throughout each reporting period. An unbilled amount is recorded at the end of each reporting period based upon estimated amounts of natural gas or electricity delivered to customers since the date of the last meter reading. These unbilled estimates consider various factors such as historical customer usage patterns, customer rates and weather.

UGI Utilities has certain fixed-term contracts with large commercial and industrial customers to provide natural gas delivery services at contracted rates and at volumes generally based on the customer's needs. The performance obligation to provide the contracted delivery service for these large commercial and industrial customers is satisfied over time and revenue is generally recognized on a straight-line basis.

UGI Utilities makes off-system sales whereby natural gas delivered to our system in excess of amounts needed to fulfill our distribution system needs is sold to other customers, primarily other distributors of natural gas, based on an agreed-upon price and volume between the Company and the counterparty. UGI Utilities also sells excess natural gas capacity whereby interstate pipeline capacity in excess of amounts needed to meet our customer obligations is sold to other distributors of natural gas based upon an agreed-upon rate. Off-system sales and capacity releases are generally entered into one month at a time and comprise the sale of a specific volume of gas or pipeline capacity at a specific delivery point or points over a specific time. As such, performance obligations associated with off-system sales and capacity release customers are satisfied, and associated revenue is recorded, when the agreed upon volume of natural gas is delivered or capacity is provided, and title is transferred, in accordance with the contract terms.

Electric Utility provides transmission services to PJM by allowing PJM to access Electric Utility's electricity transmission facilities. In exchange for providing access, PJM pays Electric Utility consideration determined by a formula-based rate approved by the FERC. The formula-based rate, which is updated annually, allows recovery of costs incurred to provide transmission services and return on transmission-related net investment. We recognize revenue over time as we provide transmission service.

Other Utility revenues represent revenues from other ancillary services provided to customers and are generally recorded as the service is provided to customers.

**Non-Utility Revenues**

**LPG.** AmeriGas Propane and UGI International record revenue principally from the sale of LPG to retail and wholesale customers. The primary performance obligation associated with the sale of LPG is the delivery of propane to (1) the customer's point of delivery for retail customers and (2) the customer's specified location where LPG is picked up by wholesale customers, at which point control of the propane is transferred to the customer, the performance obligation is satisfied, and the associated revenue is recognized. For contracts with retail customers that consume LPG from a metered tank, we recognize revenue as LPG is consumed, at which point we have the right to invoice, and generally invoice monthly based on consumption.

Contracts with customers comprise different types of contracts with varying length terms, fixed or variable prices, and fixed or variable quantities. Contracts with our residential customers, which comprise a substantial number of our customer contracts, are generally one year or less. Customer contracts for the sale of LPG include fixed-price, fixed-quantity contracts under which LPG is provided to customers at a fixed price and a fixed volume, and contracts that provide for the sale of propane at market prices at date of delivery with no fixed volumes. AmeriGas Propane offers contracts that permit customers to lock in a fixed price for their volumes for a fee and also provide customers with the option to pre-buy a fixed amount of propane at a fixed price. Amounts received under pre-buy arrangements are recorded as a contract liability when received and recorded as revenue when LPG is delivered and control is transferred to the customer. Fee revenue associated with fixed-price contracts are recorded as contract liabilities and recorded ratably over the contract period.

AmeriGas Propane and UGI International also distribute LPG to customers in portable cylinders. Under certain contracts, filled cylinders are delivered, and control is transferred, to a reseller. In such instances, the reseller is our customer and we record revenue upon delivery to the reseller. Under other contracts, filled cylinders are delivered to a reseller, but the Company retains control of the cylinders. In such instances, we record revenue at the time the reseller transfers control of the cylinder to the end user.

Certain retail LPG customers for AmeriGas Propane receive credits which we account for as variable consideration. We estimate these credits based upon past practices and historical customer experience and we reduce our revenues recognized for these credits.

Energy Marketing. Midstream & Marketing and UGI International operate energy marketing businesses that sell energy commodities, principally natural gas and electricity, to residential, commercial, industrial and wholesale customers.

Midstream & Marketing and UGI International market natural gas and electricity on full-requirements or agreed-upon volume bases under contracts with varying length terms and at fixed or floating prices that are based on market indices adjusted for differences in price between the market location and delivery locations. Performance obligations associated with these contracts primarily comprise the delivery of the natural gas and electricity over a contractual period of time. Performance obligations also include other energy-related ancillary services provided to customers such as capacity. For performance obligations that are satisfied at a point in time such as the delivery of natural gas, revenue is recorded when customers take control of the natural gas. Revenue is recorded for performance obligations that qualify as a series, when customers consume the natural gas or electricity is delivered, which corresponds to the amount invoiced to the customer. For transactions where the price or volume is not fixed, the transaction price is not determined until delivery occurs. The billed amount, and the revenue recorded, is based upon consumption by the customer.

Midstream. Midstream & Marketing provides natural gas pipeline transportation, natural gas gathering, natural gas processing and natural gas underground storage services, which generally contain a performance obligation for the Company to have availability to transport or store a product. Additionally, the Company provides stand-ready services to sell supplemental energy products and related services, primarily LNG and propane-air mixtures during periods of high demand that typically result from cold weather. The Company also sells LNG to end-user customers for use by trucks, drilling rigs and other motored vehicles and equipment, and facilities that are located off the natural gas grid.

Contracts for natural gas transportation and gathering services are typically long-term contracts with terms of up to 30 years, while contracts for storage are typically for one-year or multiple storage season periods. Contracts to provide natural gas during periods of high demand have terms of up to 15 years. Contracts to sell LNG for trucks, drilling rigs and other motor vehicles and facilities are typically short-term (less than one year). Depending on the type of services provided or goods sold, midstream revenues may consist of demand rates, commodity rates, and transportation rates and may include other fees for ancillary services. Pipeline transportation, natural gas gathering and storage services provided and services to stand ready to sell supplemental energy products and services each are considered to have a single performance obligation satisfied through the passage of time ratably based upon providing a stand-ready service generally on a monthly basis. Contracts to sell LNG to end-user customers contain performance obligations to deliver LNG over the term of the contract and revenue is recognized at a point in time when the control of the energy products is transferred to the customer. The price in the contract corresponds to our efforts to satisfy the performance obligation and reflects the consideration we expect to receive for the satisfied performance obligation, and, therefore, the revenue is recognized based on the volume delivered and the price within the contract. In cases where shipping and handling occurs prior to the LNG being delivered to the customer's storage vessel, we have elected to treat this as a cost of fulfillment and not a separate performance obligation. Revenues are typically billed and payment received monthly. Advance fees received from customers for stand-ready services are deferred as contract liabilities and revenue is recognized ratably over time as the performance obligation is satisfied over a period less than one year.



Other. Other revenues from contracts with customers are generated primarily from services and products provided by Midstream & Marketing's HVAC business, prior to its sale in September 2020, and AmeriGas Propane's parts and services business. The performance obligations of these businesses include installation, repair and warranty agreements associated with HVAC equipment and installation services provided for combined heat and power and solar panel installations. For installation and repair goods and services, the performance obligations under these contracts are satisfied, and revenue is recognized, as control of the product is transferred or the services are rendered. For warranty services, revenue is recorded ratably over the warranty period. Other LPG revenues from contracts with customers are generated primarily from certain fees AmeriGas Propane and UGI International charge associated with the delivery of LPG, including hazmat safety compliance, inspection, metering, installation, fuel recovery and certain other services. Revenues from fees are typically recorded when the LPG is delivered to the customer or the associated service is completed.

	The following table presents our disaggregated revenues by reportable segment during Fiscal 2021, Fiscal 2020 and Fiscal 2019:						
2021	Total	Eliminations (a)	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other
Revenues from contracts with customers:							
Utility:							
Core Market:							
Residential	\$ 568	\$ —	\$ —	\$ —	\$ —	\$ 568	\$ —
Commercial & Industrial	218	—	—	—	—	218	—
Large delivery service	148	—	—	—	—	148	—
Off-system sales and capacity releases	51	(62)	—	—	—	113	—
Other	21	(2)	—	—	—	23	—
Total Utility	1,006	(64)	—	—	—	1,070	—
Non-Utility:							
LPG:							
Retail	3,957	—	2,203	1,754	—	—	—
Wholesale	328	—	139	189	—	—	—
Energy Marketing	1,564	(126)	—	605	1,085	—	—
Midstream:							
Pipeline	181	—	—	—	181	—	—
Peaking	16	(98)	—	—	114	—	—
Other	8	—	—	—	8	—	—
Electricity Generation	13	—	—	—	13	—	—
Other	275	—	206	69	—	—	—
Total Non-Utility	6,342	(224)	2,548	2,617	1,401	—	—
Total revenues from contracts with customers	7,348	(288)	2,548	2,617	1,401	1,070	—
Other revenues (b)	99	(3)	66	34	5	9	(12)
Total revenues	\$ 7,447	\$ (291)	\$ 2,614	\$ 2,651	\$ 1,406	\$ 1,079	\$ (12)

**UGI Corporation and Subsidiaries**
**Notes to Consolidated Financial Statements**

(Currency in millions, except per share amounts and where indicated otherwise)

2020	Total	Eliminations (a)	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other
<b>Revenues from contracts with customers:</b>							
<b>Utility:</b>							
Core Market:							
Residential	\$ 563	\$ —	\$ —	\$ —	\$ —	\$ 563	\$ —
Commercial & Industrial	215	—	—	—	—	215	—
Large delivery service	142	—	—	—	—	142	—
Off-system sales and capacity releases	48	(45)	—	—	—	93	—
Other	14	(2)	—	—	—	16	—
Total Utility	982	(47)	—	—	—	1,029	—
<b>Non-Utility:</b>							
LPG:							
Retail	3,499	—	2,037	1,462	—	—	—
Wholesale	211	—	63	148	—	—	—
Energy Marketing	1,233	(79)	—	434	878	—	—
Midstream:							
Pipeline	168	—	—	—	168	—	—
Peaking	6	(100)	—	—	106	—	—
Other	7	—	—	—	7	—	—
Electricity Generation	34	—	—	—	34	—	—
Other	312	(3)	215	60	40	—	—
Total Non-Utility	5,470	(182)	2,315	2,104	1,233	—	—
<b>Total revenues from contracts with customers</b>	<b>6,452</b>	<b>(229)</b>	<b>2,315</b>	<b>2,104</b>	<b>1,233</b>	<b>1,029</b>	<b>—</b>
Other revenues (b)	107	(3)	66	23	14	1	6
<b>Total revenues</b>	<b>\$ 6,559</b>	<b>\$ (232)</b>	<b>\$ 2,381</b>	<b>\$ 2,127</b>	<b>\$ 1,247</b>	<b>\$ 1,030</b>	<b>\$ 6</b>

**UGI Corporation and Subsidiaries**
**Notes to Consolidated Financial Statements**

(Currency in millions, except per share amounts and where indicated otherwise)

2019	Total	Eliminations (a)	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other
<b>Revenues from contracts with customers:</b>							
<b>Utility:</b>							
Core Market:							
Residential	\$ 553	\$ —	\$ —	\$ —	\$ —	\$ 553	\$ —
Commercial & Industrial	226	—	—	—	—	226	—
Large delivery service	138	—	—	—	—	138	—
Off-system sales and capacity releases	46	(65)	—	—	—	111	—
Other (c)	15	(3)	—	—	—	18	—
Total Utility	978	(68)	—	—	—	1,046	—
<b>Non-Utility:</b>							
LPG:							
Retail	4,008	—	2,341	1,667	—	—	—
Wholesale	233	—	64	169	—	—	—
Energy Marketing	1,521	(134)	—	448	1,207	—	—
Midstream:							
Pipeline	95	—	—	—	95	—	—
Peaking	17	(97)	—	—	114	—	—
Other	2	—	—	—	2	—	—
Electricity Generation	43	—	—	—	43	—	—
Other	314	(3)	213	55	49	—	—
Total Non-Utility	6,233	(234)	2,618	2,339	1,510	—	—
<b>Total revenues from contracts with customers</b>	<b>7,211</b>	<b>(302)</b>	<b>2,618</b>	<b>2,339</b>	<b>1,510</b>	<b>1,046</b>	<b>—</b>
Other revenues (b)	109	(4)	64	33	6	3	7
<b>Total revenues</b>	<b>\$ 7,320</b>	<b>\$ (306)</b>	<b>\$ 2,682</b>	<b>\$ 2,372</b>	<b>\$ 1,516</b>	<b>\$ 1,049</b>	<b>\$ 7</b>

(a) Includes intersegment revenues principally among Midstream &amp; Marketing, UGI Utilities and AmeriGas Propane.

(b) Primarily represents revenues from tank rentals at AmeriGas Propane and UGI International, revenues from certain gathering assets at Midstream &amp; Marketing, revenues from alternative revenue programs at UGI Utilities, Inc., and gains and losses on commodity derivative instruments not associated with current-period transactions reflected in Corporate &amp; Other, none of which are within the scope of ASC 606 and are accounted for in accordance with other GAAP.

(c) UGI Utilities includes an unallocated negative surcharge revenue reduction of \$(6) during Fiscal 2019 as a result of a PAPUC Order issued May 17, 2018, related to the TCJA (see Note 9).

**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 at September 30, 2021 and 2020. Substantially all of our receivables are unconditional rights to consideration and are included in “Accounts receivable” and, in the case of UGI Utilities, “Accrued utility revenues” on the 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 \$149 and \$161 at September 30, 2021 and 2020, respectively, and are primarily included in “Deposits and Advances” on the Consolidated Balance Sheets. Revenue recognized during Fiscal 2021, Fiscal 2020 and Fiscal 2019 from the amount included in contract liabilities at September 30, 2020, September 30, 2019 and October 1, 2018 was \$138, \$122 and \$122, respectively.

**Remaining Performance Obligations**

The Company excludes disclosures related to the aggregate amount of the transaction price allocated to certain 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. Certain contracts with customers at Midstream & Marketing and UGI Utilities contain minimum future performance obligations through 2047 and 2053, respectively. At September 30, 2021, Midstream & Marketing and UGI Utilities expect to record approximately \$2.0 billion and \$0.2 billion of revenues, respectively, related to the minimum future performance obligations over the remaining terms of the related contracts.

**Note 5 — AmeriGas Merger, Acquisitions and Dispositions****Mountaineer Acquisition**

On September 1, 2021, UGI completed the Mountaineer Acquisition in which UGI acquired all of the equity interests in Mountaineer, the largest natural gas distribution company in West Virginia, for a purchase price of \$540, including the assumption of \$140 principal amounts of long-term debt. The Mountaineer Acquisition was consummated pursuant to a purchase and sale agreement between UGI and the iCON Sellers and is consistent with our growth strategies, including expanding our core utility operations in the mid-Atlantic region. The Mountaineer Acquisition was funded with cash proceeds from the 2021 UGI Corporation Senior Credit Facility and cash on hand including proceeds from the issuance of Equity Units. Accounts associated with Mountaineer are included within our UGI Utilities reportable segment.

The Company has accounted for the Mountaineer Acquisition using the acquisition method. At September 30, 2021, the allocation of the purchase price is substantially complete but remains preliminary pending the finalization of the valuation of the net assets acquired, including the evaluation of certain acquired contracts, regulatory assets, and deferred income taxes, among others. The purchase price allocation will be finalized once these items have been resolved. Accordingly, the fair value estimates presented below relating to these items are subject to change within the measurement period not to exceed one year from the date of acquisition.

The components of the preliminary Mountaineer purchase price allocations are as follows:

<b>Assets acquired:</b>		
Cash and cash equivalents	\$	3
Accounts receivable		14
Inventories		41
Other current assets		21
Property, plant and equipment		397
Other noncurrent assets		48
Total assets acquired	\$	524
<b>Liabilities assumed:</b>		
Short-term borrowings	\$	55
Accounts payable		20
Other current liabilities		52
Long-term debt		164
Pension and other postretirement benefit obligation		33
Deferred income taxes		26
Other noncurrent liabilities		29
Total liabilities assumed	\$	379
Goodwill		255
Net consideration transferred	\$	400

Mountaineer is a regulated entity which accounts for the financial effects of regulation in accordance with ASC 980. The effects of regulation can impact the fair value of certain assets and liabilities acquired, and as such, the measurement of the fair value of regulated property assets using the predecessor's carrying value is generally accepted since regulation attaches to the assets and regulation is so pervasive that the regulation extends to the individual assets. In certain other instances where assets or liabilities are subject to rate recovery, we recorded fair value adjustments to such assets and liabilities as regulatory assets and liabilities.

The excess of the purchase price for the Mountaineer Acquisition over the fair values of the assets acquired and liabilities assumed has been reflected as goodwill, assigned to the UGI Utilities reportable segment. Goodwill is attributable to the assembled workforce of Mountaineer, planned customer growth and planned growth in rate base through continued investment in utility infrastructure. The goodwill recognized from the Mountaineer Acquisition is not expected to be deductible for income tax purposes.

The Company recognized \$13 of direct transaction-related costs associated with the Mountaineer Acquisition during Fiscal 2021, which costs are reflected in "Operating and administrative expenses" on the 2021 Consolidated Statement of Income. The Mountaineer Acquisition did not have a material impact on the Company's revenues or net income attributable to UGI for Fiscal 2021. In addition, the impact of the Mountaineer Acquisition on a pro forma basis as if the Mountaineer Acquisition had occurred on October 1, 2019 was not material to the Company's revenues or net income for Fiscal 2021 and Fiscal 2020.

#### **AmeriGas Merger**

On August 21, 2019, the AmeriGas Merger was completed in accordance with the terms of the Merger Agreement entered into on April 1, 2019. Under the terms of the Merger Agreement, the Partnership was merged with and into Merger Sub, with the Partnership surviving as an indirect wholly owned subsidiary of UGI. Each outstanding Common Unit other than the Common Units owned by UGI was automatically converted at the effective time of the AmeriGas Merger into the right to receive, at the

election of each holder of such Common Units, one of the following forms of merger consideration (subject to proration designed to ensure the number of shares of UGI Common Stock issued would equal approximately 34.6 million):

- (i) 0.6378 shares of UGI Common Stock (the “Share Multiplier”);
- (ii) \$7.63 in cash, without interest, and 0.500 shares of UGI Common Stock; or
- (iii) \$35.325 in cash, without interest.

Pursuant to the terms of the Merger Agreement, effective on August 21, 2019, we issued 34,612,847 shares of UGI Common Stock and paid \$529 in cash to the holders of Common Units other than UGI, for a total implied consideration of \$2,228. In addition, the incentive distribution rights in the Partnership previously owned by the General Partner were canceled. After-tax transaction costs directly attributable to the transaction that were incurred by UGI totaling \$8 were recorded as a reduction to UGI stockholders’ equity. Transaction costs incurred by the Partnership totaling \$6 are reflected in “Operating and administrative expenses” on the 2019 Consolidated Statement of Income. The tax effects of the AmeriGas Merger resulting from the step-up in tax bases of the underlying assets resulted in the recording of a deferred tax asset in the amount of \$512.

Effective upon completion of the AmeriGas Merger, Common Units are no longer publicly traded. Also pursuant to the Merger Agreement, Partnership equity-based awards were canceled and replaced with cash-settled restricted stock units relating to UGI Common Stock using the Share Multiplier ratio.

The AmeriGas Merger was accounted for in accordance with ASC 810, *Consolidation - Overall - Changes in a Parent’s Ownership Interest in a Subsidiary*. Because UGI controlled AmeriGas Partners before and after the merger, the changes in UGI’s ownership interest in the Partnership resulting from the merger were accounted for as an equity transaction. Accordingly, no gain or loss was recognized in UGI’s consolidated income statement and the carrying amounts of the Partnership’s assets and liabilities were not adjusted. The tax effects of the AmeriGas Merger were reported as adjustments to deferred income taxes and UGI stockholders’ equity.

**CMG Acquisition**

On August 1, 2019, UGI through its wholly owned indirect subsidiary, Energy Services, completed the CMG Acquisition in which Energy Services acquired all of the equity interests in CMG and CMG’s approximately 47% interest in Pennant, for total cash consideration of \$1,284. The CMG Acquisition was consummated pursuant to the CMG Acquisition Agreements. CMG and Pennant provide natural gas gathering and processing services through five discrete systems located in western Pennsylvania, eastern Ohio and the panhandle of West Virginia. The CMG Acquisition was consistent with our growth strategies, including expanding our midstream natural gas gathering and processing assets within the Marcellus and Utica Shale production regions.

The Company has accounted for the CMG Acquisition using the acquisition method. The components of the final CMG purchase price allocations are as follows:

<b>Assets acquired:</b>		
Accounts receivable	\$	10
Prepaid expenses and other current assets		1
Property, plant and equipment		614
Investment in Pennant		88
Intangible assets (a)		250
<b>Total assets acquired</b>	<b>\$</b>	<b>963</b>
<b>Liabilities assumed:</b>		
Accounts payable		3
<b>Total liabilities assumed</b>	<b>\$</b>	<b>3</b>
Goodwill		324
<b>Net consideration transferred (including working capital adjustments)</b>	<b>\$</b>	<b>1,284</b>

(a) Represents customer relationships having an average amortization period of 35 years.

We allocated the purchase price of the acquisition to identifiable intangible assets and property, plant and equipment based on estimated fair values as follows:

- Customer relationships were valued using a multi-period, excess earnings method. Key assumptions used in this method include discount rates, growth rates and cash flow projections. These assumptions are most sensitive and susceptible to change as they require significant management judgment; and
- Property, plant and equipment were valued based on estimated fair values primarily using depreciated replacement cost and market value methods.

The excess of the purchase price for the CMG Acquisition over the fair values of the assets acquired and liabilities assumed has been reflected as goodwill, assigned to the Midstream & Marketing reportable segment, and results principally from anticipated future capital investment opportunities and value creation resulting from new natural gas processing assets in the Marcellus and Utica Shale production regions. The goodwill recognized from the CMG Acquisition is deductible for income tax purposes.

The Company recognized \$15 of direct transaction-related costs associated with the CMG Acquisition during Fiscal 2019, which costs are reflected in “Operating and administrative expenses” on the 2019 Consolidated Statement of Income. The CMG Acquisition did not have a material impact on the Company’s revenues or net income attributable to UGI for Fiscal 2019. In addition, the impact of the CMG Acquisition on a pro forma basis as if the CMG Acquisition had occurred on October 1, 2018 was not material to the Company’s revenues or net income for Fiscal 2019.

#### **Other Acquisitions**

During Fiscal 2021, UGI International acquired several LPG retail businesses and an energy marketing business in Europe. During Fiscal 2020, Energy Services acquired GHI, a Houston, Texas-based renewable natural gas company currently doing business in California. During Fiscal 2019, UGI International acquired several retail LPG distribution businesses, and Midstream & Marketing acquired a natural gas marketing business.

Total cash paid and liabilities incurred in connection with these acquisitions were as follows:

	2021		2020		2019	
	UGI International		Midstream & Marketing		UGI International	
Total cash paid	\$	18	\$	16	\$	49
Liabilities incurred		—		7		—
Total purchase price	\$	18	\$	23	\$	49
						15

#### Acquisitions of Assets

During Fiscal 2019, Midstream & Marketing acquired 21 miles of natural gas gathering lines and related dehydration and compression equipment located in northern Pennsylvania for cash consideration of \$20.

#### Disposals of Conemaugh and HVAC

**Conemaugh.** In July 2020, Energy Services, through a wholly owned subsidiary, entered into an agreement to sell its approximate 5.97% ownership interest in Conemaugh. As a result, the Company reduced the carrying amount of these assets to their fair values during the third quarter of Fiscal 2020 and recognized a non-cash, pre-tax impairment charge of \$52 which amount is reflected in “Loss on disposals of Conemaugh and HVAC” on the 2020 Consolidated Statement of Income. The fair value of such assets was based upon the agreed upon sales price, and was determined to be a Level 2 measurement within the fair value hierarchy. The sale was completed on September 30, 2020.

**HVAC.** In September 2020, Enterprises entered into an agreement to sell its HVAC business. As a result, the Company reduced the carrying amount of these assets to their fair values during the fourth quarter of Fiscal 2020 and recognized a non-cash, pre-tax loss on disposal of \$2 which amount is reflected in “Loss on disposals of Conemaugh and HVAC” on the 2020 Consolidated Statement of Income. The fair value of such assets was based upon the agreed upon sales price, and was determined to be a Level 2 measurement within the fair value hierarchy. The sale was completed on September 30, 2020.

#### Note 6 — Debt

##### Significant Financing Activities during Fiscal 2021

**Mountaineer.** As further described in Note 5, UGI acquired Mountaineer on September 1, 2021. Mountaineer has a credit facility agreement which provides for borrowings up to \$100, with an option to increase the maximum borrowing capacity to \$200. The credit facility agreement is scheduled to expire in November 2024, with the option to extend the maturity for two additional one-year periods. Borrowings under this credit facility agreement bear interest at (1) a prime rate plus a margin or (2) an adjusted LIBOR plus a margin. Such margin is dependent upon Mountaineer’s unsecured debt rating.

Mountaineer also has several unsecured senior notes and principal amounts which are due in full at maturity. Interest is payable on a semiannual basis in June and December for each of these senior notes. See “Long-term Debt” below for further information on these senior notes.

**UGI Utilities, Inc..** On May 7, 2021, UGI Utilities, Inc. entered into a Note Purchase Agreement with a consortium of lenders. Pursuant to the Note Purchase Agreement, UGI Utilities, Inc. issued \$100 aggregate principal amount of 1.59% Senior Notes due June 15, 2026 and \$75 aggregate principal amount of 1.64% Senior Notes due September 15, 2026 in June and September 2021, respectively. These senior notes are unsecured and will rank equally with UGI Utilities Inc.’s existing outstanding senior debt. The net proceeds from these issuances were used to reduce short-term borrowings and for general corporate purposes.

**UGI Corporation.** On May 4, 2021, UGI amended the existing UGI Corporation Senior Credit Facility. The 2021 UGI Corporation Senior Credit Facility (1) extends the maturity date of the previous three-year \$300 term loan included in the existing UGI Corporation Senior Credit Facility, which is now due in May 2025; and (2) includes a new four-year term loan commitment, which, effective June 9, 2021, was reduced from \$300 to \$215, pursuant to the terms of the 2021 UGI Corporation Senior Credit Facility. Proceeds from new term loan borrowings under the 2021 UGI Corporation Senior Credit Facility were used to finance a portion of the Mountaineer Acquisition and for general corporate purposes.



**UGI Corporation and Subsidiaries**
**Notes to Consolidated Financial Statements**

(Currency in millions, except per share amounts and where indicated otherwise)

Borrowings on the new term loan under the 2021 UGI Corporation Senior Credit Facility bear interest subject to our election, at either (1) the associated prime rate plus a margin or (2) an adjusted LIBOR (or an alternate benchmark rate upon a transition away from LIBOR) plus a margin and are due in their entirety at the maturity date. The applicable margin on the new borrowings, which is dependent upon a ratio of consolidated net indebtedness to consolidated EBITDA, as defined, or UGI's credit ratings, ranges from 0.125% to 1.50% if the prime rate option is elected and 1.125% to 2.50% if the LIBOR option is elected.

**Credit Facilities and Short-term Borrowings**

Information about the Company's principal credit agreements (excluding the Energy Services Receivables Facility, which is discussed below) as of September 30, 2021 and 2020, is presented in the following table. Borrowings on these credit agreements bear interest at rates indexed to short-term market rates. Borrowings outstanding under these agreements (other than the 2021 UGI Corporation Senior Credit Facility and its predecessor agreement) are classified as "Short-term borrowings" on the Consolidated Balance Sheets.

	Expiration Date	Total Capacity	Borrowings Outstanding	Letters of Credit and Guarantees Outstanding	Available Borrowing Capacity	Weighted Average Interest Rate - End of Year
<b>September 30, 2021</b>						
AmeriGas OLP (a)	December 2022	\$ 600	\$ 170	\$ 60	\$ 370	2.58 %
UGI International, LLC (b)	October 2023	€ 300	€ —	€ —	€ 300	N.A.
Energy Services (c)	March 2025	\$ 260	\$ —	\$ —	\$ 260	N.A.
UGI Utilities, Inc. (d)	June 2024	\$ 350	\$ 130	\$ —	\$ 220	1.35 %
Mountaineer (e)	November 2024	\$ 100	\$ 67	\$ —	\$ 33	N.M.
UGI Corporation (f)	August 2024	\$ 300	\$ 185	\$ —	\$ 115	3.27 %
<b>September 30, 2020</b>						
AmeriGas OLP (a)	December 2022	\$ 600	\$ 186	\$ 62	\$ 352	2.61 %
UGI International, LLC (b)	October 2023	€ 300	€ —	€ —	€ 300	N.A.
Energy Services (c)	March 2025	\$ 260	\$ —	\$ —	\$ 260	N.A.
UGI Utilities, Inc. (d)	June 2024	\$ 350	\$ 141	\$ —	\$ 209	1.12 %
UGI Corporation (f)	August 2024	\$ 300	\$ 300	\$ —	\$ —	2.41 %

(a) The AmeriGas OLP Credit Agreement includes a \$150 sublimit for letters of credit.

(b) The UGI International Credit Facilities Agreement permits UGI International, LLC to borrow in euros or dollars. UGI International repaid all borrowings outstanding on this facility in September 2020.

(c) The Energy Services Credit Agreement includes a \$50 sublimit for letters of credit and is guaranteed by certain subsidiaries of Energy Services. This credit agreement is collateralized by substantially all of the assets of Energy Services, subject to certain exceptions and carveouts including, but not limited to, accounts receivables and certain real property.

(d) UGI Utilities, Inc. Credit Agreement includes a \$100 sublimit for letters of credit.

(e) The Mountaineer Credit Agreement includes a \$20 sublimit for letters of credit.

(f) At September 30, 2021 and 2020, management intended to maintain a substantial portion of amounts outstanding under the 2021 UGI Corporation Senior Credit Facility and its predecessor agreement beyond twelve months from the respective balance sheet dates. As such, borrowings outstanding are classified as "Long-term debt" on the Consolidated Balance Sheets. In October 2021 and 2020, the Company repaid \$70 and \$30, respectively, of such borrowings and classified these repayments as "Current maturities of long-term debt" on the Consolidated Balance Sheet. The 2021 UGI Corporation Senior Credit Facility includes a \$10 sublimit for letters of credit.

N.A. - Not applicable

N.M. - Not meaningful

**Energy Services Receivables Facility.** Energy Services has a Receivables Facility with an issuer of receivables-backed commercial paper currently scheduled to expire in October 2022. The Receivables Facility, as amended, provides Energy Services with the ability to borrow up to \$150 of eligible receivables during the period November to April, and up to \$75 of

eligible receivables during the period May to October. Energy Services uses the Receivables Facility to fund working capital, margin calls under commodity futures contracts, capital expenditures, dividends and for general corporate purposes.

Under the Receivables Facility, Energy Services transfers, on an ongoing basis and without recourse, its trade accounts receivable to its wholly owned, special purpose subsidiary, ESFC, which is consolidated for financial statement purposes. ESFC, in turn, has sold and, subject to certain conditions, may from time to time sell, an undivided interest in some or all of the receivables to a major bank. Amounts sold to the bank are reflected as “Short-term borrowings” on the Consolidated Balance Sheets. ESFC was created and has been structured to isolate its assets from creditors of Energy Services and its affiliates, including UGI. Trade receivables sold to the bank remain on the Company’s balance sheet and the Company reflects a liability equal to the amount advanced by the bank. The Company records interest expense on amounts owed to the bank. Energy Services continues to service, administer and collect trade receivables on behalf of the bank, as applicable.

Information regarding the amounts of trade receivables transferred to ESFC and the amounts sold to the bank are as follows:

	2021	2020	2019
Trade receivables transferred to ESFC during the year	\$ 1,353	\$ 1,046	\$ 1,373
ESFC trade receivables sold to the bank during the year	\$ 308	\$ 182	\$ 179
ESFC trade receivables - end of year (a)	\$ 61	\$ 50	\$ 55

(a) At September 30, 2021 there were no ESFC trade receivables sold to the bank. At September 30, 2020, the amounts of ESFC trade receivables sold to the bank was \$19, and is reflected as “Short-term borrowings” on the Consolidated Balance Sheets.

**UGI Corporation and Subsidiaries**
**Notes to Consolidated Financial Statements**

(Currency in millions, except per share amounts and where indicated otherwise)

**Long-term Debt**

Long-term debt comprises the following at September 30:

	2021	2020
<b>AmeriGas Propane:</b>		
AmeriGas Partners Senior Notes:		
5.50% due May 2025	\$ 700	\$ 700
5.875% due August 2026	675	675
5.625% due May 2024	675	675
5.75% due May 2027	525	525
Other	1	5
Unamortized debt issuance costs	(16)	(20)
Total AmeriGas Propane	2,560	2,560
<b>UGI International:</b>		
3.25% Senior Notes due November 2025	405	410
UGI International, LLC variable-rate term loan due October 2023 (a)	347	352
Other	23	23
Unamortized debt issuance costs	(5)	(7)
Total UGI International	770	778
<b>Midstream &amp; Marketing:</b>		
Energy Services variable-rate term loan due through August 2026 (b)	684	691
Other	42	41
Unamortized discount and debt issuance costs	(10)	(12)
Total Energy Services	716	720
<b>UGI Utilities:</b>		
Senior Notes:		
4.12%, due September 2046	200	200
4.98%, due March 2044	175	175
3.12% due April 2050	150	150
4.55%, due February 2049	150	150
4.12%, due October 2046	100	100
6.21%, due September 2036	100	100
2.95%, due June 2026	100	100
1.59% due June 2026	100	—
1.64% due September 2026	75	—
Medium-Term Notes:		
6.13%, due October 2034	20	20
6.50%, due August 2033	20	20
Mountaineer senior notes (c)	164	—
Variable-rate term loan due through October 2022 (d)	102	108
Other	1	3
Unamortized debt issuance costs	(6)	(5)
Total UGI Utilities	1,451	1,121
<b>UGI Corporation:</b>		
UGI Corporation revolving credit facility maturing August 2024 (e)	185	300
UGI Corporation variable-rate term loan due May 2025 (f)	300	300
UGI Corporation variable-rate term loan due through August 2024 (g)	250	250
UGI Corporation variable-rate term loan due May 2025 (h)	215	—
Unamortized debt issuance costs	(5)	(3)
Total UGI Corporation	945	847
Other	7	8
Total long-term debt	6,449	6,034
Less: current maturities	(110)	(53)
Total long-term debt due after one year	\$ 6,339	\$ 5,981

- (a) At September 30, 2021 and 2020, the effective interest rates on the term loan were 1.89% and 2.04%, respectively. We have entered into pay fixed, receive variable interest rate swaps to effectively fix the underlying variable rate on these borrowings.
- (b) At September 30, 2021 and 2020, the effective interest rates on the term loan were 5.23% and 5.30%, respectively. We have entered into a pay-fixed, receive variable interest rate swap to effectively fix the underlying variable rate on these borrowings. Term loan borrowings are due in equal quarterly installments of \$2, with the balance of the principal being due in full at maturity. Under certain circumstances, Energy Services is required to make additional principal payments if the consolidated total leverage ratio, as defined, is greater than defined thresholds. This term loan is collateralized by substantially all of the assets of Energy Services, subject to certain exceptions and carveouts including, but not limited to, accounts receivable and certain real property.
- (c) As a result of the Mountaineer Acquisition, total long-term debt at September 30, 2021, includes \$140 of Mountaineer senior secured notes (including unamortized premium of \$24). The face interest rates on the Mountaineer senior notes range from 3.50% to 4.41%, with maturities ranging from 2027 to 2034.
- (d) The effective interest rate on this term loan was 4.00% at both September 30, 2021 and 2020. We have entered into a pay-fixed, receive variable interest rate swap to effectively fix the underlying variable rate on these borrowings. Term loan borrowings are due in equal quarterly installments of \$2, with the balance of the principal being due in full at maturity.
- (e) At September 30, 2021 and 2020, the effective interest rates on credit facility borrowings were 3.27% and 2.41%, respectively. We have entered into pay-fixed, receive variable interest rate swaps to effectively fix the underlying variable rate on a portion of these borrowings.
- (f) At September 30, 2021 and 2020, the effective interest rate on this term loan 3.26% and 3.51%, respectively. We have entered into pay-fixed, receive variable interest rate swaps to effectively fix the underlying variable rate on these borrowings.
- (g) At September 30, 2021 and 2020, the effective interest rates on this term loan were 3.56% and 3.50%, respectively. We have entered into pay-fixed, receive variable interest rate swaps to effectively fix the underlying variable rate on a portion of these borrowings. Term loan borrowings are due in equal quarterly installments of \$9, commencing December 2022, with the balance of the principal being due in full at maturity.
- (h) At September 30, 2021, the effective interest rate on this term loan 1.88%. We have entered into pay-fixed, receive variable interest rate swaps to effectively fix the underlying variable rate on these borrowings.

Scheduled principal repayments of long-term debt for each of the next five fiscal years ending September 30 are as follows:

	2022	2023	2024	2025	2026
AmeriGas Propane	\$ 1	\$ —	\$ 675	\$ 700	\$ 675
UGI International	21	2	347	—	405
Midstream & Marketing	10	7	7	7	656
UGI Utilities	7	96	—	—	275
UGI Corporation (a)	70	38	327	515	—
Other	1	6	—	—	—
<b>Total</b>	<b>\$ 110</b>	<b>\$ 149</b>	<b>\$ 1,356</b>	<b>\$ 1,222</b>	<b>\$ 2,011</b>

- (a) In October 2021, the Company repaid \$70 of borrowings on the UGI Corporation revolving credit facility maturing August 2024. Such repayments are classified as “Current maturities of long-term debt” on the 2021 Consolidated Balance Sheet.

#### Restrictive Covenants

Our long-term debt and credit facility agreements generally contain customary covenants and default provisions which may include, among other things, restrictions on the incurrence of additional indebtedness and also restrict liens, guarantees, investments, loans and advances, payments, mergers, consolidations, asset transfers, transactions with affiliates, sales of assets, acquisitions and other transactions. These agreements contain standard provisions which require compliance with certain financial ratios. UGI and its subsidiaries were in compliance with all debt covenants as of September 30, 2021.

**Restricted Net Assets**

At September 30, 2021, the amount of net assets of UGI's consolidated subsidiaries that were restricted from transfer to UGI under debt agreements, subsidiary partnership agreements and regulatory requirements under foreign laws totaled approximately \$2,500.

**Note 7 — Income Taxes**

Income before income taxes comprises the following:

	2021	2020	2019
Domestic	\$ 647	\$ 424	\$ 330
Foreign	1,342	243	71
Total income before income taxes	<u>\$ 1,989</u>	<u>\$ 667</u>	<u>\$ 401</u>

The provisions for income taxes consist of the following:

	2021	2020	2019
Current expense (benefit):			
Federal	\$ (48)	\$ (85)	\$ 52
State	7	4	14
Foreign	85	70	70
Total current (benefit) expense	<u>44</u>	<u>(11)</u>	<u>136</u>
Deferred expense (benefit):			
Federal	168	135	3
State	48	19	4
Foreign	262	(8)	(50)
Total deferred expense (benefit)	<u>478</u>	<u>146</u>	<u>(43)</u>
Total income tax expense	<u>\$ 522</u>	<u>\$ 135</u>	<u>\$ 93</u>

Federal income taxes for Fiscal 2019 are net of foreign tax credits of \$10. There were no foreign tax credits utilized in Fiscal 2021 or Fiscal 2020.

A reconciliation from the U.S. federal statutory tax rate to our effective tax rate is as follows:

	2021	2020	2019
U.S. federal statutory tax rate	21.0 %	21.0 %	21.0 %
Difference in tax rate due to:			
Effect of U.S. tax legislation	(0.8)	(4.7)	0.2
Effect of tax rate changes - International	(1.3)	0.3	(0.5)
Noncontrolling interests not subject to tax	—	—	(2.7)
State income taxes, net of federal benefit	1.9	2.8	3.6
Valuation allowance adjustments	1.0	—	—
Effects of foreign operations	4.6	1.3	1.8
Excess tax benefits on share-based payments	(0.1)	(0.2)	(1.0)
Other, net	(0.1)	(0.3)	0.7
Effective tax rate	<u>26.2 %</u>	<u>20.2 %</u>	<u>23.1 %</u>

In February 2021, tax legislation was enacted in Italy which allowed the Company to align book basis with tax basis on certain assets in exchange for paying a three percent substitute tax payment payable in three annual installments. This election resulted in a \$23 net benefit in Fiscal 2021 which will result in incremental tax basis that will be deductible in future periods.

On March 27, 2020 the CARES Act was enacted into law. The primary impact of the legislation was the change in federal net operating loss carryback rules which allowed the Company's U.S. federal tax losses generated in Fiscal 2021 and Fiscal 2020 to be carried back to Fiscal 2016 and Fiscal 2015. The carryback of our Fiscal 2021 and Fiscal 2020 U.S. federal tax losses from a 21% rate environment to offset taxable income in Fiscal 2016 and Fiscal 2015 in a 35% rate environment generated incremental benefits of \$15 and \$32, respectively. A \$90 refund claim for the Fiscal 2020 carryback to Fiscal 2015 was filed and remains outstanding from the IRS. The Fiscal 2021 carryback to Fiscal 2016 will generate an expected \$38 refund. Both are included in "Income taxes receivable" on the Consolidated Balance Sheet at September 30, 2021. On July 20, 2020, the Treasury Department issued final regulations under IRC Section 951A permitting a taxpayer to elect to exclude, from its inclusion of GILTI, income subject to a high effective rate of foreign tax. The impact of these final regulations reduced U.S. tax of foreign source income in Fiscal 2021 and Fiscal 2020.

Our effective tax rate is subject to the impact of changes to the taxation of foreign source income made by the TCJA and the high tax exception regulations issued in July 2020. Income tax expense for Fiscal 2021, Fiscal 2020 and Fiscal 2019 includes \$8, \$0 and \$2, respectively, of GILTI taxes that are treated as current period costs and carry no related deferred taxes.

Pennsylvania and West Virginia utility ratemaking practices permit the flow through to ratepayers of state tax benefits resulting from accelerated tax depreciation. For Fiscal 2021, Fiscal 2020 and Fiscal 2019, the beneficial effects of state tax flow through of accelerated depreciation reduced income tax expense by \$9, \$11, and \$7, respectively.

Deferred tax liabilities (assets) comprise the following at September 30:

	2021	2020
Excess book basis over tax basis of property, plant and equipment	\$ 937	\$ 830
Utility regulatory assets	105	112
Intangible assets and goodwill	77	107
Derivative instrument assets	322	—
Other	36	32
Gross deferred tax liabilities	1,477	1,081
Investment in AmeriGas Partners	(102)	(216)
Pension plan liabilities	(29)	(48)
Employee-related benefits	(45)	(46)
Operating loss carryforwards	(53)	(34)
Foreign tax credit carryforwards	(79)	(81)
Utility regulatory liabilities	(102)	(94)
Derivative instrument liabilities	—	(26)
Utility environmental liabilities	(16)	(16)
Other	(107)	(54)
Gross deferred tax assets	(533)	(615)
Deferred tax assets valuation allowance	138	105
Net deferred tax liabilities	\$ 1,082	\$ 571

At September 30, 2021, we carried foreign net operating loss carryforwards of \$10 and \$19 principally relating to Flaga and certain subsidiaries of UGI France, with no expiration dates and \$5 in the Netherlands expiring in 2027. We have state net operating loss carryforwards primarily relating to certain subsidiaries that approximate \$606 and expire through 2041. We also have federal operating loss carryforwards of \$24 for Mountaintop Energy Holding, LLC and \$7 for certain operations of AmeriGas Propane. At September 30, 2021, deferred tax assets relating to operating loss carryforwards amounted to \$52 related to various UGI subsidiaries.

Valuation allowances against deferred tax assets exist for foreign tax credit carryforwards, net operating loss carryforwards of foreign subsidiaries, capital loss carryforwards and a notional interest deduction. The valuation allowance for all deferred tax assets increased by \$33 in Fiscal 2021, which included a \$30 increase related to future capital losses from the PennEast and Hudson investments, and a \$10 increase in a notional interest deduction carryover, partially offset by the release of \$10 against FTC's that will be realizable in the future.

The valuation allowance for all deferred tax assets decreased by \$14 in Fiscal 2020 largely related to a \$16 increase in a notional interest deduction carryover.

We conduct business and file tax returns in the U.S., numerous states, local jurisdictions and in France and certain other European countries. Our U.S. federal income tax returns are settled through the 2017 tax year, our French tax returns are settled through the 2017 tax year, our Austrian tax returns are settled through 2016 and our other European tax returns are effectively settled for various years from 2013 to 2018. State and other income tax returns in the U.S. are generally subject to examination for a period of three to five years after the filing of the respective returns.

The Company's unrecognized tax benefits including amounts related to accrued interest, which if subsequently recognized would be recorded as a benefit to income taxes, amounted to \$4, \$4, and \$11 at September 30, 2021, 2020 and 2019, respectively. Activity related to these unrecognized tax benefits was not material for all periods presented.

## **Note 8 — Employee Retirement Plans**

### **Defined Benefit Pension and Other Postretirement Plans**

The U.S. Pension Plans consist of (1) a defined benefit pension plan for employees hired prior to January 1, 2009, of UGI, UGI Utilities, Inc., and certain of UGI's other domestic wholly owned subsidiaries and (2) a defined benefit pension plan for substantially all Mountaineer employees. U.S. Pension Plans' benefits are based on years of service, age and employee compensation. In addition, certain UGI International employees in France and Belgium are covered by defined benefit pension and postretirement plans. Although the disclosures in the tables below include amounts related to the UGI International plans, such amounts are not material.

We also provide postretirement health care benefits to certain retirees and postretirement life insurance benefits to certain U.S. active and retired employees. The ABO of our other postretirement benefit plans was \$31 and \$24 as of September 30, 2021 and 2020, respectively. The fair value of the plan assets of our other postretirement benefit plans was \$19 and \$17 as of September 30, 2021 and 2020, respectively.

The following table provides a reconciliation of the PBOs of our pension plans (the U.S. Pension Plans and the UGI International pension plans), plan assets, and the related funded status of our pension plans as of September 30, 2021 and 2020. ABO is the present value of benefits earned to date with benefits based upon current compensation levels. PBO is ABO increased to reflect estimated future compensation.

	Pension Benefits	
	2021	2020
<b>Change in benefit obligations:</b>		
Benefit obligations — beginning of year	\$ 782	\$ 750
Service cost	12	11
Interest cost	22	23
Actuarial (gain) loss	(30)	27
Plan amendments	2	—
Acquisitions	114	—
Curtailments	—	(2)
Foreign currency (gain) loss	(1)	3
Benefits paid	(31)	(30)
Benefit obligations — end of year (a)	\$ 870	\$ 782
<b>Change in plan assets:</b>		

	Pension Benefits	
	2021	2020
Fair value of plan assets — beginning of year	\$ 585	\$ 547
Actual gain on plan assets	75	53
Foreign currency	—	1
Employer contributions	14	13
Acquisitions	92	—
Benefits paid	(30)	(29)
Fair value of plan assets — end of year	\$ 736	\$ 585
<b>Funded status of the plans — end of year (b)</b>	<b>\$ (134)</b>	<b>\$ (197)</b>
<b>Amounts recorded in UGI Corporation stockholders' equity (pre-tax):</b>		
Prior service cost	\$ 3	\$ 1
Net actuarial loss	13	24
Total	\$ 16	\$ 25
<b>Amounts recorded in regulatory assets and liabilities (pre-tax):</b>		
Net actuarial loss	108	174
Total	\$ 108	\$ 174

(a) The ABO for the U.S. Pension Plans was \$756 and \$687 as of September 30, 2021 and 2020, respectively.

(b) Amounts are reflected in “Other noncurrent liabilities” on the Consolidated Balance Sheets.

In Fiscal 2021 and Fiscal 2020, the change in the pension plans’ PBO due to actuarial gains and losses is principally the result of changes in discount rates. In Fiscal 2022, the estimated amount that will be amortized from UGI Stockholders’ equity and regulatory assets into net periodic benefit cost is approximately \$7, the majority of which represents net actuarial losses, primarily associated with the U.S. Pension Plans.

Actuarial assumptions for our U.S. Pension Plans are described below. The discount rate assumption was determined by selecting a hypothetical portfolio of high quality corporate bonds appropriate to provide for the projected benefit payments of the plans. The discount rate was then developed as the single rate that equates the market value of the bonds purchased to the discounted value of the plans’ benefit payments. The expected rate of return on assets assumption is based on current and expected asset allocations as well as historical and expected returns on various categories of plan assets (as further described below).

	Pension Plans		
	2021	2020	2019
<b>Weighted-average assumptions:</b>			
Discount rate – benefit obligations	3.13 %	2.90 %	3.30 %
Discount rate – benefit cost	2.90 %	3.30 %	4.40 %
Expected return on plan assets	7.10 %	7.20 %	7.30 %
Rate of increase in salary levels	3.25 %	3.25 %	3.25 %



The service cost component of our pension and other postretirement plans, net of amounts capitalized, are reflected in “Operating and administrative expenses” on the Consolidated Statements of Income. The non-service cost components, net of amounts capitalized by UGI Utilities as a regulatory asset, are reflected in “Other non-operating income (expense), net” on the Consolidated Statements of Income. Other postretirement benefit cost was not material for all periods presented. Net periodic pension cost includes the following components:

	Pension Benefits			
	2021	2020	2019	
Service cost	\$ 12	\$ 11	\$ 10	
Interest cost	22	23	27	
Expected return on assets	(40)	(38)	(36)	
Curtailment gain	—	(1)	—	
Amortization of:				
Prior service cost	—	1	—	
Actuarial loss	14	15	8	
Net cost	<u>\$ 8</u>	<u>\$ 11</u>	<u>\$ 9</u>	

It is our general policy to fund amounts for U.S. Pension Plans benefits equal to at least the minimum required contribution set forth in applicable employee benefit laws. From time to time, we may, at our discretion, contribute additional amounts. During Fiscal 2021, Fiscal 2020 and Fiscal 2019, we made cash contributions to the U.S. Pension Plans of \$13, \$13 and \$12, respectively. The minimum required contributions in Fiscal 2022 are not expected to be material.

UGI Utilities, Inc. has established a VEBA trust to pay certain retiree health care and life insurance benefits by depositing into the VEBA the annual amount of postretirement benefits costs, if any. Assets associated with the VEBA are not material and we do not expect to be required to make any contributions to the VEBA during Fiscal 2022.

Expected payments for postretirement benefits over the next 10 years are not material. Expected payments for pension benefits are as follows:

	Pension Benefits
Fiscal 2022	\$ 36
Fiscal 2023	\$ 36
Fiscal 2024	\$ 41
Fiscal 2025	\$ 41
Fiscal 2026	\$ 43
Fiscal 2027 - 2031	\$ 230

We also sponsor unfunded and non-qualified supplemental executive defined benefit retirement plans. At September 30, 2021 and 2020, the PBOs of these plans, including obligations for amounts held in grantor trusts, totaled \$57 and \$59, respectively. Costs associated with these plans were not material for all periods presented and are excluded from the tables above. Amounts recorded in UGI's stockholders' equity for these plans include pre-tax losses of \$10 and \$12 at September 30, 2021 and 2020, respectively, principally representing unrecognized actuarial losses. In Fiscal 2022, the estimated amount that will be amortized from such pre-tax actuarial losses into retiree benefit cost is not material. During Fiscal 2021, the Company made \$12 of payments for the supplemental executive defined benefit retirement plans. During Fiscal 2020 and Fiscal 2019, the payments the Company made with respect to the supplemental executive defined benefit retirement plans were not material. The total fair value of the grantor trust investment assets associated with the supplemental executive defined benefit retirement plans, which are included in “Other assets” on the Consolidated Balance Sheets, totaled \$44 and \$35 at September 30, 2021 and 2020, respectively.

**U.S. Pension Plans' Assets**

The assets of the U.S. Pension Plans are held in trust. The investment policies and asset allocation strategies for the assets in these trusts are determined by an investment committee comprising certain members of UGI's senior management. The overall investment objective is to minimize projected funded status volatility by more closely aligning the duration of the U.S. Pension Plans' fixed income portfolio to the duration of its liabilities. The proportion of plan assets allocated to fixed income investments will increase as the funded status increases. Investments are made principally in common collective trust funds that consist of equity index investments, bond index investments and short-term investments, and, to a much less extent, UGI Common Stock.

The targets and actual allocations for the U.S. Pension Plans' trust assets at September 30 are as follows:

	Actual		Target Asset Allocation (b)	
	2021	2020	2021	2020
Equity investments:				
U.S. equities	22.2 %	26.5 %	25.3 %	29.0 %
Non-U.S. equities	21.7 %	25.0 %	21.4 %	24.5 %
Global equities (a)	16.0 %	12.3 %	13.1 %	11.5 %
Total	59.9 %	63.8 %	59.8 %	65.0 %
Fixed income funds & cash equivalents	36.4 %	36.2 %	34.4 %	35.0 %
Alternative investments	3.7 %	— %	5.8 %	— %
Total	100.0 %	100.0 %	100.0 %	100.0 %

(a) Comprises investment funds that consist of a mix of U.S. and Non-U.S. equity securities.

(b) There is a permitted range for the allocation of the trust assets for the U.S. Pension Plans, excluding the defined benefit pension plan for Mountaineer employees, which is 5% less than and greater than the target allocation.

Common collective trust funds in the U.S. Pension Plans primarily include investments in U.S., Non-U.S. and global (a mix of U.S. and Non-U.S.) equities, fixed income and short-term investments. The fair values of common collective trust funds and cash equivalents are valued at the NAV of units of the collective trusts. The NAVs, as provided by the trustee, are used as a practical expedient to estimate fair value based on the fair values of the underlying investments held by the funds less their liabilities. The fair values of the U.S. Pension Plans trust assets by asset class as of September 30, 2021 and 2020 are as follows:

	2021	2020
<b>U.S. Pension Plans:</b>		
Domestic equity investments:		
UGI Corporation Common Stock	\$ 35	\$ 27
Total domestic equity investments (a)	35	27
Common collective trust funds:		
U.S. equity index investments	124	123
Non-U.S. equity index investments	155	141
Global equity index investments	115	70
Bond index investments	254	200
Cash equivalents	7	5
Total common collective trust funds (b)	655	539
Alternative investments (b)	27	—
<b>Total</b>	<b>\$ 717</b>	<b>\$ 566</b>

(a) Level 1 investments within the fair value hierarchy

(b) Assets measured at NAV and therefore excluded from the fair value hierarchy.

The expected long-term rates of return on U.S. Pension Plans' trust assets have been developed using a best estimate of expected returns, volatilities and correlations for each asset class. The estimates are based on historical capital market performance data and future expectations provided by independent consultants. Future expectations are determined by using simulations that provide a wide range of scenarios of future market performance. The market conditions in these simulations consider the long-term relationships between equities and fixed income as well as current market conditions at the start of the simulation. The expected rate begins with a risk-free rate of return with other factors being added such as inflation, duration, credit spreads and equity risk premiums. The rates of return derived from this process are applied to our target asset allocation to develop a reasonable return assumption.

#### Defined Contribution Plans

We sponsor 401(k) savings plans for eligible employees of UGI and certain of UGI's domestic subsidiaries. Generally, participants in these plans may contribute a portion of their compensation on either a before-tax basis, or on both a before-tax and after-tax basis. These plans also provide for employer matching contributions at various rates. The cost of benefits under the savings plans totaled \$21 in Fiscal 2021, \$21 in Fiscal 2020 and \$19 in Fiscal 2019. The Company also sponsors certain nonqualified supplemental defined contribution executive retirement plans. These plans generally provide supplemental benefits to certain executives that would otherwise be provided under retirement plans but are prohibited due to limitations imposed by the IRC. The Company makes payments to self-directed grantor trusts with respect to these supplemental defined contribution plans. Such payments during Fiscal 2021, Fiscal 2020 and Fiscal 2019 were not material. At September 30, 2021 and 2020, the total fair values of these grantor trust investment assets, which amounts are included in "Other assets" on the Consolidated Balance Sheets, were \$9 and \$7, respectively.

**Note 9 — Utility Regulatory Assets and Liabilities and Regulatory Matters**

The following regulatory assets and liabilities associated with our UGI Utilities reportable segment are included in our Consolidated Balance Sheets at September 30:

	2021	2020
<b>Regulatory assets (a):</b>		
Income taxes recoverable	\$ 143	\$ 124
Underfunded pension and postretirement plans	108	175
Environmental costs	58	61
Deferred fuel and power costs	11	—
Removal costs, net	24	26
Other	53	11
Total regulatory assets	<u>\$ 397</u>	<u>\$ 397</u>
<b>Regulatory liabilities (a):</b>		
Postretirement benefit overcollections	\$ 13	\$ 13
Deferred fuel and power refunds	36	29
State income tax benefits — distribution system repairs	32	28
PAPUC Temporary Rates Order	—	7
Excess federal deferred income taxes	287	274
Other	20	2
Total regulatory liabilities	<u>\$ 388</u>	<u>\$ 353</u>

(a) Current regulatory assets are recorded in “Other current assets” on the Consolidated Balance Sheets. Regulatory liabilities are recorded in “Other current liabilities” and “Other noncurrent liabilities” on the Consolidated Balance Sheets.

Other than removal costs, UGI Utilities currently does not recover a rate of return on the regulatory assets included in the table above.

**Income taxes recoverable.** This regulatory asset is the result of recording deferred tax liabilities pertaining to temporary tax differences principally as a result of the pass through to ratepayers of the tax benefit on accelerated tax depreciation for state income tax purposes, and the flow through of accelerated tax depreciation for federal income tax purposes for certain years prior to 1981. These deferred taxes have been reduced by deferred tax assets pertaining to utility deferred investment tax credits. UGI Utilities has recorded regulatory income tax assets related to these deferred tax liabilities representing future revenues recoverable through the ratemaking process over the average remaining depreciable lives of the associated property ranging from 1 to approximately 65 years.

**Underfunded pension and other postretirement plans.** This regulatory asset represents the portion of net actuarial losses and prior service costs (credits) associated with pension and other postretirement benefits which are probable of being recovered through future rates based upon established regulatory practices. These regulatory assets are adjusted annually or more frequently under certain circumstances when the funded status of the plans is remeasured in accordance with GAAP. These costs are amortized over the average remaining future service lives of plan participants.

**Environmental costs.** Environmental costs principally represent estimated probable future environmental remediation and investigation costs that Gas Utility expects to incur, primarily at MGP sites in Pennsylvania, in conjunction with a remediation COA with the PADEP. Pursuant to base rate orders, Gas Utility receives ratemaking recognition of its estimated environmental investigation and remediation costs associated with its environmental sites. This ratemaking recognition balances the accumulated difference between historical costs and rate recoveries with an estimate of future costs associated with the sites. The period over which Gas Utility expects to recover these costs will depend upon future remediation activity. For additional information on environmental costs, see Note 17.

**Removal costs, net.** This regulatory asset represents costs incurred, net of salvage, associated with the retirement of depreciable utility plant. As required by PAPUC ratemaking, removal costs include actual costs incurred associated with asset retirement obligations. Consistent with prior ratemaking treatment, UGI Utilities, Inc. expects to recover these costs over five years.

**Postretirement benefit overcollections.** This regulatory liability represents the difference between amounts recovered through rates by Gas Utility and Electric Utility and actual costs incurred in accordance with accounting for postretirement benefits. With respect to Gas Utility, postretirement benefit overcollections are generally being refunded to customers over a ten-year period beginning October 19, 2016. With respect to Electric Utility, the overcollections are being refunded to ratepayers over a 20-year period effective October 27, 2018.

**Deferred fuel and power refunds.** UGI Utilities' tariffs contain clauses that permit recovery of all prudently incurred purchased gas and power costs through the application of PGC rates, PGA rates and DS tariffs. These clauses provide for periodic adjustments to PGC, PGA and DS rates for differences between the total amount of purchased gas and electric generation supply costs collected from customers and recoverable costs incurred. Net undercollected costs are classified as a regulatory asset and net overcollections are classified as a regulatory liability.

Gas Utility uses derivative instruments to reduce volatility in the cost of gas it purchases for retail core-market customers. Realized and unrealized gains or losses on natural gas derivative instruments are included in deferred fuel and power costs or refunds. Net unrealized gains (losses) on such contracts at September 30, 2021 and 2020 were \$35 and \$8, respectively.

**State income tax benefits — distribution system repairs.** This regulatory liability represents Pennsylvania state income tax benefits, net of federal benefit, resulting from the deduction for income tax purposes of repair and maintenance costs associated with UGI Utilities, Inc.'s assets that are capitalized for regulatory and U.S. GAAP reporting. The tax benefits associated with these repair and maintenance deductions will be reflected as a reduction to income tax expense over the remaining tax lives of the related book assets.

**PAPUC Temporary Rates Order.** On May 17, 2018, the PAPUC ordered each regulated utility currently not in a general base rate case proceeding, including Gas Utility, to reduce their rates to credit customers any tax savings as a result of the TCJA through the establishment of a negative surcharge. These negative surcharges applied to bills rendered on or after July 1, 2018 and remained in effect until October 11, 2019, the effective date of Gas Utility's new base rates, subject to a final reconciliation of any over- or under-crediting of the tax savings. The remaining regulatory liability was returned to customers through an additional temporary negative surcharge from January 1, 2021 through October 10, 2021

In its May 17, 2018 Order, the PAPUC also required Pennsylvania utilities to establish a regulatory liability for tax benefits that accrued during the period January 1, 2018 through June 30, 2018, resulting from the reduced federal tax rate. The rate treatment of this regulatory liability was addressed in Gas Utility's base rate proceeding filed January 28, 2019 (see "Base Rate Filings" below for further information).

For Pennsylvania utilities that were in a general base rate proceeding, including Electric Utility, no negative surcharge applied. The tax benefits that accrued during the period January 1, 2018 through October 26, 2018, the date before Electric Utility's base rate case became effective were refunded to Electric Utility ratepayers through a one-time bill credit.

**Excess federal deferred income taxes.** This regulatory liability is the result of remeasuring UGI Utilities' federal deferred income tax liabilities on utility plant due to the enactment of the TCJA on December 22, 2017. In order for our utility assets to continue to be eligible for accelerated tax depreciation, current law requires that excess federal deferred income taxes resulting from the remeasurement be amortized no more rapidly than over the remaining lives of the assets that gave rise to the excess federal deferred income taxes, ranging from 1 year to approximately 65 years. This regulatory liability has been increased to reflect the tax benefit generated by the amortization of the excess deferred federal income taxes and is being amortized and credited to tax expense.

**Other.** Other regulatory assets and liabilities comprise a number of deferred items including, among others, certain fair value adjustments related to the Mountaineer Acquisition incremental expenses attributable to the ongoing COVID-19 pandemic, certain information technology costs, energy efficiency conservation costs and rate case expenses.

#### Other Regulatory Matters

**Base Rate Filings.** On February 8, 2021, Electric Utility filed a rate request with the PAPUC to increase its annual base distribution revenues by \$9. On October 28, 2021, the PAPUC issued a final Order approving a settlement that permitted Electric Utility, effective November 9, 2021, to increase its base distribution revenues by \$6.

On January 28, 2020, Gas Utility filed a request with the PAPUC to increase its annual base distribution operating revenues by \$75 annually. On October 8, 2020, the PAPUC issued a final Order approving a settlement that permits Gas Utility to increase its annual base distribution rates by \$20, through a phased approach, with \$10 beginning January 1, 2021 and an additional \$10 beginning July 1, 2021. Additionally, Gas Utility was authorized to implement a DSIC once Gas Utility total property, plant and equipment less accumulated depreciation reaches \$2,875. This threshold was achieved in December 2020 and Gas Utility implemented a DSIC effective April 1, 2021. The PAPUC’s final Order also includes enhanced COVID-19 customer assistance measures, including the establishment of an Emergency Relief Program for a defined set of payment troubled customers (“ERP”). Additionally, the PAPUC’s final order permits Gas Utility to establish a regulatory asset for certain incremental expenses attributable to the ongoing COVID-19 pandemic, most notably expenses related to the ERP and uncollectible accounts expense, through the effective date of rates in the next Gas Utility base rate case, to be recovered and amortized over a 10-year period. In accordance with the terms of the Joint Petition, Gas Utility is not be permitted to file a rate case prior to January 1, 2022.

On January 28, 2019, Gas Utility filed a rate request with the PAPUC to increase the base operating revenues for residential, commercial, and industrial customers throughout its Pennsylvania service territory by an aggregate \$71. On October 4, 2019, the PAPUC issued a final Order approving a settlement that permitted Gas Utility, effective October 11, 2019, to increase its base distribution revenues by \$30 under a single consolidated tariff, approved a plan for uniform class rates, and permitted Gas Utility to extend its Energy Efficiency and Conservation and Growth Extension Tariff programs by an additional term of five years. The PAPUC’s final Order approved a negative surcharge, to return to customers \$24 of tax benefits experienced by Gas Utility over the period January 1, 2018 to June 30, 2018, plus applicable interest, in accordance with the May 17, 2018 PAPUC Order, which became effective for a twelve-month period beginning on October 11, 2019, the effective date of Gas Utility’s new base rates, subject to final reconciliation of any over- or under-crediting of the tax savings.

**Note 10 — Inventories**

Inventories comprise the following at September 30:

	2021	2020
Non-utility LPG and natural gas	\$ 278	\$ 164
Utility natural gas	68	20
Energy certificates	53	3
Materials, supplies and other	70	54
Total inventories	<u>\$ 469</u>	<u>\$ 241</u>

**Note 11 — Property, Plant and Equipment**

Property, plant and equipment comprise the following at September 30:

	2021	2020	Estimated Useful Life
Utility:			
Distribution	\$ 4,306	\$ 3,630	
Transmission	111	111	
General and other	507	425	
Work in process	98	99	
Total Utility	5,022	4,265	
Non-utility:			
Land	186	191	
Buildings and improvements	436	431	10 - 40 years
Transportation equipment	232	248	3 - 10 years
Equipment, primarily cylinders and tanks	3,785	3,712	5 - 30 years
Electric generation	211	211	25 - 40 years
Pipeline and related assets	1,218	1,098	25 - 40 years
Other	342	306	1 - 12 years
Work in process	76	196	
Total non-utility	6,486	6,393	
Total property, plant and equipment	\$ 11,508	\$ 10,658	

The average composite depreciation rates at our regulated natural gas utilities (inclusive of Gas Utility and Mountaineer) and Electric Utility were as follows:

	2021	2020	2019
Regulated natural gas utilities	2.6 %	2.5 %	2.2 %
Electric Utility	2.3 %	2.2 %	2.1 %

Depreciation expense totaled \$437, \$416 and \$389 for Fiscal 2021, Fiscal 2020 and Fiscal 2019, respectively.

**Note 12 — Goodwill and Intangible Assets**

Changes in the carrying amount of goodwill by reportable segment are as follows:

	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Total
Balance September 30, 2019	\$ 2,004	\$ 930	\$ 340	\$ 182	\$ 3,456
Dispositions	—	—	(5)	—	(5)
Purchase accounting adjustments	—	(2)	—	—	(2)
Foreign currency translation	—	69	—	—	69
Balance September 30, 2020	2,004	997	335	182	3,518
Acquisitions	—	6	—	255	261
Purchase accounting adjustments	—	—	1	—	1
Foreign currency translation	—	(10)	—	—	(10)
Balance September 30, 2021	\$ 2,004	\$ 993	\$ 336	\$ 437	\$ 3,770

Intangible assets comprise the following at September 30:

	2021	2020
Customer relationships	\$ 1,054	\$ 1,083
Trademarks and tradenames	12	12
Noncompete agreements and other	75	76
Accumulated amortization	(607)	(543)
Intangible assets, net (definite-lived)	534	628
Trademarks and tradenames (indefinite-lived)	49	49
Total intangible assets, net	\$ 583	\$ 677

Changes in amounts above include the effects of currency translation. During the fourth quarter of Fiscal 2021, the Company recognized a \$20 non-cash, pre-tax impairment charge related to a customer relationship intangible at DVEP resulting from a decline in anticipated volumes attributable to a historical customer. The charge is reflected in “Operating and administrative expenses” on the Consolidated Statements of Income.

Amortization expense of intangible assets was \$76, \$83 and \$59 for Fiscal 2021, Fiscal 2020 and Fiscal 2019, respectively. Estimated amortization expense of intangible assets during the next five fiscal years is as follows: Fiscal 2022 — \$61; Fiscal 2023 — \$57; Fiscal 2024 — \$55; Fiscal 2025 — \$53; Fiscal 2026 — \$52.

**Note 13 — Equity**

On January 25, 2018, UGI’s Board of Directors authorized the repurchase of up to 8,000,000 shares of UGI Corporation Common Stock over a four-year period. Pursuant to these authorizations, during Fiscal 2020 and Fiscal 2019, the Company purchased and placed in treasury stock 950,000 and 300,000 shares at a total cost of \$38 and \$17, respectively. There were no such repurchases during Fiscal 2021.



UGI Preferred Stock and Common Stock share activity for Fiscal 2021, Fiscal 2020 and Fiscal 2019 is as follows:

	Preferred Stock	Common Stock		
	Issued/Outstanding	Issued	Treasury	Outstanding
Balance at September 30, 2018	—	174,142,997	(394,022)	173,748,975
Issued:				
Employee and director plans	—	548,285	430,847	979,132
AmeriGas Merger	—	34,612,847	—	34,612,847
Sale of reacquired common stock	—	—	15,759	15,759
Repurchases of common stock	—	—	(300,000)	(300,000)
Reacquired common stock – employee and director plans	—	—	(51,924)	(51,924)
Balance at September 30, 2019	—	209,304,129	(299,340)	209,004,789
Issued:				
Employee and director plans	—	209,915	180,050	389,965
Repurchases of common stock	—	—	(950,000)	(950,000)
Reacquired common stock – employee and director plans	—	—	(90,316)	(90,316)
Balance at Balance at September 30, 2020	—	209,514,044	(1,159,606)	208,354,438
Issued:				
Equity Unit offering	220,000	—	—	—
Employee and director plans	—	329,252	554,315	883,567
Reacquired common stock – employee and director plans	—	—	(21,870)	(21,870)
Balance at September 30, 2021	220,000	209,843,296	(627,161)	209,216,135

UGI also has 5,000,000 shares of UGI Series Preference Stock authorized for issuance. UGI had no shares of UGI Series Preference Stock outstanding at September 30, 2021 or 2020.

#### Issuance of Equity Units

On May 25, 2021, the Company issued 2.2 million Equity Units with a total notional value of \$220. Each Equity Unit has a stated amount of \$100 and consists of i) a 10% undivided beneficial ownership interest in one share of Convertible Preferred Stock with a liquidation preference of \$1,000 per share and ii) a 2024 Purchase Contract. The Company received approximately \$213 of proceeds from the issuance of the Equity Units, net of offering expenses and underwriting costs and commissions, and issued 220,000 shares of Convertible Preferred Stock, recording \$213 in “Preferred stock” on the accompanying Consolidated Balance Sheet. The proceeds were used to pay a portion of the purchase price for the Mountaineer Acquisition and related fees and expenses, and for general corporate purposes.

**Convertible Preferred Stock.** Holders of the Convertible Preferred Stock will generally have no voting rights, except under the limited circumstances as described in the Equity Unit Agreements, and will be entitled to receive cumulative dividends at an initial annual rate of 0.125% when, as, and if declared by the UGI Board of Directors, payable quarterly in arrears on March 1, June 1, September 1 and December 1, commencing September 1, 2021. The Company may elect to pay such dividends in cash, shares of UGI’s common stock or a combination of cash and shares of UGI’s common stock. Unless all accumulated and unpaid dividends on the Convertible Preferred Stock for prior completed dividend periods have been declared and paid, the Company may not make any distributions on, or repurchase, any of its capital stock ranking equal or junior to the Convertible Preferred Stock as to dividends or upon liquidation, subject to certain exceptions.

The Convertible Preferred Stock has no maturity date and will remain outstanding unless converted by holders or redeemed by the Company. The Company has the option to redeem all or a portion of the Convertible Preferred Stock at any time, and from time to time, on or after September 3, 2024, for cash at a redemption price equal to the liquidation preference of the Convertible Preferred Stock being redeemed plus any accumulated and unpaid dividends. Each share of Convertible Preferred Stock may be converted at the option of the holders on and after June 1, 2024, only after it has been separated from the Equity Units and,

prior to June 1, 2024, only under limited circumstances in connection with a fundamental change, as defined in the Equity Unit Agreements. The Company will settle conversions by paying or delivering (i) one share of UGI's 0.125% Series B preferred stock (or, for conversions in connection with a redemption of the Convertible Preferred Stock, up to \$1,000 per share in cash plus all accumulated but unpaid dividends to, but excluding, the payment date immediately preceding the relevant conversion date) per share of Convertible Preferred Stock being converted; and (ii) to the extent the conversion value exceeds the liquidation preference of the Convertible Preferred Stock, shares of UGI's common stock. The conversion rate is initially 19.0215 shares of UGI's common stock per one share of Convertible Preferred Stock, which is equivalent to an initial conversion price of approximately \$52.57 per share of UGI's common stock. At September 30, 2021, there were 220,000 shares of Series B preferred stock authorized for issuance pursuant to the settlement terms discussed above.

The Convertible Preferred Stock can be remarketed during either (i) an optional remarketing period beginning on, and including, March 1, 2024 and ending on, and including, May 13, 2024 or (ii) a final remarketing period beginning on, and including, May 23, 2024 and ending on, and including, May 30, 2024. In connection with a successful remarketing, the conversion rate and dividend rate of the Convertible Preferred Stock may be increased, and the earliest redemption date for the Convertible Preferred Stock may be changed to a later date that is on or before August 29, 2025.

**2024 Purchase Contracts.** The 2024 Purchase Contracts obligate the holders to pay \$100 to UGI to purchase a variable number of shares of UGI's common stock on the purchase contract settlement date, which is scheduled to occur on June 1, 2024. The number of shares of UGI's common stock to be issued upon settlement of each 2024 Purchase Contract on the purchase contract settlement date will be equal to \$100 divided by the market value per share of UGI's common stock, which will be determined over a market value averaging period preceding the settlement date, subject to a maximum settlement rate of 2.2826 shares of UGI's common stock per 2024 Purchase Contract, subject to adjustment. The initial maximum settlement rate of the 2024 Purchase Contracts is approximately equal to \$100 divided by the last reported sale price of \$43.81 per share of UGI's common stock on May 17, 2021. Absent any fundamental changes, as defined in the Equity Unit Agreements, the holders can settle the 2024 Purchase Contracts early, subject to certain exceptions and conditions. Upon early settlement of any 2024 Purchase Contracts, other than in connection with a fundamental change, the Company will deliver the number of shares of UGI's common stock equal to 85% of the number of shares of UGI's common stock that would have otherwise been deliverable.

The Company will pay holders of the 2024 Purchase Contracts quarterly contract adjustment payments at an annual rate of 7.125%, payable quarterly in arrears on March 1, June 1, September 1 and December 1, commencing September 1, 2021. The Company may elect to pay such contract adjustment payments in cash, shares of UGI's common stock or a combination of cash and shares of UGI's common stock. The Company may defer the contract adjustment payments for one or more consecutive periods but generally not beyond the purchase contract settlement date. If contract adjustment payments are deferred, the Company will be subject to certain dividend, distribution, and other restrictions related to its capital stock as defined in the Equity Unit Agreements.

The present value of the quarterly contract adjustment payments liability was \$45 upon issuance of the Equity Units and is recorded in "Other current liabilities" and "Other noncurrent liabilities" on the Consolidated Balance Sheet. Such liability reduced "UGI Common Stock" on the Consolidated Balance Sheet at inception. As each quarterly contract adjustment payment is made, the related liability is reduced and the difference between the cash payment and the present value will accrete to "Interest expense" on the Consolidated Statements of Income. This accretion was not material during Fiscal 2021.

#### **Note 14 — Equity-Based Compensation**

The Company grants equity-based awards to employees and non-employee directors comprising UGI stock options, UGI Common Stock-based equity instruments and, prior to the AmeriGas Merger, AmeriGas Partners Common Unit-based equity instruments. We recognized total pre-tax equity-based compensation expense of \$21 (\$15 after-tax), \$15 (\$11 after-tax) and \$18 (\$13 after-tax) in Fiscal 2021, Fiscal 2020 and Fiscal 2019, respectively.

**UGI Equity-Based Compensation Plans and Awards.** On January 29, 2021, the Company's shareholders approved the 2021 IAP. Under the 2021 IAP, awards representing up to 20,500,000 shares of UGI Common Stock may be granted. UGI Unit Awards granted to employees and non-employee directors, including dividend equivalents, are settled in shares of UGI Common Stock and cash. The 2021 IAP supersedes and replaces the 2013 OICP for awards granted on or after February 1, 2021. The terms and conditions of the 2013 OICP will continue to govern any outstanding awards granted thereunder. Similar to the 2013 OICP, under the 2021 IAP, we may grant options to acquire shares of UGI Common Stock, SARs, UGI Units (comprising "Stock Units" and "UGI Performance Units"), other equity-based awards and cash to key employees and non-

employee directors. The exercise price for options may not be less than the fair market value on the grant date. Awards granted under the 2021 IAP may vest immediately or ratably over a period of years, and stock options can be exercised no later than ten years from the grant date. Except in the event of retirement, death or disability, each grant, unless paid, will terminate when the participant ceases to be employed. There are certain change of control and retirement eligibility conditions that, if met, generally result in accelerated vesting or elimination of further service requirements.

There were 20,037,430 shares of Common Stock available for future grants under the 2021 IAP at September 30, 2021.

**UGI Stock Option Awards.** We measure the fair value of stock options using a Black-Scholes option pricing model that uses certain key assumptions for such options related to the expected life, volatility, dividend yield and the Company's risk-free rate at the valuation date. The per share weighted average fair value of stock options granted under our option plans was \$6.05, \$5.58 and \$8.70 in Fiscal 2021, Fiscal 2020 and Fiscal 2019, respectively. As of September 30, 2021, there was \$7 of unrecognized compensation cost associated with unvested stock options that is expected to be recognized over a weighted-average period of 2.0 years. There were 10,204,836 stock options outstanding at September 30, 2021, of which, 7,445,827 stock options were exercisable with a weighted-average option price of \$38.42.

**UGI Unit Awards.** UGI Stock Unit and UGI Performance Unit awards entitle the grantee to shares of UGI Common Stock or cash once the service condition is met and, with respect to UGI Performance Unit awards, subject to market performance conditions. UGI Performance Unit grant recipients are awarded a target number of UGI Performance Units. The number of UGI Performance Units ultimately paid at the end of the performance period (generally three years) may be higher or lower than the target amount, or even zero, based on UGI's TSR percentile rank relative to the UGI comparator group. Grantees may receive 0% to 200% of the target award granted.

The fair value of UGI Stock Units on the grant date is equal to the market price of UGI Stock on the grant date plus the fair value of dividend equivalents if applicable. The fair value of UGI Performance Units is estimated using a Monte Carlo valuation model. The fair value associated with the target award is accounted for as equity and the fair value of the award over the target, as well as all dividend equivalents, is accounted for as a liability.

The weighted-average grant date fair value of UGI Stock Units and UGI Performance Units granted to employees during Fiscal 2021, Fiscal 2020, and Fiscal 2019 was \$41.41, \$41.47 and \$55.40, respectively.

As of September 30, 2021, there was a total of \$19 unrecognized compensation cost associated with UGI Unit awards outstanding that is expected to be recognized over a weighted-average period of 1.9 years. As of September 30, 2021, there were 1,124,369 UGI Unit awards outstanding with a weighted-average grant-date fair value of \$33.41 per share.

#### **Note 15 — Partnership Distributions**

In accordance with the Partnership Agreement, the Partnership makes distributions to its partners approximately 45 days after the end of each fiscal quarter in a total amount equal to its Available Cash (as defined in the Partnership Agreement) for such quarter. The General Partner may establish reserves for the proper conduct of the Partnership's business and for distributions during the next four quarters.

Prior to the AmeriGas Merger, distributions of Available Cash were made 98% to limited partners and 2% to the General Partner (representing a 1% General Partner interest in AmeriGas Partners and 1.01% interest in AmeriGas OLP) in accordance with available cash and target distribution tiers (as defined in the Partnership Agreement). When available cash exceeded a certain distribution tier in any quarter, the General Partner would receive a greater percentage of the total Partnership distribution (the "incentive distribution") but only with respect to the amount by which the distribution exceeded the defined amount.

During Fiscal 2019 (prior to the AmeriGas Merger), the Partnership made quarterly distributions in excess of the defined amount. As a result, the General Partner received a greater percentage of the total Partnership distribution than its aggregate 2% general partner interest in AmeriGas OLP and AmeriGas Partners. During Fiscal 2019, distributions received by the

General Partner with respect to its aggregate 2% general partner ownership interests totaled \$55, which included incentive distributions of \$45.

**Note 16 — Leases**

**Lessee**

We lease various buildings and other facilities, real estate, vehicles, rail cars and other equipment, the majority of which are operating leases. We determine if a contract is or contains a lease by evaluating whether the contract explicitly or implicitly identifies an asset, whether we have the right to obtain substantially all of the economic benefits of the identified leased asset and to direct its use.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. We recognize ROU assets at the lease commencement date at the value of the lease liability adjusted for any prepayments, lease incentives received, and initial direct costs incurred. Lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. These payments are discounted using the discount rate implicit in the lease, when available. We apply an incremental borrowing rate, which is developed utilizing a credit notching approach based on information available at the lease commencement date, to substantially all of our leases as the implicit rate is often not available.

Lease expense is recognized on a straight-line basis over the expected lease term. Renewal and termination options are not included in the lease term unless we are reasonably certain that such options will be exercised. Leases with an original lease term of one year or less, including consideration of any renewal options assumed to be exercised, are not included in the Consolidated Balance Sheets.

Certain lease arrangements, primarily fleet vehicle leases with lease terms of one to ten years, contain purchase options. The Company generally excludes purchase options in evaluating its leases unless it is reasonably certain that such options will be exercised. Additionally, leases of fleet vehicles often contain residual value guarantees that are due at the end of the lease. Such amounts are included in the determination of lease liabilities when we are reasonably certain that they will be owed.

Certain leasing arrangements require variable payments that are dependent on asset usage or are based on changes in index rates, such as the Consumer Price Index. The variable payments component of such leases cannot be determined at lease commencement and is not recognized in the measurement of ROU assets or lease liabilities, but is recognized in earnings in the period in which the obligation occurs.

ROU assets and lease liabilities recorded in the Consolidated Balance Sheets as of September 30 are as follows:

	2021	2020	Location on the Balance Sheet
<b>ROU assets:</b>			
Operating lease ROU assets	\$ 390	\$ 415	Other assets
Finance lease ROU assets	49	52	Property, plant and equipment
<b>Total ROU assets</b>	<b>\$ 439</b>	<b>\$ 467</b>	
<b>Lease liabilities:</b>			
Operating lease liabilities — current	\$ 81	\$ 87	Other current liabilities
Operating lease liabilities — noncurrent	318	334	Other noncurrent liabilities
Finance lease liabilities — current	4	5	Current maturities of long-term debt
Finance lease liabilities — noncurrent	41	41	Long-term debt
<b>Total lease liabilities</b>	<b>\$ 444</b>	<b>\$ 467</b>	

The components of lease cost for Fiscal 2021 and Fiscal 2020 are as follows:

	2021	2020
Operating lease cost	\$ 101	\$ 102
Finance lease cost:		
Amortization of ROU assets	4	5
Interest on lease liabilities	3	3
Variable lease cost	4	5
Short-term lease cost	2	3
<b>Total lease cost</b>	<b>\$ 114</b>	<b>\$ 118</b>

The following table presents the cash and non-cash activity related to lease liabilities included in the Consolidated Statements of Cash Flows during Fiscal 2021 and Fiscal 2020:

	2021	2020
<b>Cash paid related to lease liabilities:</b>		
Operating cash flows — operating leases	\$ 99	\$ 103
Operating cash flows — finance leases	\$ 3	\$ 3
Financing cash flows — finance leases	\$ 3	\$ 4
<b>Non-cash lease liability activities:</b>		
ROU assets obtained in exchange for operating lease liabilities (a)	\$ 85	\$ 506
ROU assets obtained in exchange for finance lease liabilities	\$ 1	\$ 22

(a) Fiscal 2020 includes the impact of the adoption of ASC842.

The following table presents the weighted-average remaining lease term and weighted-average discount rate:

Weighted-average remaining lease term (in years)	2021	2020
Operating leases	6.3	6.2
Finance leases	2.4	2.4
Weighted-average discount rate (%)	2021	2020
Operating leases	3.6%	3.8%
Finance leases	1.5%	1.9%

Expected annual lease payments based on maturities of operating and finance leases, as well as a reconciliation to the lease liabilities on the Consolidated Balance Sheet, as of September 30, 2021, were as follows:

	2022	2023	2024	2025	2026	After 2026	Total Lease Payments	Imputed Interest	Lease Liabilities
Operating leases	\$ 92	\$ 81	\$ 71	\$ 55	\$ 44	\$ 103	\$ 446	\$ (47)	\$ 399
Finance leases	\$ 4	\$ 4	\$ 3	\$ 3	\$ 3	\$ 81	\$ 98	\$ (53)	\$ 45

Approximately 85% of the operating lease liabilities presented above relate to AmeriGas Propane.

At September 30, 2021, operating and finance leases that had not yet commenced were not material.

## Lessor

We enter into lessor arrangements for the purposes of storing, gathering or distributing natural gas and LPG. AmeriGas Propane and UGI International have lessor arrangements that grant customers the right to use small, medium and large storage tanks, which we classify as operating leases. These agreements contain renewal options for periods up to nine years and certain agreements at UGI International contain a purchase option. Energy Services leases certain natural gas gathering assets to customers, which we classify as operating leases. Lease income is generally recognized on a straight-line basis over the lease term and included in “Revenues” on the Consolidated Statements of Income (see Note 4).

## Note 17 — Commitments and Contingencies

### Environmental Matters

#### UGI Utilities, Inc.

From the late 1800s through the mid-1900s, UGI Utilities, Inc. and its former subsidiaries owned and operated a number of MGPs prior to the general availability of natural gas. Some constituents of coal tars and other residues of the manufactured gas process are today considered hazardous substances under the Superfund Law and may be present on the sites of former MGPs. Between 1882 and 1953, UGI Utilities, Inc. owned the stock of subsidiary gas companies in Pennsylvania and elsewhere and also operated the businesses of some gas companies under agreement. By the early 1950s, UGI Utilities, Inc. divested all of its utility operations other than certain gas and electric operations. Beginning in 2006 and 2008, UGI Utilities, Inc. also owned and operated two acquired subsidiaries, with similar histories of owning, and in some cases operating, MGPs in Pennsylvania.

Prior to October 1, 2020, UGI Utilities, Inc. was subject to three COAs with the PADEP to address the remediation of specified former MGP sites in Pennsylvania and in the case of one COA, the plugging of specified natural gas wells. Effective October 1, 2020, the three COAs were consolidated into one agreement that supersedes the existing agreements and which is scheduled to terminate at the end of 2031. In accordance with the consolidated COA, UGI Utilities, Inc. is required to either obtain a certain number of points per calendar year based on defined eligible environmental investigatory and/or remedial activities at the MGPs, or make expenditures for such activities in an amount equal to an annual environmental minimum expenditure threshold. The annual minimum expenditure threshold of the consolidated COA is \$5. The consolidated COA permits the transfer of the specified wells, with related costs counted towards the annual minimum expenditure. At September 30, 2021 and 2020, our aggregate estimated accrued liabilities for environmental investigation and remediation costs related to the current COA and the predecessor agreements totaled \$50 and \$53, respectively.

We do not expect the costs for investigation and remediation of hazardous substances at Pennsylvania MGP sites to be material to UGI Utilities, Inc.'s results of operations because UGI Utilities, Inc. receives ratemaking recovery of actual environmental investigation and remediation costs associated with the sites covered by the COA. This ratemaking recognition reconciles the accumulated difference between historical costs and rate recoveries with an estimate of future costs associated with the sites. As such, UGI Utilities, Inc. has recorded an associated regulatory asset for these costs because recovery of these costs from customers is probable (see Note 9).

From time to time, UGI Utilities, Inc. is notified of sites outside Pennsylvania on which private parties allege MGPs were formerly owned or operated by UGI Utilities, Inc. or owned or operated by a former subsidiary. Such parties generally investigate the extent of environmental contamination or perform environmental remediation. Management believes that under applicable law UGI Utilities, Inc. should not be liable in those instances in which a former subsidiary owned or operated an MGP. There could be, however, significant future costs of an uncertain amount associated with environmental damage caused by MGPs outside Pennsylvania that UGI Utilities, Inc. directly operated, or that were owned or operated by a former subsidiary of UGI Utilities, Inc. if a court were to conclude that (1) the subsidiary's separate corporate form should be disregarded, or (2) UGI Utilities, Inc. should be considered to have been an operator because of its conduct with respect to its subsidiary's MGP. Neither the undiscounted nor the accrued liability for environmental investigation and cleanup costs for UGI Utilities, Inc.'s MGP sites outside Pennsylvania was material for all periods presented.

#### AmeriGas Propane

**AmeriGas OLP Saranac Lake.** In 2008, the NYDEC notified AmeriGas OLP that the NYDEC had placed property purportedly owned by AmeriGas OLP in Saranac Lake, New York on the New York State Registry of Inactive Hazardous Waste Disposal Sites. A site characterization study performed by the NYDEC disclosed contamination related to a former MGP. AmeriGas OLP responded to the NYDEC in 2009 to dispute the contention it was a PRP as it did not operate the MGP and appeared to only own a portion of the site. In 2017, the NYDEC communicated to AmeriGas OLP that the NYDEC had previously issued three RODs related to remediation of the site totaling approximately \$28 and requested additional information regarding AmeriGas OLP's purported ownership. AmeriGas OLP renewed its challenge to designation as a PRP and identified potential defenses. The NYDEC subsequently identified a third party PRP with respect to the site.

The NYDEC commenced implementation of the remediation plan in the spring of 2018. Based on our evaluation of the available information as of September 30, 2021 and 2020, the Partnership has an undiscounted environmental remediation liability of \$8 related to the site. Our share of the actual remediation costs could be significantly more or less than the accrued amount.

#### ***Other Matters***

***Purported Class Action Lawsuits.*** Between May and October of 2014, purported class action lawsuits were filed in multiple jurisdictions against the Partnership/UGI and a competitor by certain of their direct and indirect customers. The class action lawsuits allege, among other things, that the Partnership and its competitor colluded, beginning in 2008, to reduce the fill level of portable propane cylinders from 17 pounds to 15 pounds and combined to persuade their common customer, Walmart Stores, Inc., to accept that fill reduction, resulting in increased cylinder costs to retailers and end-user customers in violation of federal and certain state antitrust laws. The claims seek treble damages, injunctive relief, attorneys' fees and costs on behalf of the putative classes.

On October 16, 2014, the United States Judicial Panel on Multidistrict Litigation transferred all of these purported class action cases to the Western Missouri District Court. As the result of rulings on a series of procedural filings, including petitions filed with the Eighth Circuit and the U.S. Supreme Court, both the federal and state law claims of the direct customer plaintiffs and the state law claims of the indirect customer plaintiffs were remanded to the Western Missouri District Court. The decision of the Western Missouri District Court to dismiss the federal antitrust claims of the indirect customer plaintiffs was upheld by the Eighth Circuit. On April 15, 2019, the Western Missouri District Court ruled that it has jurisdiction over the indirect purchasers' state law claims and that the indirect customer plaintiffs have standing to pursue those claims. On August 21, 2019, the District Court partially granted the Company's motion for judgment on the pleadings and dismissed the claims of indirect customer plaintiffs from ten states and the District of Columbia.

On October 2, 2019, the Partnership reached an agreement to resolve the claims of the direct purchaser class of plaintiffs; the agreement received final court approval on June 18, 2020. On September 18, 2020, the Partnership and counsel for the indirect

purchaser plaintiffs filed a joint statement with the court that they had reached an agreement in principle to settle the claims of the remaining classes and plaintiffs, the settlement received final court approval on March 30, 2021. As of September 30, 2021 there were no further liabilities associated with this matter.

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 statements.

In addition to the matters described above, there are other 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 statements.

**Note 18 — Fair Value Measurements**
**Recurring Fair Value Measurements**

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 as described in Note 2:

	Asset (Liability)			
	Level 1	Level 2	Level 3	Total
<b>September 30, 2021:</b>				
Derivative instruments:				
Assets:				
Commodity contracts	\$ 641	\$ 1,008	\$ —	\$ 1,649
Foreign currency contracts	\$ —	\$ 38	\$ —	\$ 38
Liabilities:				
Commodity contracts	\$ (264)	\$ (16)	\$ —	\$ (280)
Foreign currency contracts	\$ —	\$ (8)	\$ —	\$ (8)
Interest rate contracts	\$ —	\$ (29)	\$ —	\$ (29)
Non-qualified supplemental postretirement grantor trust investments (a)	\$ 53	\$ —	\$ —	\$ 53
<b>September 30, 2020</b>				
Derivative instruments:				
Assets:				
Commodity contracts	\$ 68	\$ 39	\$ —	\$ 107
Foreign currency contracts	\$ —	\$ 32	\$ —	\$ 32
Liabilities:				
Commodity contracts	\$ (54)	\$ (64)	\$ —	\$ (118)
Foreign currency contracts	\$ —	\$ (14)	\$ —	\$ (14)
Interest rate contracts	\$ —	\$ (55)	\$ —	\$ (55)
Non-qualified supplemental postretirement grantor trust investments (a)	\$ 42	\$ —	\$ —	\$ 42

(a) Consists primarily of mutual fund investments held in grantor trusts associated with non-qualified supplemental retirement plans (see Note 8).

The fair values of our Level 1 exchange-traded commodity futures and option contracts and non-exchange-traded commodity futures and forward contracts are based upon actively quoted market prices for identical assets and liabilities. The remainder of our derivative instruments are designated as Level 2. The fair values of certain non-exchange-traded 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. The fair values of investments held in grantor trusts are derived from quoted market prices as substantially all of the investments in these trusts have active markets.

**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:

	2021		2020	
Carrying amount	\$	6,491	\$	6,081
Estimated fair value	\$	6,996	\$	6,504

Financial instruments other than derivative instruments, such as short-term investments and trade accounts receivable, could expose us to concentrations of credit risk. We limit credit risk from short-term investments by investing only in investment-grade commercial paper, money market mutual funds, securities guaranteed by the U.S. Government or its agencies and FDIC insured bank deposits. The credit risk arising from concentrations of trade accounts receivable is limited because we have a large customer base that extends across many different U.S. markets and a number of foreign countries. For information regarding concentrations of credit risk associated with our derivative instruments, see Note 19.

**Note 19 — 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. For information on the accounting for our derivative instruments, see Note 2.

The following summarizes the types of derivative instruments used by the Company to manage certain market risks:

**Commodity Price Risk**

**Regulated Utility Operations**

*Natural Gas*

Gas Utility’s tariffs contain clauses that permit recovery of all prudently incurred costs of natural gas it sells to retail core-market customers, including the cost of financial instruments used to hedge purchased gas costs. As permitted and agreed to by the PAPUC pursuant to Gas Utility’s annual PGC filings, Gas Utility currently uses NYMEX natural gas futures and option contracts to reduce commodity price volatility associated with a portion of the natural gas it purchases for its retail core-market customers. See Note 9 for further information on the regulatory accounting treatment for these derivative instruments.

**Non-utility Operations**

*LPG*

In order to manage market price risk associated with the Partnership’s fixed-price programs and to reduce the effects of short-term commodity price volatility, the Partnership uses over-the-counter derivative commodity instruments, principally price

swap contracts. In addition, the Partnership and our UGI International operations also use over-the-counter price swap contracts to reduce commodity price volatility associated with a portion of their forecasted LPG purchases.

#### *Natural Gas*

In order to manage market price risk relating to fixed-price sales contracts for physical natural gas, Midstream & Marketing enters into NYMEX and over-the-counter natural gas futures and over-the-counter and ICE natural gas basis swap contracts. In addition, Midstream & Marketing uses NYMEX and over-the-counter futures and options contracts to economically hedge price volatility associated with the gross margin derived from the purchase and anticipated later near-term sale of natural gas storage inventories. Outside of the financial market, Midstream & Marketing also uses ICE and over-the-counter forward physical contracts. UGI International also uses natural gas futures and forward contracts to economically hedge market price risk associated with fixed-price sales contracts with its customers.

#### *Electricity*

In order to manage market price risk relating to fixed-price sales contracts for electricity, Midstream & Marketing enters into electricity futures and forward contracts. Midstream & Marketing also uses NYMEX and over-the-counter electricity futures contracts to economically hedge the price of a portion of its anticipated future sales of electricity from its electric generation facilities. UGI International also uses electricity futures and forward contracts to economically hedge market price risk associated with fixed-price sales and purchase contracts for electricity.

#### **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. In order to reduce market rate risk on the underlying benchmark rate of interest associated with near- to medium-term forecasted issuances of fixed-rate debt, from time to time we enter into IRPAs. We account for IRPAs as cash flow hedges. There were no unsettled IRPAs during any of the periods presented. At September 30, 2021, the amount of pre-tax net losses associated with interest rate hedges (excluding pay-fixed, receive-variable interest rate swaps) expected to be reclassified into earnings during the next twelve months is \$4.

#### **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 a multi-year period 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 Consolidated Statements of Income.

In order to reduce exposure to foreign exchange rate volatility related to our foreign LPG operations, we previously entered into forward foreign currency exchange contracts to hedge a portion of anticipated U.S. dollar-denominated LPG product purchases primarily during the heating-season months of October through March. The last such contracts expired in September 2019. We accounted for these foreign currency exchange contracts as cash flow hedges.

##### Net Investment Hedges

From time to time we also enter into certain forward foreign currency exchange contracts to reduce the volatility of the U.S. dollar value of a portion of our UGI International euro-denominated net investments. 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 also been designated as net investment hedges of a portion of our UGI International 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 \$9 and \$(53) during Fiscal 2021 and 2020, respectively.

Quantitative Disclosures Related to Derivative Instruments

The following table summarizes by derivative type the gross notional amounts related to open derivative contracts at September 30, 2021 and 2020 and the final settlement dates of the Company's open derivative contracts as of September 30, 2021, excluding those derivatives that qualified for the NPNS exception:

			Notional Amounts (in millions)	
			September 30,	
Type	Units	Settlements Extending Through	2021	2020
<b>Commodity Price Risk:</b>				
<i>Regulated Utility Operations</i>				
Gas Utility NYMEX natural gas futures and option contracts	Dekatherms	September 2022	20	22
<i>Non-utility Operations</i>				
LPG swaps	Gallons	November 2023	708	846
Natural gas futures, forward, basis swap, options and pipeline contracts	Dekatherms	April 2026	355	339
Electricity forward and futures contracts	Kilowatt hours	January 2026	4,302	4,705
<b>Interest Rate Risk:</b>				
Interest rate swaps	Euro	October 2022	€ 300	€ 300
Interest rate swaps	USD	September 2024	\$ 1,421	\$ 1,344
<b>Foreign Currency Exchange Rate Risk:</b>				
Forward foreign exchange contracts	USD	September 2024	\$ 509	\$ 511
Net investment hedge forward foreign exchange contracts	Euro	October 2024	€ 173	€ 173

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 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 September 30, 2021, 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 \$1,687. 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 September 30, 2021, we had received cash collateral from derivative instrument counterparties totaling \$468. 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. Certain of the Partnership’s derivative contracts have credit-risk-related contingent features that may require the posting of additional collateral in the event of a downgrade of the Partnership’s debt rating. At September 30, 2021, if the credit-risk-related contingent features were triggered, the amount of collateral required to be posted would not be material.

**Offsetting Derivative Assets and Liabilities**

Derivative assets and liabilities are presented net by counterparty on the 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 include both those that are executed on an exchange through brokers and centrally cleared and over-the-counter transactions. Exchange contracts utilize a financial intermediary, exchange, or clearinghouse to enter, execute, or clear the transactions. Over-the-counter contracts are bilateral contracts that are transacted directly with a third party. Certain over-the-counter and exchange 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 and all exchange contracts are subject to collateral requirements. Types of collateral generally include cash or letters of credit. Cash collateral paid by us to our over-the-counter derivative counterparties, if any, is reflected in the table below to offset derivative liabilities. Cash collateral received by us from our over-the-counter derivative counterparties, if any, is reflected in the table below to offset derivative assets. Certain other accounts receivable and accounts payable balances recognized on the 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.

**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, as of September 30:

	2021	2020
<b>Derivative assets:</b>		
<b>Derivatives designated as hedging instruments:</b>		
Foreign currency contracts	\$ 20	\$ 17
<b>Derivatives subject to PGC and DS mechanisms:</b>		
Commodity contracts	58	7
<b>Derivatives not designated as hedging instruments:</b>		
Commodity contracts	1,591	100
Foreign currency contracts	18	15
	<u>1,609</u>	<u>115</u>
Total derivative assets – gross	1,687	139
Gross amounts offset in the balance sheet	(216)	(57)
Cash collateral received	(468)	—
Total derivative assets – net	<u>\$ 1,003</u>	<u>\$ 82</u>
<b>Derivative liabilities:</b>		
<b>Derivatives designated as hedging instruments:</b>		
Interest rate contracts	\$ (29)	\$ (55)
<b>Derivatives subject to PGC and DS mechanisms:</b>		
Commodity contracts	(23)	—
<b>Derivatives not designated as hedging instruments:</b>		
Commodity contracts	(257)	(118)
Foreign currency contracts	(8)	(14)
	<u>(265)</u>	<u>(132)</u>
Total derivative liabilities – gross	(317)	(187)
Gross amounts offset in the balance sheet	216	57
Cash collateral pledged	3	7
Total derivative liabilities – net	<u>\$ (98)</u>	<u>\$ (123)</u>

**Effects of Derivative Instruments**

The following tables provide information on the effects of derivative instruments on the Consolidated Statements of Income and changes in AOCI for Fiscal 2021, Fiscal 2020 and Fiscal 2019:

	Gain (Loss) Recognized in AOCI			Gain (Loss) Reclassified from AOCI into Income			Location of Gain (Loss) Reclassified from AOCI into Income
	2021	2020	2019	2021	2020	2019	
<b>Cash Flow Hedges:</b>							
Foreign currency contracts	\$ —	\$ —	\$ 1	\$ —	\$ —	\$ 2	Cost of sales
Interest rate contracts	4	(53)	(11)	(25)	(13)	(6)	Interest expense
Total	<u>\$ 4</u>	<u>\$ (53)</u>	<u>\$ (10)</u>	<u>\$ (25)</u>	<u>\$ (13)</u>	<u>\$ (4)</u>	
<b>Net Investment Hedges:</b>							
Foreign currency contracts	<u>\$ 4</u>	<u>\$ (1)</u>	<u>\$ 17</u>				
	Gain (Loss) Recognized in Income						Location of Gain (Loss) Recognized in Income
	2021	2020	2019				
<b>Derivatives Not Designated as Hedging Instruments:</b>							
Commodity contracts	\$ (17)	\$ 10	\$ 7				Revenues
Commodity contracts	1,545	(32)	(344)				Cost of sales
Commodity contracts	5	—	—				Other operating income, net
Foreign currency contracts	9	(20)	38				Other non-operating income (expense), net
Total	<u>\$ 1,542</u>	<u>\$ (42)</u>	<u>\$ (299)</u>				

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 directly associated with the price of the product or service being purchased or sold. These contracts include, among others, binding purchase orders, contracts that provide for the purchase and delivery, or sale, of energy products, and service contracts that require the counterparty to provide commodity storage, transportation or capacity service to meet our normal sales commitments.

**Note 20 — Accumulated Other Comprehensive Income (Loss)**

Other comprehensive income (loss) principally comprises (1) gains and losses on derivative instruments qualifying as cash flow hedges, net of reclassifications to net income; (2) actuarial gains and losses on postretirement benefit plans, net of associated amortization; and (3) foreign currency translation and long-term intra-company transaction adjustments.

The table below presents changes in AOCI, net of tax, during Fiscal 2021, Fiscal 2020 and Fiscal 2019:

	Postretirement Benefit Plans	Derivative Instruments	Foreign Currency	Total
<b>AOCI - September 30, 2018</b>	\$ (11)	\$ (16)	\$ (83)	\$ (110)
Other comprehensive loss before reclassification adjustments (after-tax)	(13)	(7)	(83)	(103)
Amounts reclassified from AOCI	1	2	—	3
Other comprehensive loss attributable to UGI	(12)	(5)	(83)	(100)
Reclassification of stranded income tax effects related to TCJA	(3)	(4)	—	(7)
<b>AOCI - September 30, 2019</b>	\$ (26)	\$ (25)	\$ (166)	\$ (217)
Other comprehensive (loss) income before reclassification adjustments (after-tax)	(3)	(38)	99	58
Amounts reclassified from AOCI	3	9	—	12
Other comprehensive (loss) income attributable to UGI	—	(29)	99	70
<b>AOCI - September 30, 2020</b>	\$ (26)	\$ (54)	\$ (67)	\$ (147)
Other comprehensive income (loss) before reclassification adjustments (after-tax)	7	3	(23)	(13)
Amounts reclassified from AOCI	2	18	—	20
Other comprehensive income (loss) attributable to UGI	9	21	(23)	7
<b>AOCI - September 30, 2021</b>	<u>\$ (17)</u>	<u>\$ (33)</u>	<u>\$ (90)</u>	<u>\$ (140)</u>

**Note 21 — Other Operating Income, Net and Other Non-Operating Income (Expense), Net**
**Other Operating Income, Net**

Other operating income, net, comprises the following:

	2021	2020	2019
Finance charges	\$ 17	\$ 9	\$ 17
Gains on sales of fixed assets, net	11	5	3
Gain on early derivative termination	5	—	—
Interest and interest-related income	—	2	6
Utility non-tariff service income	—	—	1
Other, net	—	5	4
<b>Total other operating income, net</b>	<u>\$ 33</u>	<u>\$ 21</u>	<u>\$ 31</u>

**Other Non-Operating Income (Expense), Net**

Other non-operating income (expense), net comprises the following:

	2021	2020	2019
Gains (losses) on foreign currency contracts, net	\$ 9	\$ (20)	\$ 38
Amortization of excluded components of certain net investment hedges	2	—	—
Pension and other postretirement plans non-service income, net	1	—	1
<b>Total other non-operating income (expense), net</b>	<u>\$ 12</u>	<u>\$ (20)</u>	<u>\$ 39</u>

**Note 22 — Equity Method Investments**

Our equity method investments, which are included within “Other assets” on the Consolidated Balance Sheets, primarily comprises PennEast, Pennant and Pine Run.

**PennEast.** UGI PennEast, LLC and four other members comprising wholly owned subsidiaries of Southern Company, New Jersey Resources, South Jersey Industries, and Enbridge, Inc., each hold a 20% membership interest in PennEast. PennEast was formed to construct an approximate 120-mile natural gas pipeline from Luzerne County, Pennsylvania to the Trenton-Woodbury interconnection in New Jersey. PennEast is accounted for as an equity method investment as we have the ability to exercise significant influence, but not control, over PennEast. In September 2019, a panel of the U.S. Court of Appeals for the Third Circuit ruled that New Jersey’s Eleventh Amendment immunity barred PennEast from bringing an eminent domain lawsuit in federal court, under the Natural Gas Act, against New Jersey or its agencies. On February 3, 2021, the U.S. Supreme Court issued an order granting PennEast’s petition for a writ of certiorari and the case was argued on April 28, 2021. On June 29, 2021, the U.S. Supreme Court ruled in favor of PennEast, overturning the Third Circuit’s decision that blocked PennEast from exercising federal eminent domain authority over lands in which a state has property rights interests.

Following the favorable Supreme Court decision, the partners of the PennEast project re-assessed the remaining legal and regulatory contingencies which needed to be resolved before construction could commence. Based on the significant remaining legal challenges and the expected further delays in obtaining the necessary regulatory approvals, which were preventing the commencement of construction and commercial operation of the project, the Company concluded that its investment in PennEast was impaired at June 30, 2021, and that such impairment was other-than-temporary. The estimated fair value of the Company’s investment in PennEast was measured using probability-weighted cash flows under an expected present value technique based on management’s estimates and assumptions regarding the likelihood of certain outcomes (and the related timing) that would be used by market participants at the time. Based upon this analysis, the Company recognized an other-than-temporary pre-tax impairment charge of \$93 in June 2021, which is recorded in “(Loss) income from equity investees” in the Consolidated Statements of Income.

On September 27, 2021, PennEast ceased further development of the proposed pipeline project. Following this announcement, the estimated fair value was assessed using the liquidation value of equipment held by PennEast and did not result in a significant change compared to June 30, 2021 and no further impairment loss was recognized. The estimated fair value of the Company’s investment in PennEast was determined to be a Level 2 measurement within the fair value hierarchy. The carrying value of our investment in PennEast at September 30, 2021 was not material.

**Pennant.** Energy Services holds a 47% membership interest in Pennant, a natural gas gathering system located in northeast Ohio and western Pennsylvania. Pennant is accounted for as an equity method investment as we have the ability to exercise significant influence, but not control, over Pennant. The carrying value of our investment in Pennant at September 30, 2021 and 2020 was \$93 and \$94, respectively.

**Pine Run.** In February 2021, Pine Run, a company jointly owned by Stonehenge and UGI Pine Run, LLC, a wholly-owned subsidiary of Energy Services, completed the acquisition of Pine Run Midstream, LLC from an affiliate of PennEnergy and minority partners for a preliminary purchase price of \$205. Pine Run Midstream, LLC operates 43 miles of dry gas gathering pipeline and compression assets in Butler and Armstrong counties in western Pennsylvania. Pine Run is accounted for as an equity method investment as we have the ability to exercise significant influence, but not control, over the entity. The carrying value of our investment in Pine Run at September 30, 2021 was \$60.

**Note 23 — Segment Information**

Our operations comprise four reportable segments generally based upon products or services sold, geographic location and regulatory environment: (1) AmeriGas Propane; (2) UGI International; (3) Midstream & Marketing; and (4) UGI Utilities.

AmeriGas Propane derives its revenues principally from the sale of propane and related equipment and supplies to retail customers in all 50 states. UGI International derives its revenues principally from the distribution of LPG to retail customers in France and in northern, central and eastern European countries. In addition, UGI International derives revenue from natural gas marketing businesses in France, Belgium and the United Kingdom and a natural gas and electricity marketing business in the Netherlands. Midstream & Marketing derives its revenues principally from the sale of natural gas, liquid fuels and electricity as



**UGI Corporation and Subsidiaries**
**Notes to Consolidated Financial Statements**

(Currency in millions, except per share amounts and where indicated otherwise)

well as revenues and fees from storage, pipeline transportation, natural gas gathering, natural gas and RNG production activities primarily in the Mid-Atlantic region of the U.S. eastern Ohio and the panhandle of West Virginia. Midstream & Marketing also derives revenues from the sale of electricity through PJM, a regional electricity transmission organization in the eastern U.S., and, prior to its sale on September 30, 2020, also from contracting services provided by HVAC to customers in portions of eastern and central Pennsylvania (see Note 5). Our UGI Utilities segment primarily derives its revenues principally from the sale and distribution of natural gas to customers in eastern and central Pennsylvania and, to a lesser extent, from the sale and distribution of electricity in two northeastern Pennsylvania counties. In September 2021, UGI acquired Mountaineer, the largest natural gas distributor in West Virginia. Mountaineer is now included within our UGI Utilities reportable segment (see Note 5).

Corporate & Other includes certain items that are excluded from our CODM's assessment of segment performance (see below for further details on these items). Corporate & Other also includes the net expenses of UGI's captive general liability insurance company, UGI's corporate headquarters facility and UGI's unallocated corporate and general expenses as well as interest expense on debt incurred by UGI Corporation that is not allocated. Corporate & Other assets principally comprise cash and cash equivalents of UGI and its captive insurance company, and UGI corporate headquarters' assets.

The accounting policies of our reportable segments are the same as those described in Note 2. Our CODM evaluates the performance of all of our reportable segments based upon earnings before interest expense and income taxes, excluding the items noted below.

No single customer represents more than ten percent of our consolidated revenues. In addition, all of our reportable segments' revenues, other than those of UGI International, are derived from sources within the United States, and all of our reportable segments' long-lived assets, other than those of UGI International, are located in the United States. The amounts of revenues and long-lived assets associated with our operations in France represent approximately 20% and 10% of the respective consolidated amounts.

	Total	Eliminations	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other (a)
2021							
Revenues from external customers	\$ 7,447	\$ —	\$ 2,614	\$ 2,651	\$ 1,182	\$ 1,015	\$ (15)
Intersegment revenues	\$ —	\$ (291) (b)	\$ —	\$ —	\$ 224	\$ 64	\$ 3
Cost of sales	\$ 2,614	\$ (288) (b)	\$ 1,217	\$ 1,598	\$ 1,033	\$ 458	\$ (1,404)
Operating income	\$ 2,350	\$ —	\$ 385	\$ 314 (c)	\$ 160	\$ 241	\$ 1,250
(Loss) income from equity investees	(63)	—	—	—	30	—	(93)
Other non-operating income, net	12	—	—	3	—	1	8
Earnings before interest expense and income taxes	2,299	—	385	317	190	242	1,165
Interest expense	(310)	—	(159)	(27)	(42)	(56)	(26)
Income tax expense	(522)	—	(58)	(69)	(41)	(42)	(312)
Net income attributable to UGI	\$ 1,467	\$ —	\$ 168	\$ 221	\$ 107	\$ 144	\$ 827
Depreciation and amortization	\$ 502	\$ —	\$ 173	\$ 134	\$ 76	\$ 119	\$ —
Total assets	\$ 16,723	\$ (241)	\$ 4,485	\$ 4,421	\$ 3,010	\$ 4,859	\$ 189
Short-term borrowings	\$ 367	\$ —	\$ 170	\$ —	\$ —	\$ 197	\$ —
Capital expenditures (including the effects of accruals)	\$ 674	\$ —	\$ 130	\$ 107	\$ 43	\$ 394	\$ —
Investments in equity investees	\$ 174	\$ —	\$ —	\$ 11	\$ 163	\$ —	\$ —
2020							
Revenues from external customers	\$ 6,559	\$ —	\$ 2,381	\$ 2,127	\$ 1,065	\$ 983	\$ 3
Intersegment revenues	\$ —	\$ (232) (b)	\$ —	\$ —	\$ 182	\$ 47	\$ 3
Cost of sales	\$ 3,149	\$ (229) (b)	\$ 960	\$ 1,191	\$ 892	\$ 448	\$ (113)
Operating income (loss)	\$ 982	\$ —	\$ 373	\$ 241	\$ 140	\$ 229	\$ (1)
Income from equity investees	27	—	—	—	27	—	—
Other non-operating (expense) income, net	(20)	—	—	18	1	—	(39)
Earnings (loss) before interest expense and income taxes	989	—	373	259	168	229	(40)
Interest expense	(322)	—	(164)	(31)	(42)	(54)	(31)
Income tax (expense) benefit	(135)	—	(53)	(55)	(34)	(39)	46

**UGI Corporation and Subsidiaries**
**Notes to Consolidated Financial Statements**

(Currency in millions, except per share amounts and where indicated otherwise)

	Total	Elim- inations	AmeriGas Propane	UGI International	Midstream & Marketing	UGI Utilities	Corporate & Other (a)
Net income (loss) attributable to UGI	\$ 532	\$ —	\$ 156	\$ 173	\$ 92	\$ 136	\$ (25)
Depreciation and amortization	\$ 484	\$ —	\$ 178	\$ 125	\$ 75	\$ 105	\$ 1
Total assets	\$ 13,985	\$ (282)	\$ 4,327	\$ 3,123	\$ 2,775	\$ 3,809	\$ 233
Short-term borrowings	\$ 347	\$ —	\$ 186	\$ 1	\$ 19	\$ 141	\$ —
Capital expenditures (including the effects of accruals)	\$ 665	\$ —	\$ 135	\$ 89	\$ 93	\$ 348	\$ —
Investments in equity investees	\$ 200	\$ —	\$ —	\$ 10	\$ 190	\$ —	\$ —

2019

Revenues from external customers	\$ 7,320	\$ —	\$ 2,682	\$ 2,372	\$ 1,281	\$ 981	\$ 4
Intersegment revenues	\$ —	\$ (306) (b)	\$ —	\$ —	\$ 235	\$ 68	\$ 3
Cost of sales	\$ 4,323	\$ (301) (b)	\$ 1,191	\$ 1,416	\$ 1,241	\$ 481	\$ 295
Operating income (loss)	\$ 617	\$ —	\$ 404	\$ 229	\$ 105	\$ 224	\$ (345)
Income from equity investees	9	—	—	—	9	—	—
Loss on extinguishments of debt	(6)	—	—	—	—	—	(6)
Other non-operating income (expense), net	39	(1)	—	5	—	2	33
Earnings (loss) before interest expense and income taxes	659	(1)	404	234	114	226	(318)
Interest expense	(258)	—	(167)	(25)	(9)	(50)	(7)
Income tax (expense) benefit	(93)	—	(26)	(64)	(27)	(43)	67
Noncontrolling interests' net (income) loss	(52)	—	(143)	—	—	—	91
Net income (loss) attributable to UGI	\$ 256	\$ (1)	\$ 68	\$ 145	\$ 78	\$ 133	\$ (167)
Depreciation and amortization	\$ 448	\$ —	\$ 179	\$ 124	\$ 51	\$ 93	\$ 1
Total assets	\$ 13,347	\$ (353)	\$ 4,095	\$ 2,975	\$ 2,745	\$ 3,560	\$ 325
Short-term borrowings	\$ 796	\$ —	\$ 328	\$ 211	\$ 91	\$ 166	\$ —
Capital expenditures (including the effects of accruals)	\$ 707	\$ —	\$ 107	\$ 106	\$ 138	\$ 355	\$ 1
Investments in equity investees	\$ 190	\$ —	\$ —	\$ 12	\$ 178	\$ —	\$ —

- (a) Corporate & Other includes specific items attributable to our reportable segments that are not included in the segment profit measures used by our CODM in assessing our reportable segments' performance or allocating resources. The following table presents such pre-tax gains (losses) which have been included in Corporate & Other, and the reportable segments to which they relate, for Fiscal 2021, Fiscal 2020 and Fiscal 2019:

	Location on Income Statement	AmeriGas Propane	UGI International	Midstream & Marketing
<b>2021</b>				
Net losses on commodity derivative instruments not associated with current-period transactions	Revenues	\$ —	\$ —	\$ (15)
Net gains on commodity derivative instruments not associated with current-period transactions	Cost of Sales	\$ 167	\$ 1,065	\$ 173
Unrealized gains on foreign currency derivative instruments	Other non-operating (expense) income, net	\$ —	\$ 8	\$ —
Business transformation expenses	Operating and administrative expenses	\$ (54)	\$ (33)	\$ —
Impairment of customer relationship intangible	Operating and administrative expenses	\$ —	\$ (20)	\$ —
Impairment of investment in PennEast	(Loss) income from equity method investees	\$ —	\$ —	\$ (93)
<b>2020</b>				
Net gains on commodity derivative instruments not associated with current-period transactions	Revenues	\$ —	\$ —	\$ 3
Net gains on commodity derivative instruments not associated with current-period transactions	Cost of sales	\$ 72	\$ —	\$ 42
Unrealized losses on foreign currency derivative instruments	Other non-operating (expense) income, net	\$ —	\$ (36)	\$ —
Acquisition and integration expenses associated with the CMG Acquisition	Operating and administrative expenses	\$ —	\$ —	\$ (2)
Business transformation expenses	Operating and administrative expenses	\$ (44)	\$ (18)	\$ —
Loss on disposals of Conemaugh and HVAC	Loss on disposals of Conemaugh and HVAC	\$ —	\$ —	\$ (54)
<b>2019</b>				
Net gains on commodity derivative instruments not associated with current-period transactions	Revenues	\$ —	\$ —	\$ 4
Net losses on commodity derivative instruments not associated with current-period transactions	Cost of Sales	\$ (117)	\$ (143)	\$ (35)
Unrealized gains on foreign currency derivative instruments	Other non-operating (expense) income, net	\$ —	\$ 32	\$ —
Loss on extinguishments of debt	Loss on extinguishment of debt	\$ —	\$ (6)	\$ —
AmeriGas Merger expenses	Operating and administrative expenses	\$ (6)	\$ —	\$ —
Acquisition and integration expenses associated with the CMG Acquisition	Operating and administrative expenses	\$ —	\$ —	\$ (16)
Business transformation expenses	Operating and administrative expenses	\$ (15)	\$ (9)	\$ —

- (b) Represents the elimination of intersegment transactions principally among Midstream & Marketing, UGI Utilities and AmeriGas Propane.

- (c) Beginning October 1, 2019, UGI International is allocated a portion of indirect corporate expenses. Prior to October 1, 2019, these expenses were billed to its parent company, which is included in Corporate & Other.

**Note 24 — Business Transformation Initiatives**

**AmeriGas and UGI International.** During the fourth quarter of Fiscal 2019, we began executing on multi-year business transformation initiatives at our AmeriGas Propane and UGI International business segments. These initiatives are designed to improve long-term operational performance by, among other things, reducing costs and improving efficiency in the areas of sales and marketing, supply and logistics, operations, purchasing, and administration. In addition, these business transformation initiatives focus on enhancing the customer experience through, among other things, enhanced customer relationship management and an improved digital customer experience. These business transformation initiatives are substantially complete, and during Fiscal 2021, Fiscal 2020 and Fiscal 2019 we incurred \$87, \$62 and \$24 respectively, of costs principally comprising consulting, advisory, marketing and employee-related costs. These costs are primarily reflected in “Operating and administrative expenses” on the Consolidated Statements of Income.

**Corporate Services.** Beginning in Fiscal 2020, we initiated a transformation project focused on our support functions including: finance, procurement, human resources, and information technology. This initiative will standardize processes and activities across our global platform, while leveraging the use of best practices and efficiencies between our businesses. In connection with this initiative, during Fiscal 2021, we incurred \$14 of costs in “Operating and administrative expenses” on the Consolidated Statement of Income.

**Note 25 — Impact of Global Pandemic**

In March 2020, the WHO declared a global pandemic attributable to the outbreak and continued spread of COVID-19 that has had a significant impact throughout the global economy. In connection with the mitigation and containment procedures recommended by the WHO, the CDC, and as imposed by federal, state, and local governmental authorities, including shelter-in-place orders, quarantines and similar restrictions, the Company implemented a variety of procedures to protect our employees, third-party business partners, and customers worldwide. The Company continues to provide essential products and services to its global customers in a safe and reliable manner, and will continue to do so in compliance with mandated restrictions presented by each of the markets it serves. The Company continues to evaluate and react to the potential effects of a prolonged disruption and the continued impact on its results of operations. These items may include, but are not limited to: the financial condition of its customers; decreased availability and demand for its products and services; realization of accounts receivable; impairment considerations related to certain current assets, long-lived assets and goodwill; delays related to current and future projects; and the effects of government stimulus efforts including tax legislation in response to COVID-19. While its operations and financial performance continue to be impacted by COVID-19, the Company cannot predict the duration or magnitude of the pandemic and the total effects on its business, financial position, results of operations, liquidity or cash flows at this time.

**UGI CORPORATION**  
**SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF REGISTRANT (PARENT COMPANY)**

BALANCE SHEETS  
(Millions of dollars)

	September 30,	
	2021	2020
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 14	\$ 67
Accounts receivable – related parties	18	11
Prepaid expenses and other current assets	11	15
Total current assets	43	93
Property, plant and equipment, net	2	2
Investments in subsidiaries	6,479	4,898
Other assets	107	87
Total assets	\$ 6,631	\$ 5,080
<b>LIABILITIES AND COMMON STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Current maturities of long-term debt	\$ 70	\$ 30
Accounts and notes payable	24	15
Accrued liabilities	62	29
Total current liabilities	156	74
Long-term debt	875	817
Other noncurrent liabilities	78	61
Total liabilities	1,109	952
Commitments and contingencies (Note 1)		
Equity:		
Preferred Stock, without par value (authorized - 5,000,000; issued - 220,000 and 0, respectively)	213	—
Common Stock, without par value (authorized – 450,000,000 shares; issued – 209,843,296 and 209,514,044 shares, respectively)	1,394	1,416
Retained earnings	4,081	2,908
Accumulated other comprehensive loss	(140)	(147)
Treasury stock, at cost	(26)	(49)
Total common stockholders' equity	5,522	4,128
Total liabilities and common stockholders' equity	\$ 6,631	\$ 5,080

Note 1 — Commitments and Contingencies:

At September 30, 2021, UGI Corporation had agreed to indemnify the issuers of \$75 of surety bonds issued on behalf of certain UGI subsidiaries. UGI Corporation is authorized to guarantee up to \$475 of obligations to suppliers and customers of Energy Services and subsidiaries of which \$397 of such obligations were outstanding as of September 30, 2021.

Scheduled principal repayments of long-term debt during the next five fiscal years include \$70 in Fiscal 2022, \$38 in Fiscal 2023, \$327 in Fiscal 2024 and \$515 in Fiscal 2025.

**UGI CORPORATION**  
**SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF REGISTRANT (PARENT COMPANY)**

STATEMENTS OF INCOME  
(Millions of dollars, except per share amounts)

	Year Ended September 30,		
	2021	2020	2019
Revenues	\$ —	\$ —	\$ —
Costs and expenses:			
Operating and administrative expenses	94	56	50
Other operating income, net (a)	(65)	(54)	(50)
	29	2	—
Operating loss	(29)	(2)	—
Pension and other postretirement plans non-service expense	—	—	(1)
Interest expense	(27)	(32)	(6)
Loss before income taxes	(56)	(34)	(7)
Income tax expense (benefit)	9	17	(3)
Loss before equity in income of unconsolidated subsidiaries	(65)	(51)	(4)
Equity in income of unconsolidated subsidiaries	1,532	583	260
Net income attributable to UGI Corporation	\$ 1,467	\$ 532	\$ 256
Other comprehensive income (loss)	7	(12)	(3)
Equity in other comprehensive income (loss) of unconsolidated subsidiaries	—	82	(97)
Comprehensive income attributable to UGI Corporation	\$ 1,474	\$ 602	\$ 156
Earnings per common share attributable to UGI Corporation stockholders:			
Basic	\$ 7.02	\$ 2.55	\$ 1.44
Diluted	\$ 6.92	\$ 2.54	\$ 1.41
Weighted - average common shares outstanding (thousands):			
Basic	209,063	208,928	178,417
Diluted	212,126	209,869	181,111

- (a) UGI provides certain financial and administrative services to certain of its subsidiaries. UGI bills these subsidiaries monthly for all direct expenses incurred by UGI on behalf of its subsidiaries as well as allocated shares of indirect corporate expense incurred or paid with respect to services provided by UGI. The allocation of indirect UGI corporate expenses to certain of its subsidiaries utilizes a weighted, three-component formula comprising revenues, operating expenses, and net assets employed and considers the relative percentage of such items for each subsidiary to the total of such items for all UGI operating subsidiaries for which general and administrative services are provided. Management believes that this allocation method is reasonable and equitable to its subsidiaries. These billed expenses are classified as “Other operating income, net” in the Statements of Income above.

**UGI CORPORATION**  
**SCHEDULE I — CONDENSED FINANCIAL INFORMATION OF REGISTRANT (PARENT COMPANY)**

STATEMENTS OF CASH FLOWS  
(Millions of dollars)

	Year Ended September 30,		
	2021	2020	2019
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES (a)</b>	<b>\$ 300</b>	<b>\$ 322</b>	<b>\$ 170</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Net investments in unconsolidated subsidiaries	(401)	—	(768)
Net cash used by investing activities	(401)	—	(768)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Payment of dividends on Common Stock	(282)	(273)	(200)
Issuances of debt, net of issuance costs	483	60	846
Repayments of long-term debt	(385)	(60)	—
Issuance of preferred stock	213	—	—
Issuances of Common Stock	19	2	17
Repurchases of UGI Common Stock	—	(38)	(17)
Other	—	—	(7)
Net cash provided (used) by financing activities	48	(309)	639
Cash and cash equivalents (decrease) increase	<u>\$ (53)</u>	<u>\$ 13</u>	<u>\$ 41</u>
Cash and cash equivalents:			
End of year	\$ 14	\$ 67	\$ 54
Beginning of year	67	54	13
Cash and cash equivalents (decrease) increase	<u>\$ (53)</u>	<u>\$ 13</u>	<u>\$ 41</u>

(a) Includes dividends received from unconsolidated subsidiaries of \$354, \$352 and \$163 for the years ended September 30, 2021, 2020 and 2019, respectively.

**UGI CORPORATION AND SUBSIDIARIES**  
**SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS**  
(Millions of dollars)

	Balance at beginning of year	Charged (credited) to costs and expenses	Other	Balance at end of year
<b>Year Ended September 30, 2021</b>				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	\$ <u>42</u>	\$ 36	\$ (25) (1)	\$ <u>53</u>
Other reserves:				
Deferred tax assets valuation allowance	\$ <u>105</u>	\$ 23	\$ 10 (2)	\$ <u>138</u>
<b>Year Ended September 30, 2020</b>				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	\$ <u>32</u>	\$ 32	\$ (22) (1)	\$ <u>42</u>
Other reserves:				
Deferred tax assets valuation allowance	\$ <u>91</u>	\$ —	\$ 14 (2)	\$ <u>105</u>
<b>Year Ended September 30, 2019</b>				
Reserves deducted from assets in the consolidated balance sheet:				
Allowance for doubtful accounts	\$ <u>35</u>	\$ 29	\$ (32) (1)	\$ <u>32</u>
Other reserves:				
Deferred tax assets valuation allowance	\$ <u>117</u>	\$ (26)	\$ —	\$ <u>91</u>

(1) Uncollectible accounts written off, net of recoveries.

(2) Primarily a notional interest deduction valuation allowance adjustment.



**DESCRIPTION OF THE REGISTRANT’S SECURITIES REGISTERED PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934**

UGI Corporation (“our,” “UGI” or the “Company”) has two classes of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: our common stock, without par value, and our corporate units.

**DESCRIPTION OF CAPITAL STOCK**

The following is a description of the terms of our capital stock based on the Company’s second amended and restated articles of incorporation (the “Articles”), the Company’s bylaws (the “Bylaws”) and relevant provisions of the laws of the Commonwealth of Pennsylvania. This summary is not complete, and is qualified in its entirety by reference to the Articles, Bylaws and the laws of the Commonwealth of Pennsylvania.

**Authorized Capital Stock**

The Company is authorized to issue 450,000,000 shares of common stock, without par value, 1,000 shares of restructuring stock, without par value (“restructuring stock”), 5,000,000 shares of series preference stock, without par value (“preference stock”) and 5,000,000 shares of series preferred, without par value (“preferred stock”, and the restructuring stock, the preference stock, and the preferred stock, collectively the “senior stock”). There are no shares of restructuring stock or preference stock issued and outstanding. There are 220,000 shares of preferred stock issued and outstanding. The outstanding shares of the Company’s capital stock are fully paid and nonassessable.

**Common Stock*****Voting Rights***

Pursuant to Pennsylvania law and the Articles, each holder of a UGI common stock is entitled to one vote for each share of common stock held of record on all matters on which shareholders are entitled to vote. No holder of UGI common stock is entitled to cumulative voting with regard to the election of the directors.

***Dividend Rights***

The holders of the Company’s common stock are entitled to receive dividends as and when declared by the UGI board of directors (the “board”) out of legally available funds, subject to any preferential dividend rights of holders of outstanding shares of senior stock. Pennsylvania law generally prohibits the payment of dividends and the repurchase of capital stock if the Company is insolvent or if the Company would become insolvent after the dividend or repurchase.

***Liquidation and Other Rights***

In the event of the liquidation, dissolution or winding up, either voluntarily or involuntarily, of the Company, subject to the rights and preferences of the holders of any outstanding shares of senior stock, holders of common stock will be entitled to share pro rata in all of the Company’s remaining assets available for distribution.

***Miscellaneous***

The holders of the Company’s common stock do not have preemptive rights or conversion rights, and there are no redemption or sinking fund provisions applicable to the Company’s common stock. Holders of fully paid shares of the Company’s common stock are not subject to any liability for further calls or assessments.

### **Ability to Issue Preference Stock and Preferred Stock**

The board may in its discretion, without shareholder approval, at any time or from time to time, issue or cause to be issued all or any part of the authorized and unissued shares of preference stock or preferred stock. The following description of the authorized preference stock and preferred stock is provided to explain the impact any such issuance may have on the rights of the common stock. The description is not a complete description of the preference stock and preferred stock, and is qualified in its entirety by reference to the Articles and Bylaws.

Except as otherwise provided in a board resolution, all preference stock of all series will be identical to each other. With respect to the preference stock of all series which rank equally as to payment of dividends and distributions on liquidation, if such amounts are not paid in full, all preference stock of such series will participate ratably in the payment of dividends and in any distribution of assets other than by way of dividends, in accordance with the sums which would be payable on such distribution if all sums payable to holders of such series of preference stock were discharged in full.

Pursuant to the Articles, 1,000,000 shares of preference stock have been designated as “First Series Preference Stock.”

### **Preference Stock**

The Articles provide that that following general terms of the preference stock apply to the First Series Preference Stock and, if included in a resolution of the board or any committee thereof establishing any other series of preference stock, to any other preference stock issued by UGI.

### ***Dividends***

Dividends on the preference stock will be cumulative and only after dividends on all outstanding preference stock for all past quarterly periods has been paid and full dividends for the current dividend period declared and a sum sufficient for the payment set apart (and any sinking fund obligations are not in arrears) may any dividends be paid to the holders of the common stock and other shares ranking junior to the preference stock with respect to the payment of dividends.

### ***Liquidation***

On any liquidation, before any payment or distribution is made to the holders of any common stock or shares of any other class which, with respect to distributions on liquidation, rank junior to the preference stock, the holders of the preference stock, subject to any preference of the preferred stock, will be entitled to be paid the stated amount fixed by the board in respect of each outstanding series of preference stock plus in each case an amount equal to all accumulated and unpaid dividends to the date of the liquidation payment, whether or not such dividends have been earned or declared. After the liquidation payment has been made in full to the holders of preference stock, they will be entitled to no further payment or distribution.

### ***Voting Rights***

Holders of the preference stock generally have no voting rights. However, in the event that dividends on any of the preference stock are in arrears for an amount equal to six full quarterly dividends, the holders of the preference stock for which dividends are in arrears, subject to the terms of the preferred stock, will be entitled to vote non-cumulatively at all elections of directors of UGI, and to receive notice of all shareholders meetings to be held for such purpose. At such meetings the holders of such preference stock, voting separately as a class, will be entitled to elect two members of the board of UGI; and all other directors of UGI will be elected by the other shareholders of UGI entitled to vote in the election of directors. The voting rights of the holders of such preference stock will continue until all accumulated and unpaid dividends have been paid.

Without the consent of the holders of at least a majority of the preference stock at the time outstanding, the Company will not merge into or consolidate with any other corporation or corporations, become a party to a share exchange or division, or sell, lease or otherwise dispose of all or substantially all of its assets, unless such merger,

consolidation, share exchange, division, sale, lease or other disposition has been ordered, permitted or approved by the Securities and Exchange Commission under the provisions of the Public Utility Holding Company Act of 1935 as now in effect or as hereafter amended or by any successor commission.

#### **First Series Preference Stock**

##### ***Ranking***

The First Series Preference Stock will rank junior to all other series of senior stock as to the payment of dividends and the distribution of assets, unless the terms of any such series provides otherwise.

##### ***Dividends***

The quarterly dividend rate on the shares of First Series Preference Stock will be the greater of (x) \$50.00 or (y) subject to the provision for adjustment for events such as stock splits, stock dividends and recapitalizations with respect to the common stock set forth in the Articles, 200 times the aggregate per share amount of all cash and non-cash dividends or other distributions other than a dividend payable in shares of common stock or a subdivision of the outstanding shares of common stock (by reclassification or otherwise).

##### ***Voting Rights***

Subject to the provision for adjustment for events such as stock splits, stock dividends and recapitalizations with respect to the common stock set forth in the Articles, each share of First Series Preference Stock will entitle the holder to 200 votes on all matters submitted to a vote of the shareholders of the Corporation.

Except as otherwise provided in in the Articles or by law, the holders of shares of First Series Preference Stock and the holders of shares of common stock will vote together as one class on all matters submitted to a vote of shareholders of UGI.

##### ***Liquidation***

In the event of any voluntary liquidation, dissolution or winding up of UGI and subject to the distributions to be made with respect to preferred or preference stock senior to the First Series Preference Stock, no distribution will be made to the holders of shares of stock ranking junior (either as to dividends or liquidation) to the First Series Preference Stock unless, prior thereto, the holders of shares of First Series Preference Stock have received \$100 per share, plus an amount equal to accrued and unpaid dividends and distributions, whether or not declared, to the date of such payment. Following the payment of the full amount of this liquidation preference, no additional distributions will be made to the holders of shares of First Series Preference Stock unless, prior thereto, the holders of common stock have received certain payments as described in the Articles.

##### ***Consolidation Merger***

If UGI enters into any consolidation, merger, combination, share exchange, division or other transaction in which the shares of common stock are exchanged for or changed into other stock or securities, cash and/or any other property, then in any such case the shares of First Series Preference Stock will at the same time be similarly exchanged or changed in an amount per share (subject to the provision for adjustment for events such as stock splits, stock dividends and recapitalizations with respect to the common stock set forth in the Articles) equal to 200 times the aggregate amount of stock, securities, cash and/or any other property (payable in kind), as the case may be, into which or for which each share of common stock is changed or exchanged.

#### **Convertible Preferred Stock**

On May 25, 2021, the Company filed a Statement with Respect to Shares (the “Convertible Preferred Stock Statement with Respect to Shares”) with the Secretary of the Commonwealth of Pennsylvania to establish the preferences, limitations and relative rights of the 0.125% Series A Cumulative Perpetual Convertible Preferred Stock, with a liquidation preference of \$1,000 per share (“Convertible Preferred Stock”), which became effective

upon filing. Holders of the Convertible Preferred Stock will generally have no voting rights, except under the limited circumstances set forth in the Convertible Preferred Stock Statement with Respect to Shares. There are 220,000 shares of Convertible Preferred Stock issued and outstanding.

#### ***Conversion***

The Convertible Preferred Stock has an initial conversion rate of 19.0215 shares of common stock per share of the Convertible Preferred Stock, equivalent to an initial conversion price of approximately \$52.57 per share of common stock, subject to adjustment. The initial conversion price represents a premium of approximately 20.0% above the closing price of the common stock on May 17, 2021. Each share of Convertible Preferred Stock may be converted only after being separated from the Equity Units (as described below) and, prior to June 1, 2024, only upon the occurrence of certain fundamental change events that occur prior to a successful remarketing of the Convertible Preferred Stock. Upon any such conversion, the Company will deliver, in respect of each \$1,000 liquidation preference of the Convertible Preferred Stock being converted, (i) one share of the Series B Preferred Stock or, solely with respect to conversions in connection with a redemption, up to \$1,000 in cash and (ii) if applicable, shares of common stock in respect of any conversion value in excess of the liquidation preference of the Convertible Preferred Stock being converted.

#### ***Ranking***

The Convertible Preferred Stock, with respect to dividend rights or rights upon our liquidation, winding-up or dissolution, ranks: senior to all classes or series of our common stock and to any other class or series of our capital stock expressly designated as ranking junior to the convertible preferred stock; on parity with any class or series of our capital stock expressly designated as ranking on parity with the convertible preferred stock, including the Series B Preferred Stock (if any); junior to any other class or series of our capital stock expressly designated as ranking senior to the convertible preferred stock; and junior to our existing and future indebtedness and other liabilities (including trade payables).

#### ***Remarketing***

The Convertible Preferred Stock is expected to be remarketed during either an optional remarketing period beginning on, and including, March 1, 2024 and ending on, and including, May 13, 2024 or a final remarketing period beginning on, and including, May 23, 2024 and ending on, and including, May 30, 2024. Upon any successful remarketing, the dividend rate and the conversion rate of the Convertible Preferred Stock may be increased, and the earliest redemption date for the Convertible Preferred Stock may be changed to a later date that is on or prior to August 29, 2025.

#### ***Dividends***

Cumulative dividends will accumulate on the Convertible Preferred Stock, payable quarterly in arrears on each payable quarterly in arrears on March 1, June 1, September 1 and December 1, commencing September 1, 2021, when, as and if declared by the Company's board of directors, at an initial rate of 0.125% per annum on the liquidation preference of the Convertible Preferred Stock (subject to potential increase in connection with a successful remarketing as described above). The liquidation preference of the Convertible Preferred Stock will not accrete. The Company may elect to pay dividends, if declared, on the Convertible Preferred Stock in cash, shares of common stock, or a combination of cash and shares of common stock, at the Company's election, unless the Company has previously irrevocably elected a dividend payment method to apply. On September 1, 2021, the Company paid an aggregate of \$73,333.33 in cash as a dividend on the Convertible Preferred Stock.

#### ***Redemption***

The Convertible Preferred Stock is perpetual, but the Company may redeem all or any portion of the outstanding Convertible Preferred Stock on or after September 3, 2024 (which date may be changed to a later date as described above), at a redemption price equal to 100% of the liquidation preference thereof, plus any accumulated and unpaid dividends (whether or not authorized or declared). If any shares of Convertible Preferred Stock are called for

redemption, the Company must also call for redemption a proportionate number of outstanding shares of Series B Preferred Stock, if any, on the same redemption date.

**Liquidation**

Upon any voluntary or involuntary liquidation, dissolution or winding up of the Company, before any distribution or payment shall be made to holders of common stock or any other class or series of capital stock ranking, as to rights upon any voluntary or involuntary liquidation, dissolution or winding up of the Company, junior to the Convertible Preferred Stock, holders of the Convertible Preferred Stock are entitled to be paid out of the Company’s assets legally available for distribution to its stockholders, after payment of or provision for the Company’s debts and other liabilities, a liquidation preference of \$1,000 per share of the Convertible Preferred Stock, plus an amount equal to any accumulated but unpaid dividends (whether or not declared) up to but excluding the date of payment, but subject to the prior payment in full of all of the Company’s liabilities and the payment of the Company’s senior stock.

**Series B Preferred Stock**

On May 25, 2021, the Company filed a Statement with Respect to Shares (the “Series B Preferred Stock Statement with Respect to Shares”) with the Secretary of the Commonwealth of Pennsylvania to establish the preferences, limitations and relative rights of the 0.125% Series B Cumulative Perpetual Preferred Stock, without par value, with a liquidation preference of \$1,000 per share (the “Series B Preferred Stock”), which became effective upon filing. Holders of the Series B Preferred Stock will generally have no voting rights, except under the limited circumstances set forth in the Series B Preferred Stock Statement with Respect to Shares. There are no shares of Series B Preferred Stock issued and outstanding.

**Ranking**

The Series B Preferred Stock, with respect to dividend rights or rights upon our liquidation, winding-up or dissolution, will rank: senior to all classes or series of our common stock and to any other class or series of our capital stock expressly designated as ranking junior to the Series B Preferred Stock; on parity with our Convertible Preferred Stock and any other class or series of our capital stock expressly designated as ranking on parity with the Series B Preferred Stock, including the Convertible Preferred Stock; junior to any other class or series of our capital stock expressly designated as ranking senior to the Series B Preferred Stock; and junior to our existing and future indebtedness and other liabilities (including trade payables).

**Dividends**

Cumulative dividends will accumulate on the Series B Preferred Stock, payable quarterly in arrears on each March 1, June 1, September 1 and December 1, when, as and if declared by the Company’s board of directors, at an initial rate of 0.125% per annum on the liquidation preference of the Series B Preferred Stock (subject to potential increase in connection with a successful remarketing as described below). The Company may elect to pay dividends, if declared, on the Series B Preferred Stock in cash, shares of common stock, or a combination of cash and shares of common stock, at the Company’s election, unless the Company has previously irrevocably elected a dividend payment method to apply.

**Redemption**

The Series B Preferred Stock is perpetual, but the Company may redeem all or any portion of the outstanding Convertible Preferred Stock on or after September 3, 2024 (which date may be changed to a later date as described below), at a redemption price equal to 100% of the liquidation preference thereof, plus any accumulated and unpaid dividends (whether or not authorized or declared). If any shares of Series B Preferred Stock are called for redemption, the Company must also call for redemption a proportionate number of outstanding shares of Convertible Preferred Stock, if any, on the same redemption date.

**Remarketing**

If, in connection with the successful remarketing of the Convertible Preferred Stock, the dividend rate of the Convertible Preferred Stock is increased, then the dividend rate on the Series B Preferred Stock will simultaneously be increased to the new dividend rate of the Convertible Preferred Stock. Similarly, if, in connection with the successful remarketing of the Convertible Preferred Stock, the first date on which the Convertible Preferred Stock may be redeemed by the Company is changed to a later date that is on or before August 29, 2025, then the first date on which the Convertible Preferred Stock may be redeemed will simultaneously be changed to such later date.

**Liquidation**

Upon any voluntary or involuntary liquidation, dissolution or winding up of the Company, before any distribution or payment shall be made to holders of shares of common stock or any other class or series of capital stock ranking, as to rights upon any voluntary or involuntary liquidation, dissolution or winding up of the Company, junior to the Series B Preferred Stock, holders of shares of Series B Preferred Stock are entitled to be paid out of the Company’s assets legally available for distribution to the Company’s stockholders, after payment of or provision for the Company’s debts and other liabilities, a liquidation preference of \$1,000 per share of Series B Preferred Stock, plus an amount equal to any accumulated but unpaid dividends (whether or not authorized or declared) up to but excluding the date of payment, but subject to the prior payment in full of all of the Company’s liabilities and the payment of its senior stock.

**Other Preferred Stock and Preference Stock**

The board is authorized, at any time or from time to time, to divide any or all of such other shares of preference stock or any shares of preferred stock into one or more other series or classes, to fix and determine the number of shares and the designation of such series or class, and to fix and determine the voting rights, designations, preferences, limitations and special rights of any such class or series, to the fullest extent permitted by the laws of the Commonwealth of Pennsylvania.

The rights of the holders of common stock will be subject to, and may be adversely affected by, the rights of the holders of any preference stock or preferred stock so issued.

**Restructuring Stock**

Shares of Restructuring Stock may be issued or transferred only to a corporation of which substantially all of the common or residual securities are owned, directly or indirectly, by UGI. The description below is not complete and is qualified in its entirety by reference to the Articles.

**Voting Rights**

At all meetings of the shareholders of UGI, the holders of restructuring stock will be entitled to one vote for each share of restructuring stock held by them. Except as otherwise provided in the Articles or by law, holders of restructuring stock and common stock, and any other series of the senior stock having voting rights as a single class with the common stock, will vote together as a single class.

**Dividends**

Whenever full dividends or other distributions on all series of preferred stock and preference stock at the time outstanding having preferential dividend or other distribution rights have been paid or declared and set apart for payment, then dividends or other distributions, as may be determined by the board of directors may be declared and paid on the restructuring stock, out of legally available funds.

**Liquidation**

In the event of any liquidation, dissolution or winding up of UGI, after paying or providing for the payment to the holders of shares of all series of preferred stock and preference stock of the full distributive amounts to which they are entitled, the holders of restructuring stock will be entitled to receive, as a liquidating distribution and in lieu of any other share in the net assets of UGI, all equity securities owned by the Corporation other than any “voting

security” of any “public utility company” or “holding company,” as those terms are then defined in the Public Utility Holding Company Act of 1935 or any successor statute.

### ***Exchange Rights***

Upon written notice to the Corporation, accompanied by a certificate or certificates representing all of the then outstanding shares of restructuring stock, holders of restructuring stock will be entitled to exchange such shares for all equity securities then owned by the Corporation other than any “voting security” of any “public utility company” or “holding company,” as those terms are then defined in the Public Utility Holding Company Act of 1935 or any successor statute,

### **Anti-Takeover Effect of the Company’s Governing Documents and Pennsylvania Business Corporation Law**

The Articles and the Bylaws contain a number of provisions relating to corporate governance and to the rights of the Company shareholders. Certain of these provisions may have a potential “anti-takeover” effect by delaying, deferring or preventing a change of control of the Company. In addition, certain provisions of Pennsylvania law may have a similar effect.

### ***Anti-Takeover Law Provisions under the Pennsylvania Business Corporation Law***

The Company is subject to provisions of Chapter 25 of the Pennsylvania Business Corporation Law (the “PBCL”), which may have the effect of discouraging or rendering more difficult a hostile takeover attempt against the Company. These include:

- certain transactions with interested shareholders (such as mergers or sales of assets between UGI and a shareholder) where the interested shareholder is a party to the transaction or is treated differently from other shareholders generally require approval by a majority of the disinterested shareholders (Section 2538),
- shareholders have a right to “put” their shares to a 20% shareholder at a “fair value” as determined in an appraisal proceeding for a reasonable period after the 20% stake is acquired (Subchapter E - Sections 2541-2547),
- a five-year moratorium exists on certain business combinations with a 20% or more shareholder (Subchapter F - Sections 2551-2556),
- existing shareholders of a corporation in certain circumstances are able to block the voting rights of an acquiring person who makes or proposes to make a control-share acquisition (Subchapter G - Sections 2561-2568),
- enable UGI to recover certain payments made to shareholders who have evidenced an intent to acquire control of UGI (Subchapter H, Sections 2571-2576),

Existence of the above provisions could result in UGI being less attractive to a potential acquirer, or result in our shareholders receiving less for their shares of common stock than otherwise might be available if there is a takeover attempt.

### ***Shareholder Action by Written Consent***

The Bylaws provide that except when acting by unanimous consent to remove a director or directors, the shareholders of UGI may act only at a duly organized meeting.

### ***Advance Notice Requirements***

The UGI Bylaws allow shareholders to propose business to be brought before an annual meeting by giving prior written notice in proper form to the secretary of the company.

A nomination proposed to be at an annual meeting will be timely submitted, which generally means being submitted in writing to the secretary of UGI no later than the close of business on the 45th calendar day prior to the one-year anniversary of the date that the definitive proxy statement was filed with the SEC for the immediately preceding year’s annual meeting of shareholders or special meeting held in lieu thereof.

Nomination may be made at a meeting of shareholders called for the purpose of election of directors only upon written notice of the shareholder's intent to make such nominations at the meeting delivered to the secretary of UGI (i) not later than the close of business on the 45th calendar day prior to the one-year anniversary of the date that the definitive proxy statement was filed with the SEC for the immediately preceding year's annual meeting of shareholders or special meeting held in lieu thereof; or (ii) in the case of a special meeting called by shareholders, not later than the later of (y) 90 calendar days prior to the date of such meeting and (z) 10 calendar days following the date such date is first publicly disclosed.

#### ***Special Meetings of Shareholders***

The Bylaws provide that special meetings of the shareholders may only be called (i) at any time and for any purpose or purposes by the chief executive officer or the board pursuant to a resolution adopted by the board, or (ii) by the secretary of UGI upon the written request of the record shareholders of the corporation who hold, in the aggregate, not less than 20% of the outstanding shares of the corporation that would be entitled to vote at the meeting.

#### ***Exercise of Director Powers Generally***

Under Pennsylvania law, a corporation's directors must act in good faith in a manner which they reasonably believe to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would exercise under the circumstances.

In considering the best interests of the corporation, Section 1715 of the PBCL provides that the directors of a corporation are not required to regard the interests of the shareholders as being dominant or controlling in making decisions concerning takeovers or any other matters. The directors may consider, to the extent they deem appropriate, among other things, (1) the effects of any proposed action upon any or all groups affected by the action, including, among others, shareholders, employees, creditors, customers and suppliers, (2) the short-term and long-term interests of the corporation, (3) the resources, intent and conduct of any person or group seeking to acquire control of the corporation and (4) all other pertinent factors. Under Pennsylvania law, the fiduciary duty of directors does not require them to take action (including under any of the anti-takeover laws) solely because of the effect that such action might have on a potential or proposed acquisition of control of the corporation, or on the consideration that might be offered or paid to shareholders in such an acquisition.

#### ***Exclusive Forum***

Unless UGI consents in writing to the selection of an alternative forum, the sole and exclusive judicial forum for the following actions and proceedings will be any state court located in Montgomery County, Pennsylvania, unless no state court located within such county has jurisdiction over a particular action or proceeding, in which case the sole and exclusive judicial forum for such action or proceeding will be the federal United States District Court for the Eastern District of Pennsylvania:

- any derivative action or proceeding brought on behalf of UGI;
- any action or proceeding asserting a claim of breach of duty owed by any director, officer or other employee of UGI to UGI or UGI shareholders;
- any action or proceeding asserting a claim against UGI, or any director, officer or other employee of UGI arising pursuant to, or involving any interpretation or enforcement of, any provision of the PBCL, UGI Articles of Incorporation or the Bylaws; or
- any action or proceeding asserting a claim peculiar to the relationships between or among UGI and its officers, directors and shareholders, or otherwise governed by or involving the internal affairs doctrine.

Such exclusive forum provision does not apply to suits brought to enforce any liability or duty created by the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

#### ***Authorized but Unissued Shares***



Subject to applicable law and stock exchange rules, the Company's authorized but unissued shares of common stock, preference stock, and preferred stock are available for future issuance without your approval. The existence of authorized but unissued shares of common stock, preference stock, and preferred stock could render more difficult or discourage an attempt to obtain control of the Company by means of a proxy contest, tender offer, merger or otherwise.

**Exchange Listing**

UGI common stock is listed on the NYSE under the symbol “UGI.”

**Transfer Agent and Registrar**

The transfer agent and registrar for the Company's common stock and preferred stock is Computershare Inc.

**DESCRIPTION OF CORPORATE UNITS**

On May 25, 2021, the Company issued 2.2 million Equity Units (“Equity Units”) with a total stated amount of \$220 million. Each Equity Unit has a stated amount of \$100 and was initially issued as a Corporate Unit, consisting of a forward stock purchase contract (“2024 Purchase Contracts”) and a 1/10th, or 10%, undivided beneficial ownership interest in one share of Convertible Preferred Stock. There are 2,200,000 Corporate Units issued and outstanding.

**2024 Purchase Contracts.** The 2024 Purchase Contracts obligate the holders to purchase from the Company, for \$100 per 2024 Purchase Contract, on June 1, 2024 (or, if such date is not a business day, the next business day), a number of shares of the Company’s common stock equal to the settlement rate, which will not exceed 2.2826 shares of the Company’s common stock (subject to adjustment in certain circumstances). In connection with certain fundamental change events, the maximum settlement rate can be increased up to 3.4511 shares of the Company’s common stock (subject to customary anti-dilution adjustments). A maximum number of 7,592,420 shares of the Company’s common stock (subject to customary anti-dilution adjustments) are issuable upon settlement of the 2024 Purchase Contracts.

The holders can settle the 2024 Purchase Contracts early, subject to certain exceptions and conditions. Upon early settlement of any 2024 Purchase Contracts, other than in connection with a fundamental change, the Company will deliver the number of shares of the Company’s common stock equal to 85% of the number of shares of the Company’s common stock that would have otherwise been deliverable.

The Company will pay holders of the 2024 Purchase Contracts quarterly contract adjustment payments at an annual rate of 7.125% on the stated amount of the equity units, payable quarterly in arrears on March 1, June 1, September 1 and December 1, commencing September 1, 2021. The Company may elect to pay such contract adjustment payments in cash, shares of the Company’s common stock or a combination of cash and shares of the Company’s common stock. The Company may defer the contract adjustment payments for one or more consecutive periods but generally not beyond the purchase contract settlement date (or, if such date is not a business day, the next business day). If contract adjustment payments are deferred, the Company will be subject to certain dividend, distribution and other restrictions related to its capital stock. On September 1, 2021, the Company paid an aggregate of \$4,180,000.00 in cash as contract adjustment payments.

**Exchange Listing**

UGI Corporate Units are listed on the NYSE under the symbol “UGIC.”

FORM OF  
CONFIDENTIALITY, NON-COMPETITION AND NON-SOLICITATION AGREEMENT

THIS CONFIDENTIALITY, NON-SOLICITATION, AND NON-COMPETITION AGREEMENT ("Agreement") is made as of this \_\_\_ day of \_\_\_\_, 20\_\_ by and between \_\_\_\_, an individual ("Employee") and UGI Corporation ("UGI" or "the Company").

WHEREAS, Employee will commence employment with the Company on \_\_\_\_, 20\_\_ as \_\_\_\_; and

WHEREAS, Employee acknowledges that the business in which the Company is engaged is highly competitive, that the Company devotes a substantial amount of time and effort to the development and maintenance of Confidential Information (defined below) and that Confidential Information constitutes a valuable asset of the Company; and

WHEREAS, Employee will be provided with and have access to Confidential Information during the course of Employee's employment and will be responsible for leading the human resources initiatives and function across the UGI family of companies and will serve as a member of the senior executive team; and

WHEREAS, it would be detrimental to the Company for Employee to disclose Confidential Information or unfairly compete with the Company in a manner prohibited by this Agreement.

NOW, THEREFORE, in consideration of Employee's commencement of employment with the Company, and the mutual promises contained herein, and intending to be legally bound, Employee and the Company agree as follows:

1. Whereas Clauses.

The Whereas Clauses contained in the lettered paragraphs above are hereby incorporated and made a part of this Agreement.

2. Definitions.

a. The term "Confidential Information" as used herein shall mean an item of information, or a compilation of information, in any form (tangible or intangible) related to the Company's, or its parents', subsidiaries', and affiliates', business or the business or personal affairs of the Company's, or its parents', subsidiaries', and affiliates', customers, that the Company has not made public or of which it has not authorized public disclosure and that is not already generally known to the public or to other persons (individual(s) or entity(ies)) who might obtain value or competitive advantage from its disclosure or use. Confidential Information will not lose its protected status under this Agreement if it becomes known to others through improper means such as the unauthorized use or disclosure of the information by Employee or another person. Confidential Information includes, but is not limited to, information regarding

(1) actual or anticipated business; (2) products, sales and marketing plans; (3) technical data; (4) trade secrets; (5) past, present and prospective customer identities, lists, preferences, credit information and gas usage patterns; (6) pricing and marketing policies and practices; (7) financial and forecast information; (8) passwords, log-in information and other details relating to system access, databases and computer programs; (9) contractual and other dealings with customers, vendors and suppliers; (10) acquisition and strategic plans; (11) all operating policies and practices; and (12) any information Employee has reason to know that the Company treats, or its parents, subsidiaries, and affiliates treat as confidential for any purpose.

b. The term "Territory" refers to the 50 States of the United States and any other United States territories and foreign countries in which UGI conducts business.

3. Confidential Information and UGI Property.

a. Employee will protect the Confidential Information of UGI and its predecessors and affiliates, as well as Confidential Information of any other party to whom UGI owes an obligation of non-disclosure, from disclosure and will not divulge it during or after Employee's employment to any other person or entity not associated with UGI, except as necessary to fulfill Employee's obligations, duties and responsibilities associated with Employee's work on behalf of UGI. To the extent that Employee is required to disclose Confidential Information in accordance with judicial proceedings or administrative orders, Employee shall give UGI reasonable notice prior to such disclosure and shall comply with any applicable protective order.

b. All reports, manuals, memoranda, electronic information and data and other materials made available to Employee by UGI during the performance of Employee's duties are the property of UGI, and Employee will use all such property exclusively for UGI's benefit and will return it, including copies, to UGI upon request of UGI, and in any event, without the requirement of a request, upon the termination of Employee's employment. Employee shall take reasonable security precautions and measures to maintain and protect the confidentiality of Confidential Information, and shall follow all policies and procedures of UGI regarding the handling, use, access, distribution, maintenance, and disclosure of same.

c. Nothing in this Agreement prohibits Employee from reporting an event that Employee reasonably and in good faith believes is a violation of law to the relevant law enforcement agency (such as the Securities and Exchange Commission, Equal Employment Opportunity Commission, or Department of Labor), or from cooperating in an investigation conducted by such a government agency. This may include disclosure of trade secret or Confidential Information within the limitations permitted by the 2016 Defend Trade Secrets Act (DTSA). Employee is hereby provided notice that under the DTSA, (1) no individual will be held criminally or civilly liable under Federal or State trade secret law for the disclosure of a trade secret (as defined in the Economic Espionage Act) that: (A) is made in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and made solely for the purpose of reporting or investigating a suspected violation of law; or, (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal so that it is not made public; and, (2) an individual who pursues a lawsuit for retaliation by an employer for reporting a suspected violation of the law may disclose the trade

secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal, and does not disclose the trade secret, except as permitted by court order.

4. Intellectual Property Ownership

a. Employee agrees to and does hereby grant and assign to the Company or its nominee, Employee's entire right, title, and interest in and to all Inventions that are made, conceived, or reduced to practice by Employee that (i) relate to the business of the Company, (ii) involve the use or assistance of any tools, time, material, personnel, information, or facility of the Company, or (iii) result from or relate to any work, services, or duties undertaken by Employee for the Company, whether or not made or conceived or reduced to practice or learned by Employee, either alone or jointly with others. For purposes of this Paragraph, "Inventions" means all inventions, whether patentable or not, innovations, improvements, discoveries, copyrightable materials, methods, technology, research data and results, databases, research techniques and methodology, analytical approaches, developments, software (including source code and object code), programs, customer lists, reports, distribution records, brochures, instructions, manuals, processes, and works of authorship.

b. Employee recognizes that all original works of authorship, including, but not limited to, literary works (including all written material), mask works, computer programs, formulas, tests, notes, data compilations, databases, artistic and graphic works, recordings, models, photographs, slides, motion pictures, and audio visual works-whether copyrightable or not and regardless of the form or manner in which documented or recorded-as well as any trademarks, trade dress or names, symbols, special wording or devices used to identify a business or its business activities whether subject to trademark protection or not, conceived, created, or reduced to practice by Employee, alone or jointly with others, during Employee's employment shall to the fullest extent permissible by law be considered the Company's sole and exclusive property and "works made for hire" as defined in the U.S. Copyright Laws for purposes of United States law and the law of any other country adhering to the "works made for hire" or similar notion or doctrine, and will be considered the Company's property from the moment of creation or conception forward for all purposes without the need for any further action or agreement by Employee or the Company.

5. Non-competition and Non-solicitation.

In order to protect, among other things, UGI's interests and investment in Confidential Information, its relationships with its customers, vendors and other employees, and its good will, and as a material inducement to UGI to hire and compensate Employee as well as provide Employee with additional benefits and other good and valuable consideration, Employee covenants and agrees that:

a. Employee will not during the term of Employee's employment with the Company and for the one (1) year period following termination of Employee's employment, regardless of which party terminates the employment relationship or why it is terminated, for any reason, participate in soliciting or communicating with a UGI Customer of the Company with whom Employee had business-related contact or about which Employee received Confidential

Information during the Look Back Period or, for the benefit of a Competitor, request, induce, or advise any UGI Customer to withdraw, curtail, modify or cancel their business with the Company. For purposes of this Agreement, "UGI Customer" means any Company customer with whom Employee had business-related contact or about which Employee received Confidential Information during the Look Back Period and any prospective customers of the Company which Employee solicited for the Company or received Confidential Information about during the Look Back Period; and "Competitor" means any business that provides a product or service that competes with the products or services of the Company that Employee was involved in or was provided Confidential Information about during the Look Back Period. Nothing in this Paragraph 5(a) shall prohibit Employee from passively investing in a publicly held business that competes with the Company provided Employee's investment is less than 1% of the outstanding stock or market value of the business and Employee does not otherwise violate this Agreement.

b. Employee agrees that for a period of one (1) year following the last date of Employee's employment with the Company, regardless of which party terminates the employment relationship or why it is terminated, Employee will not, (i) anywhere within the Territory or for the benefit of a Competitor's operations or sales within the Territory, directly or indirectly, alone or with others, act individually or as an owner, operator, shareholder, principal, director, officer, consultant, partner, employee, contractor, agent, or otherwise (other than on behalf of the Company) provide services that are the same or similar in function or purpose to the services Employee provided to the Company during the last two (2) years of employment or such shorter period of time as Employee has been employed ("Look Back Period") or (ii) provide such services that are otherwise likely or probable to result in the use or disclosure of Confidential Information to a business whose products and services include products and services offered by the Company regarding which Employee had material involvement or about which Employee received Confidential Information during the Look Back Period.

c. Employee will not during the term of Employee's employment with the Company and for the one (1) year period following termination of Employee's employment, regardless of which party terminates the employment relationship or why it is terminated, for any reason, participate in soliciting or communicating with any Company employee, consultant, or independent contractor for the purpose of persuading the employee, consultant, or independent contractor to end or modify the employee's or independent contractor's relationship with the Company.

6. Tolling.

In the event Employee breaches any or all subparagraphs of Paragraph 5 of this Agreement and the Company seeks injunctive relief to enforce those provisions, the time period for Employee's obligations will be extended by one day for each day Employee's violation thereof, up to a maximum of one (1) year, or to the extent permitted by law.

7. Computer Fraud and Abuse Act (CFAA).

Employee is only authorized to access the Company's computers that are within the course and scope of Employee's duties for the Company, and may only do so while in the active employment of the Company. All such authorization ends immediately upon the

termination of employment. Employee is not authorized to access and use the Company's computers, email, or related computer systems to compete or to prepare to compete, or to otherwise compromise the Company's legitimate business interests, and unauthorized access to or use of the Company's computers in violation of the foregoing may subject Employee to civil and/or criminal liability.

8. Remedies.

Employee acknowledges that the Company's remedies at law for any breach of the provisions contained herein would be inadequate and, in recognition of this fact, in the event of such a breach, in addition to any remedies at law the Company would be entitled to obtain, Employee consents to the issuance of equitable relief in the form of specific performance, temporary or permanent injunctive relief or any other equitable remedy which might be available. Employee agrees to pay any and all reasonable attorneys' fees the Company incurs in successfully enforcing this Agreement, however, that if Employee resides in and is subject to the law of a state that would convert this recovery of attorney's fees provision to a reciprocal obligation or an obligation where the prevailing party would recover fees and costs, then such recovery of attorneys' fees and costs provision shall not apply and each party will bear its own attorneys' fees and costs. Nothing in this Agreement shall be construed to reduce or limit any common law or statutory duty Employee would otherwise owe to the Company absent this Agreement, including but not limited to the protection of trade secrets and Employee's duty of loyalty; nor shall this Agreement limit or eliminate any remedies available to the Company for a violation of such duties.

9. Entire Agreement.

This Agreement constitutes the entire agreement of the parties with respect to the subject matter hereof and supersedes any previous communications, representations, arrangements or agreements, whether written or oral.

10. At-Will Statement.

Nothing in this Agreement shall be construed to create a term or tenure of employment or to alter or create limitations on either party's right to terminate the employment relationship between UGI and Employee at either party's discretion. Any modifications of the at-will nature of the employment relationship between the parties, if any, must be contained in a separate written agreement executed by the \_\_\_\_\_ of UGI.

11. Assignment.

This Agreement shall be binding and inure to the benefit of UGI, its successors and assigns, and to the benefit of Employee. UGI may assign this Agreement to any party, without Employee's consent.

12. Amendment.

This Agreement may only be amended by a written agreement signed by Employee and the \_\_\_\_\_ of UGI.

13. Choice of Law and Venue.

The Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania. The parties agree that all actions or proceedings that arise out of, are associated with, require the interpretation of, or that are in any way directly or indirectly related to the subject matter covered in this Agreement or to any matter related to Employee's employment with the Company, shall be tried and litigated exclusively in the Court of Common Pleas for Montgomery County, Pennsylvania or the United States District Court for the Eastern District of Pennsylvania. This choice of venue is intended by the parties to be mandatory and not permissive in nature. Therefore, the parties hereby waive any right to assert lack of personal jurisdiction or the doctrine of forum non conveniens or a similar doctrine or to object to venue or jurisdiction with respect to any action or proceeding brought in accordance with this Paragraph. **THE PARTIES IRREVOCABLY CONSENT AND AGREE THAT THE COURT OF COMMON PLEAS FOR MONTGOMERY COUNTY, PENNSYLVANIA AND THE UNITED STATES DISTRICT COURT FOR THE EASTERN DISTRICT OF PENNSYLVANIA HAVE PERSONAL JURISDICTION OVER EMPLOYEE AND THE COMPANY FOR PURPOSES OF LITIGATING ANY DISPUTE, CONTROVERSY, OR PROCEEDING CONCERNING THE MATTERS DESCRIBED ABOVE.**

14. Severability.

If any provision, paragraph or subparagraph of this Agreement is found by any court to be void or unenforceable in whole or in part, this determination shall not affect the validity of the remainder of the Agreement, including any other provision, paragraph or subparagraph. Each provision, paragraph, and subparagraph of this Agreement is separable from every other provision, paragraph and subparagraph and constitutes a separate and distinct covenant. The parties agree, however, that should a court construing this Agreement determine that any provision of the Agreement is overbroad or unenforceable, the court shall reform any overbroad or unenforceable provision in a manner that provides the Company with the greatest level of protection permissible by applicable law.

15. Additional Provisions.

a. Employee agrees to disclose the existence of this Agreement to any business, entity, person, firm, association, or corporation that Employee intends to be employed by, associate with, or provide consulting services for in order to insure compliance with this Agreement. Employee hereby authorizes the Company to disclose the existence of this Agreement and to provide a copy of this Agreement to any of Employee's prospective or actual employers or any business, entity, person, firm, association, or corporation that Employee intends to associate with or to provide consulting services.

b. In the event Employee leaves the employ of the Company, Employee agrees to notify the Company of the identity, address and phone number of Employee's next

employer or affiliated business or entity with which Employee intends to associate with or to provide consulting services, as the case may be, and the scope and nature of activities involved in Employee's new role. The required notification shall be sent to the General Counsel ("GC") for the Company. Employee hereby consents to the notification of Employee's new employer or affiliated business or entity, as the case may be, of Employee's rights and obligations under this Agreement and will not assert that the Company's doing so constitutes actionable interference or wrongdoing.

c. Employee acknowledges that Employee has read and understands this Agreement, believes it to be reasonable, and is signing it voluntarily. Employee acknowledges that Employee's obligations under this Agreement will not impose an unreasonable economic hardship on Employee and are reasonable and necessary to protect the Company's legitimate business interests.

d. Employee acknowledges that Employee is not bound by any agreement or understanding with any third party that would inhibit Employee in any way from working for the Company. To the extent that Employee has any confidentiality obligations or other restrictions under any applicable agreements with third parties, Employee agrees not to violate the terms of any such agreements or use any such confidential information of third parties in Employee's employment with the Company.

IN WITNESS WHEREOF, Employee has executed this Agreement as of the date above written.

Dated this \_\_\_\_ day of \_\_\_\_, 20\_\_.

By:\_\_\_\_\_



FORM OF  
CHANGE IN CONTROL AGREEMENT

This CHANGE IN CONTROL AGREEMENT ("Agreement") is made as of \_\_\_\_\_, 20\_\_\_\_, between UGI Corporation (the "Company") and \_\_\_\_\_ (the "Employee").

WHEREAS, the Employee is employed as \_\_\_\_\_ of the Company;

WHEREAS, the Company has determined that appropriate steps should be taken to reinforce and encourage the continued attention and dedication of key members of the Company's management to their assigned duties without distraction arising from the possibility of a Change in Control (as defined below), although no such change is now contemplated;

WHEREAS, in order to induce the Employee to remain in the employ of the Company, the Company agrees that the Employee shall receive the compensation set forth in this Agreement in the event the Employee's employment with the Company is terminated in connection with a Change in Control as a cushion against the financial and career impact on the Employee of any such Change in Control;

NOW, THEREFORE, in consideration of the Employee's commencement of service in the role of \_\_\_\_\_, and related compensation, the foregoing and the mutual covenants and agreements hereinafter set forth and intending to be legally bound hereby, the parties hereby agree as follows:

1. Definitions. For all purposes of this Agreement, the following terms shall have the meanings specified in this Section unless the context clearly otherwise requires:

(a) "Affiliate" and "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of Regulation 12B under the Exchange Act.

(b) A Person shall be deemed the "Beneficial Owner" of any securities: (i) that such Person or any of such Person's Affiliates or Associates, directly or indirectly, has the right to acquire (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding (whether or not in writing) or upon the exercise of conversion rights, exchange rights, rights, warrants or options, or otherwise; provided, however, that a Person shall not be deemed the "Beneficial Owner" of securities tendered pursuant to a tender or exchange offer made by such Person or any of such Person's Affiliates or Associates until such tendered securities are accepted for payment, purchase or exchange; (ii) that such Person or any of such Person's Affiliates or Associates, directly or indirectly, has the right to vote or dispose of or has "beneficial ownership" of (as determined pursuant to Rule 13d-3 of Regulation 13D-G under the Exchange Act), including without limitation pursuant to any agreement, arrangement or understanding, whether or not in writing; provided, however, that a Person shall not be deemed the "Beneficial Owner" of any security under this clause (ii) as a result of an oral or written agreement, arrangement or understanding to vote such security if such agreement, arrangement or understanding (A) arises solely from a revocable proxy given in response to a public proxy or consent solicitation made pursuant to, and

in accordance with, the applicable provisions of the Proxy Rules under the Exchange Act, and (B) is not then reportable by such Person on Schedule 13D under the Exchange Act (or any comparable or successor report); or (iii) that are beneficially owned, directly or indirectly, by any other Person (or any Affiliate or Associate thereof) with which such Person (or any of such Person's Affiliates or Associates) has any agreement, arrangement or understanding (whether or not in writing) for the purpose of acquiring, holding, voting (except pursuant to a revocable proxy as described in the proviso to clause (ii) above) or disposing of any voting securities of the Company; provided, however, that nothing in this Section 1(b) shall cause a Person engaged in business as an underwriter of securities to be the "Beneficial Owner" of any securities acquired through such Person's participation in good faith in a firm commitment underwriting until the expiration of 40 days after the date of such acquisition.

(c) "Board" shall mean the Board of Directors of the Company.

(d) "Cause" shall mean (i) misappropriation of funds, (ii) habitual insobriety or substance abuse, (iii) conviction of a crime involving moral turpitude, or (iv) gross negligence in the performance of duties, which gross negligence has had a material adverse effect on the business, operations, assets, properties or financial condition of the Company. The determination of Cause shall be made by an affirmative vote of at least two-thirds of the members of the Board at a duly called meeting of the Board.

(e) "Change in Control" shall have the meaning set forth in the attached Exhibit A to this Agreement.

(f) "COBRA Cost" shall mean 100% of the "applicable premium" under section 4980B(f)(4) of the Code for continued medical and dental COBRA Coverage under the Company's benefit plans.

(g) "COBRA Coverage" shall mean continued medical and dental coverage under the Company's benefit plans, as determined under section 4980B of the Code.

(h) "Code" shall mean the Internal Revenue Code of 1986, as amended.

(i) "Compensation Committee" shall mean the Compensation and Management Development Committee of the Board.

(j) "Continuation Period" shall mean the \_\_\_\_-year period beginning on the Employee's Termination Date.

(k) "Exchange Act" shall mean the Securities Exchange Act of 1934, as amended.

(l) "Executive Severance Plan" shall mean the Company's Senior Executive Employee Severance Pay Plan, as in effect from time to time.

(m) "Good Reason Termination" shall mean a Termination of Employment initiated by the Employee upon one or more of the following occurrences:

- (i) a material breach by the Company of any terms of this Agreement, including without limitation a material breach of Section 2 or 13 of this Agreement;
- (ii) a material diminution in the authority, duties or responsibilities held by the Employee immediately prior to the Change in Control;
- (iii) a material diminution in the Employee's base compensation as in effect immediately prior to the Change in Control; or
- (iv) a material change in the geographic location at which the Employee must perform services (which, for purposes of this Agreement, means the Employee is required to report, other than on a temporary basis (less than 12 months), to a location which is more than 50 miles from the Employee's principal place of business immediately preceding the Change in Control, without the Employee's express written consent).

Notwithstanding the foregoing, the Employee shall be considered to have a Good Reason Termination only if the Employee provides written notice to the Company, pursuant to Section 3, specifying in reasonable detail the events or conditions upon which the Employee is basing such Good Reason Termination and the Employee provides such notice within 90 days after the event that gives rise to the Good Reason Termination. Within 30 days after notice has been provided, the Company shall have the opportunity, but shall have no obligation, to cure such events or conditions that give rise to the Good Reason Termination. If the Company does not cure such events or conditions within the 30-day period, the Employee may terminate employment with the Company based on Good Reason Termination within 30 days after the expiration of the cure period.

(n) "Key Employee" shall mean an employee who, at any time during the 12-month period ending on the identification date, is a "specified employee" under section 409A of the Code, as determined by the Compensation Committee or its delegate. The determination of Key Employees, including the number and identity of persons considered specified employees and the identification date, shall be made by the Compensation Committee or its delegate in accordance with the provisions of section 409A of the Code and the regulations issued thereunder.

(o) "Postponement Period" shall mean, for a Key Employee, the period of six months after separation from service (or such other period as may be required by section 409A of the Code), during which severance payments may not be paid to the Key Employee under section 409A of the Code.

(p) "Release" shall mean a release of any and all claims against the Company, its Affiliates, its Subsidiaries and all related parties with respect to all matters arising out of the Employee's employment by the Company and its Affiliates and Subsidiaries, or the termination thereof (other than claims relating to amounts payable under this Agreement or benefits accrued under any plan, program or arrangement of the Company or any of its Subsidiaries or Affiliates) and shall be in the form required by the Company of its terminating executives immediately prior to the Change in Control.

(q) "Subsidiary" shall mean any corporation in which the Company, directly or indirectly, owns at least a 50% interest or an unincorporated entity of which the Company, directly or indirectly, owns at least 50% of the profits or capital interests.

(r) "Termination Date" shall mean the effective date of the Employee's Termination of Employment, as specified in the Notice of Termination.

(s) "Termination of Employment" shall mean the termination of the Employee's actual employment relationship with the Company and its Subsidiaries and Affiliates.

2. Employment. After a Change in Control, during the term of the Agreement, Employee shall continue to serve in the same or a comparable executive position with the Company as in effect immediately before the Change in Control, and with the same or a greater target level of annual and long-term compensation as in effect immediately before the Change in Control.

3. Notice of Termination. Any Termination of Employment upon or following a Change in Control shall be communicated by a Notice of Termination to the other party hereto given in accordance with Section 14 hereof. For purposes of this Agreement, a "Notice of Termination" means a written notice which (i) indicates the specific provision in this Agreement relied upon, (ii) briefly summarizes the facts and circumstances deemed to provide a basis for the Employee's Termination of Employment under the provision so indicated, and (iii) if the Termination Date is other than the date of receipt of such notice, specifies the Termination Date (which date shall not be more than 15 days after the giving of such notice) except as provided in Section 1(m) above.

4. Severance Compensation upon Termination of Employment.

(a) In the event of the Employee's involuntary Termination of Employment by the Company or a Subsidiary or Affiliate for any reason other than Cause or in the event of a Good Reason Termination, in either event upon or within two years after a Change in Control, the Employee will receive the following amounts in lieu of any severance compensation and benefits under the Executive Severance Plan or any other severance plan of the Company or a Subsidiary or Affiliate:

(i) The Company shall pay to the Employee a lump sum cash payment equal to the greater of (A) or (B) as set forth below:

(A) The Separation Pay and Paid Notice as calculated under the terms of the Executive Severance Plan based on the Employee's compensation and service as of the Termination Date, or

(B) \_\_\_\_\_ multiplied by the sum of (1) the Employee's annual base salary plus (2) the Employee's annual bonus. The annual base salary for this purpose shall be the Employee's annual base salary in effect as of the Employee's Termination Date. The annual bonus shall be calculated for this purpose as the greater of (x) the average annual cash bonus paid to the Employee for the three full fiscal years of the Company preceding the fiscal year in which

the Termination Date occurs or (y) the Employee's target annual cash bonus for the fiscal year in which the Termination Date occurs. For purposes of the preceding sentence, if the Employee has not received an annual cash bonus for three full fiscal years, the Employee's average annual cash bonus shall be determined by dividing the total annual cash bonuses received by the Employee during the preceding three full fiscal years by the number of full and fractional years for which the Employee received an annual cash bonus during such three-year period.

(ii) The Company shall pay to the Employee a single lump sum payment equal to the COBRA Cost that the Employee would incur if the Employee continued medical and dental coverage under the Company's benefit plans during the Continuation Period, based on the benefits in effect for the Employee (and, if applicable, his or her spouse and dependents) at the Termination Date, less the amount that the Employee would be required to contribute for medical and dental coverage if the Employee were an active employee. The cash payment shall include a tax gross up payment equal to 75% of the lump sum amount described in the preceding sentence. The Employee may elect continuation coverage under the Company's applicable medical and dental plans during the Continuation Period by paying the COBRA Cost of such coverage. COBRA Coverage shall run concurrently with the Continuation Period, and nothing in this Section shall limit the Employee's right to elect COBRA Coverage for the full period permitted by law.

(iii) The Employee's benefit under the Company's executive retirement plan in which the Employee participates shall be calculated as if the Employee had continued in employment during the Continuation Period, earning base salary and bonus at the annual rate calculated under subsection (i)(B) above.

(iv) The Company shall pay to the Employee an amount equal to the Employee's target annual cash bonus amount for the Company's fiscal year in which the Termination Date occurs, multiplied by the number of months (with a partial month counting as a full month) elapsed in the fiscal year to the Termination Date and divided by 12, as well as any amounts due but not yet paid from the prior year under such plan.

(b) Notwithstanding the foregoing, no payments shall be made to the Employee under this Section 4 unless the Employee signs and does not revoke a Release. The amounts described in subsections (a) (i), (ii) and (iv) above shall be paid on the 30th day after the Termination Date subject to the Company's receipt of a Release and expiration of the revocation period for the Release. Payments under this Agreement shall be made by mail to the last address provided for notices to the Employee pursuant to Section 14 of this Agreement.

#### 5. Other Payments.

Upon any Termination of Employment entitling the Employee to payments under this Agreement, the Employee shall receive all accrued but unpaid salary and all benefits accrued and payable under any plans, policies and programs of the Company and its Subsidiaries or Affiliates, provided that the Employee shall not receive severance benefits under the Executive Severance Plan or any other severance plan of the Company or a Subsidiary or Affiliate.

#### 6. Interest: Enforcement.

(a) If the Company shall fail or refuse to pay any amounts due the Employee under Section 4 on the applicable due date, the Company shall pay interest at the rate described below on the unpaid payments from the applicable due date to the date on which such amounts are paid. Interest shall be credited at an annual rate equal to the rate listed in the Wall Street Journal as the "prime rate" as of the Employee's Termination Date, plus 1%, compounded annually.

(b) It is the intent of the parties that the Employee not be required to incur any expenses associated with the enforcement of the Employee's rights under this Agreement by arbitration, litigation or other legal action, because the cost and expense thereof would substantially detract from the benefits intended to be extended to the Employee hereunder. Accordingly, the Company shall pay the Employee on demand the amount necessary to reimburse the Employee in full for all reasonable expenses (including all attorneys' fees and legal expenses) incurred by the Employee in enforcing any of the obligations of the Company under this Agreement. The Employee shall notify the Company of the expenses for which the Employee demands reimbursement within 60 days after the Employee receives an invoice for such expenses, and the Company shall pay the reimbursement amount within 15 days after receipt of such notice.

7. No Mitigation. The Employee shall not be required to mitigate the amount of any payment or benefit provided for in this Agreement by seeking other employment or otherwise, nor shall the amount of any payment or benefit provided for herein be reduced by any compensation earned by other employment or otherwise.

8. Non-Exclusivity of Rights. Nothing in this Agreement shall prevent or limit the Employee's continuing or future participation in or rights under any benefit, bonus, incentive or other plan or program provided by the Company, or any of its Subsidiaries or Affiliates, and for which the Employee may qualify.

9. No Set-Off. The Company's obligation to make the payments provided for in this Agreement and otherwise to perform its obligations hereunder shall not be affected by any circumstances, including, without limitation, any set-off, counterclaim, recoupment, defense or other right which the Company may have against the Employee or others.

10. Taxation. All payments under this Agreement shall be subject to all requirements of the law with regard to tax withholding and reporting and filing requirements, and the Company shall use its best efforts to satisfy promptly all such requirements.

11. Effect of Section 280G on Payments.

(a) Notwithstanding any other provisions of this Agreement to the contrary, in the event that it shall be determined that any payment or distribution in the nature of compensation (within the meaning of section 280G(b)(2) of the Code) to or for the benefit of the Employee, whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise (the "Payments"), would constitute an "excess parachute payment" within the meaning of section 280G of the Code, the Company shall reduce (but not below zero) the aggregate present value of the Payments under the Agreement to the Reduced Amount (as defined below),

if reducing the Payments under this Agreement will provide the Employee with a greater net after-tax amount than would be the case if no reduction was made. The Payments shall be reduced as described in the preceding sentence only if (A) the net amount of the Payments, as so reduced (and after subtracting the net amount of federal, state and local income and payroll taxes on the reduced Payments), is greater than or equal to (B) the net amount of the Payments without such reduction (but after subtracting the net amount of federal, state and local income and payroll taxes on the Payments and the amount of Excise Tax (as defined below) to which the Employee would be subject with respect to the unreduced Payments). Only amounts payable under this Agreement shall be reduced pursuant to this subsection (a). The "Reduced Amount" shall be an amount expressed in present value that maximizes the aggregate present value of Payments under this Agreement without causing any Payment under this Agreement to be subject to the Excise Tax, determined in accordance with section 280G(d)(4) of the Code. The term "Excise Tax" means the excise tax imposed under section 4999 of the Code, together with any interest or penalties imposed with respect to such excise tax.

(b) All determinations to be made under this Section 11 shall be made by an independent registered public accounting firm or consulting firm selected by the Company immediately prior to the Change in Control, which shall provide its determinations and any supporting calculations both to the Company and the Employee within 10 days of the Change in Control. Any such determination by such firm shall be binding upon the Company and the Employee.

(c) All of the fees and expenses of the firm in performing the determinations referred to in this Section shall be borne solely by the Company.

12. Term of Agreement. The term of this Agreement shall be for three years from the date hereof and shall be automatically renewed for successive one-year periods unless the Company notifies the Employee in writing that this Agreement will not be renewed at least 60 days prior to the end of the then current term; provided, however, that (i) if a Change in Control occurs during the term of this Agreement, this Agreement shall remain in effect for two years following such Change in Control or until all of the obligations of the parties hereunder are satisfied or have expired, if later, and (ii) this Agreement shall terminate if the Employee's employment with the Company terminates for any reason before a Change in Control (regardless of whether the Employee is thereafter employed by a Subsidiary or Affiliate of the Company).

13. Successor Company. The Company shall require any successor or successors (whether direct or indirect, by purchase, merger or otherwise) to all or substantially all of the business or assets of the Company, by agreement in form and substance satisfactory to the Employee, to acknowledge expressly that this Agreement is binding upon and enforceable against the Company in accordance with the terms hereof, and to become jointly and severally obligated with the Company to perform this Agreement in the same manner and to the same extent that the Company would be required to perform if no such succession or successions had taken place. Failure of the Company to notify the Employee in writing as to such successorship, to provide the Employee the opportunity to review and agree to the successor's assumption of this Agreement or to obtain such agreement prior to the effectiveness of any such succession shall be a breach of this Agreement. As used in this Agreement, the Company shall mean the

Company as defined above and any such successor or successors to its business or assets, jointly and severally.

14. Notice. All notices and other communications required or permitted hereunder or necessary or convenient in connection herewith shall be in writing and shall be delivered personally or mailed by registered or certified mail, return receipt requested, or by overnight express courier service, as follows:

If to the Company, to:

460 North Gulph Road  
King of Prussia, PA 19406  
Attention: General Counsel

If to the Employee, to the most recent address provided by the Employee to the Company or a Subsidiary or Affiliate for payroll purposes,

or to such other address as the Company or the Employee, as the case may be, shall designate by notice to the other party hereto in the manner specified in this Section; provided, however, that if no such notice is given by the Company following a Change in Control, notice at the last address of the Company or any successor pursuant to Section 13 shall be deemed sufficient for the purposes hereof. Any such notice shall be deemed delivered and effective when received in the case of personal delivery, five days after deposit, postage prepaid, with the U.S. Postal Service in the case of registered or certified mail, or on the next business day in the case of overnight express courier service.

15. Section 409A of the Code.

(a) This Agreement is intended to meet the requirements of the "short-term deferral exception," "separation pay exception" and other exceptions under section 409A of the Code, as applicable. However, if the Employee is a Key Employee and if required by section 409A of the Code, no payments or benefits under this Agreement shall be paid to the Employee during the Postponement Period. If payment is required to be delayed for the Postponement Period pursuant to section 409A, the accumulated amounts withheld on account of section 409A, with interest as described in Section 6 above, shall be paid in a lump sum payment within 15 days after the end of the Postponement Period. If the Employee dies during the Postponement Period prior to the payment of benefits, the amounts withheld on account of section 409A, with interest as described above, shall be paid to the Employee's estate within 60 days after the Employee's death.

(b) Notwithstanding anything in this Agreement to the contrary, if required by section 409A, payments may only be made under this Agreement upon an event and in a manner permitted by section 409A, to the extent applicable. As used in the Agreement, the term "termination of employment" shall mean the Employee's separation from service with the Company and its Subsidiaries and Affiliates within the meaning of section 409A and the regulations promulgated thereunder. For purposes of section 409A, each payment under the Agreement shall be treated as a separate payment. In no event may the Employee designate the year of payment for any amounts payable under the Agreement. All reimbursements and in-kind



benefits provided under the Agreement shall be made or provided in accordance with the requirements of section 409A of the Code.

16. Governing Law. This Agreement shall be governed by and interpreted under the laws of the Commonwealth of Pennsylvania without giving effect to any conflict of laws provisions.

17. Contents of Agreement: Amendment. This Agreement supersedes all prior agreements with respect to the subject matter hereof (including without limitation any other change in control agreement in effect between the Company or a Subsidiary or Affiliate and the Employee) and sets forth the entire understanding between the parties hereto with respect to the subject matter hereof. This Agreement cannot be amended except pursuant to approval by the Board and a written amendment executed by the Employee and the Chair of the Compensation Committee. The provisions of this Agreement may require a variance from the terms and conditions of certain compensation or bonus plans under circumstances where such plans would not provide for payment thereof in order to obtain the maximum benefits for the Employee. It is the specific intention of the parties that the provisions of this Agreement shall supersede any provisions to the contrary in such plans, and such plans shall be deemed to have been amended to correspond with this Agreement without further action by the Company or the Board.

18. No Right to Continued Employment. Nothing in this Agreement shall be construed as giving the Employee any right to be retained in the employ of the Company or a Subsidiary or Affiliate.

19. Successors and Assigns. All of the terms and provisions of this Agreement shall be binding upon and inure to the benefit of and be enforceable by the respective heirs, representatives, successors and assigns of the parties hereto, except that the duties and responsibilities of the Employee and the Company hereunder shall not be assignable in whole or in part.

20. Severability. If any provision of this Agreement or application thereof to anyone or under any circumstances shall be determined to be invalid or unenforceable, such invalidity or unenforceability shall not affect any other provisions or applications of this Agreement which can be given effect without the invalid or unenforceable provision or application.

21. Remedies Cumulative; No Waiver. No right conferred upon the Employee by this Agreement is intended to be exclusive of any other right or remedy, and each and every such right or remedy shall be cumulative and shall be in addition to any other right or remedy given hereunder or now or hereafter existing at law or in equity. No delay or omission by the Employee in exercising any right, remedy or power hereunder or existing at law or in equity shall be construed as a waiver thereof.

22. Miscellaneous. All section headings are for convenience only. This Agreement may be executed in several counterparts, each of which is an original. It shall not be necessary in making proof of this Agreement or any counterpart hereof to produce or account for any of the other counterparts.

23. Arbitration. In the event of any dispute under the provisions of this Agreement other than a dispute in which the sole relief sought is an equitable remedy such as an injunction, the parties shall be required to have the dispute, controversy or claim settled by arbitration in Montgomery County, Pennsylvania, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before one arbitrator who shall be an executive officer or former executive officer of a publicly traded corporation, selected by the parties. Any award entered by the arbitrator shall be final, binding and nonappealable and judgment may be entered thereon by either party in accordance with applicable law in any court of competent jurisdiction. This arbitration provision shall be specifically enforceable. The arbitrator shall have no authority to modify any provision of this Agreement or to award a remedy for a dispute involving this Agreement other than a benefit specifically provided under or by virtue of the Agreement. The Company shall be responsible for all of the fees of the American Arbitration Association and the arbitrator and any expenses relating to the conduct of the arbitration (including reasonable attorneys' fees and expenses).

IN WITNESS WHEREOF, the undersigned, intending to be legally bound, have executed this Agreement as of the date first written above. By executing this Agreement, the undersigned acknowledge that this Agreement replaces and supersedes any other understanding regarding the matters described herein.

UGI Corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Employee

By: \_\_\_\_\_

EXHIBIT A  
UGI CORPORATION  
CHANGE IN CONTROL

For purposes of this Agreement, "Change in Control" shall mean:

(i) Any Person ( except the Employee, his Affiliates and Associates, the Company, any Subsidiary of the Company, any employee benefit plan of the Company or of any Subsidiary of the Company, or any Person or entity organized, appointed or established by the Company for or pursuant to the terms of any such employee benefit plan), together with all Affiliates and Associates of such Person, becomes the Beneficial Owner in the aggregate of 20% or more of either (A) the then outstanding shares of common stock of the Company (the "Outstanding Company Common Stock") or (B) the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the "Company Voting Securities"); or

(ii) Individuals who, as of the beginning of any 24-month period, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of the Board, provided that any individual becoming a director subsequent to the beginning of such period whose election or nomination for election by the Company's stockholders was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office is in connection with an actual or threatened election contest relating to the election of the Directors of the Company; or

(iii) Consummation by the Company of a reorganization, merger or consolidation (a "Business Combination"), in each case, with respect to which all or substantially all of the individuals and entities who were the respective Beneficial Owners of the Outstanding Company Common Stock and Company Voting Securities immediately prior to such Business Combination do not, following such Business Combination, Beneficially Own, directly or indirectly, more than 50% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors, as the case may be, of the corporation resulting from such Business Combination in substantially the same proportion as their ownership immediately prior to such Business Combination of the Outstanding Company Common Stock and Company Voting Securities, as the case may be; or

(iv) (A) Consummation of a complete liquidation or dissolution of the Company or (B) sale or other disposition of all or substantially all of the assets of the Company other than to a corporation with respect to which, following such sale or disposition, more than 50% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors is then owned beneficially, directly or indirectly, by all or substantially all of the individuals and entities who were the Beneficial Owners, respectively, of the Outstanding Company Common Stock and Company Voting Securities immediately prior to such sale or disposition in substantially the same proportion as their ownership of the Outstanding Company Common Stock and Company Voting Securities, as the case may be, immediately prior to such sale or disposition.

**GAS SUPPLY AND DELIVERY SERVICE AGREEMENT**  
**Contract UGI-P-1016**

**THIS Gas Supply and Delivery Service Agreement** (this "Agreement") is made and entered into as of November 1, 2021 (the "Effective Date"), by and among UGI Utilities, Inc. a Pennsylvania Corporation ("Utility"), having an address at 1 UGI Drive, Denver, PA 17517, and UGI Energy Services, LLC, a Pennsylvania limited liability company ("UGIES"), having an address at 835 Knitting Mills Way, Wyomissing, PA 19610. Utility and UGIES may herein be referred to individually as a "Party" or collectively as the "Parties."

**WHEREAS**, Utility is a local distribution company that is principally engaged in the business of distributing natural gas to residential, commercial, and industrial end-use customers located within its service territory of Pennsylvania;

**WHEREAS**, UGIES is an energy marketer and supplier that is principally engaged in the business of selling natural gas and managing assets for the sale and delivery of natural gas in Pennsylvania and other states;

**WHEREAS**, Utility desires to consolidate the following Gas Supply Agreements, including all amendments thereto, into this Agreement:

<b>Contract</b>	<b>MDQ</b>	<b>Dated</b>
UGIU-P-1008	25,000	11/1/2009
UGIU-P-1003	40,000	11/1/2012
UGIU-P-1004	32,700	11/1/2012
UGIU-P-1005	6,012	11/1/2013
CPG-P-1001	10,965	11/1/2012
PNG-P-1001	18,500	11/1/2007
PNG-P-1002	29,000	12/1/2011

**WHEREAS**, Utility desires to receive, and UGIES has agreed to provide, certain gas supply and related delivery services to Utility, subject to the terms and conditions of this Agreement.

**NOW THEREFORE**, in consideration of the covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

**SECTION 1. Definitions**

**1.1 "Daily Nomination"** shall have the meaning set forth in Section 4 hereof.

**1.2 "Day-Ahead Nomination"** shall have the meaning set forth in Section 4 hereof.

**1.3 "Dekatherm" or "Dth"** shall mean one million British Thermal Units (MMBtu).

**1.4 "Delivery Day"** shall mean the day of actual gas flow and delivery applicable to a Nomination. The Parties shall observe the NAESB-defined gas day, which shall be one continuous twenty-four hour period, commencing at 10 a.m. ECT.

**1.5 "Delivery Point" or "Delivery Points"** shall mean the point or points of physical interconnection between Utility's distribution system and Texas Eastern Transmission ("TETCO"), Columbia Gas Transmission Corporation ("Columbia"), Transcontinental Gas Pipe Line Company, LLC ("Transco") or any other mutually agreeable delivery points.

**1.6 "Firm"** shall mean, in reference to a Party's obligation to deliver or receive Natural Gas, the requirement that the full quantity of Natural Gas nominated for receipt or delivery must be delivered or received by the obligated Party, except for reasons for Force Majeure under Section 7 or Waiver of Delivery under Section 3.5.

**1.7 "Maximum Daily Quantity" or "MDQ"** shall have the meaning set forth in Section 3.2 hereof.

**1.8 "Natural Gas"** shall mean any mixture of hydrocarbons and noncombustible gases in a gaseous state, including vaporized LNG and propane air.

**1.9 "Nomination"** shall mean a notice provided by Utility to UGIES setting forth its delivery requirements, pursuant to Section 4 hereof. The Parties shall maintain contacts for twenty-four (24) hours per day, seven (7) days per week, for the purposes of providing and receiving Nominations.

**1.10 "Replacement Supply"** shall mean Natural Gas quantities obtained by Utility to replace a portion of a Scheduled Quantity that UGIES fails to deliver in accordance with a Daily Nomination.

**1.11 "Scheduled Quantity"** shall mean, for a particular Delivery Day, the quantity of Natural Gas that Utility requests in a Nomination and UGIES confirms.

**1.12 "Total Winter Entitlement" or "TWE"** shall have the meaning set forth in Section 3.3 hereof.

**1.13 "Winter Season"** shall refer to the period beginning at 10:00 a.m. ECT November 1 and ending at 9:59 a.m. ECT the following March 31.

## **SECTION 2. Term**

This Agreement shall be effective for a period commencing on and including the Delivery Day of November 1, 2021 and expiring on and including the Delivery Day of March 31, 2036 (the "Primary Term"). Utility shall have the right, in its sole discretion, to extend the Agreement for one or more subsequent five (5) year terms (with each such period referred to as a "Rollover Term") by providing written notice to UGIES of its intent to extend the Agreement at

least one (1) year prior to the expiration of the Primary Term or any Rollover Term. If Utility elects to extend the Agreement for one or more Rollover Terms, the MDQ and all terms and conditions of service shall remain unchanged unless expressly agreed to by the Parties in writing; provided however, that the applicable Reservation Charge for the Rollover Term will be adjusted in accordance with Section 5.3 hereof.

### **SECTION 3. Character of Service**

**3.1 Delivery Obligation.** UGIES shall sell and deliver and Utility shall have the option to purchase and the right to receive Natural Gas on any day during the Primary Term and any Rollover Term. UGIES's obligation to deliver and Utility's obligation to receive Natural Gas shall be Firm for any Nomination quantity, up to the applicable MDQ. Service will be provided using UGIES's primary firm pipeline capacity, incremental peaking plant capacity, or a reasonably acceptable asset-backed substitute. Service will only be subject to interruption for reasons of Force Majeure.

**3.2 Maximum Daily Quantity.** The "Maximum Daily Quantity" or "MDQ" shall mean the maximum quantity of Natural Gas that Utility may require UGIES to deliver on a Firm basis on any day during a Winter Season. The MDQ for each Winter Season during the Primary Term shall be 162,177 Dth per day.

**3.3 Total Winter Entitlement.** The maximum quantity of Natural Gas that Utility is entitled to receive and UGIES is obligated to deliver on a Firm basis during a Winter Season. The TWE for each Winter Season during the Primary Term shall be 1,268,780 Dth.

**3.4 Authorized Overruns.** If Utility wishes to overrun its MDQ or TWE on any Delivery Day, it must request authorization from UGIES in advance. UGIES will authorize and permit such overruns if it reasonably determines that it is operationally feasible to do so. The Parties shall agree in advance on the Commodity Charge to apply to any Natural Gas delivered to Utility in excess of its MDQ or TWE.

**3.5 Waiver of Delivery Obligation.** On any Delivery Day, Utility shall maintain its distribution facilities downstream of the Delivery Point(s) in a way that permits UGIES to deliver the Scheduled Quantities, otherwise UGIES shall be relieved of its obligation to deliver the Scheduled Quantities for the period and to the extent that Utility's distribution facilities do not permit such deliveries. Once Utility's distribution facilities have been corrected by Utility, UGIES shall use commercially reasonable efforts to supply the entire amount nominated by Utility for that Delivery Day. Any waiver of delivery obligations pursuant to this Section 3.5 shall not affect Utility's right to receive its TWE during any Winter Season.

### **SECTION 4. Nomination Procedure**

Utility shall have the right, but not the obligation, to make a Daily Nomination for quantities up to the MDQ at any time during any Delivery Day including weekends and holidays. For any Delivery Day, the MDQ less any Day-Ahead Nominations (as described below), will be prorated based on the number of hours remaining in the Delivery Day. Nothing herein prevents

Utility from nominating quantities to be delivered on the next or subsequent Delivery Day as described below.

Utility shall have the right, but not the obligation, to make a Day-Ahead Nomination for quantities up to the MDQ on trading days defined by Intercontinental Exchange ("ICE"), for delivery on a subsequent ICE delivery day(s). Utility shall notify UGIES, either verbally or in writing, of the requested quantity by 9:30 a.m. ECT on the ICE trading day.

SECTION 5. Charges

**5.1 Reservation Charge.** Utility shall pay UGIES an Annual Reservation Charge of \$33,764,142.00 each year from November 1, 2021 to March 31, 2036 of the Primary Term. The Annual Reservation Charge shall be paid in five (5) equal installments due on November 1, December 1, January 1, February 1, and March 1, during each year of the Primary Term. The Reservation Charge shall be billed and paid in accordance with Section 6 hereof.

**5.2 Commodity Charge.** Unless Utility elects to lock a fixed price with UGIES in accordance with paragraph (b), below, Utility shall not be obligated to purchase or receive any Natural Gas from UGIES under this Agreement. For all quantities of Natural Gas sold and delivered by UGIES, Utility shall pay a Commodity Charge, which shall be determined according to the following alternatives:

- (a) For all quantities of Natural Gas delivered to Utility's city gate, made pursuant to a Day-Ahead or Intraday Nomination up to the MDQ and TWE, Utility shall pay a Commodity Charge equal to the published *Platts Gas Daily Midpoint* index price, or another mutually agreed upon alternative index, as follows:

Delivered Pipeline	Price Point
Texas Eastern	Texas Eastern M-2 receipts, plus the Texas Eastern Firm Transportation maximum variable rates from Market Area Zone 2 to Market Area Zone 3.
Transco	Transco Leidy Line receipts, plus Transco Firm Transportation maximum variable rates from Zone 6 to Zone 6.
Columbia	Columbia Gas, Appalachia, plus Columbia Gas Transmission maximum applicable tariff rates including, but not limited to usage and shrinkage on deliveries to Utility's Columbia Gas Transmission city gates.

- (b) Utility will have the right at any time to lock-in a fixed Commodity Charge for any term and quantity up to the MDQ throughout the Agreement term. The Commodity Charges for locked-in quantities shall be as agreed to by the Parties based, on prevailing market conditions at the time the lock-in is made. Utility's right to lock-in a quantity of Natural Gas shall be limited as follows:

- (i) The maximum quantity of Natural Gas for which Utility may lock in a fixed Commodity Charge shall equal the TWE less any quantities previously locked-in for the Winter Season.
- (ii) Unless otherwise agreed, Utility shall notify UGIES of its intention to lock-in the Commodity Charge by no later than 10:00 a.m. ECT on the penultimate trading day for the NYMEX Natural Gas contract to the month in which such lock-in will apply. Such notice shall identify the quantity of Natural Gas to be locked-in for each month of delivery. UGIES shall promptly communicate to Utility any limitations on the lock-in quantity identified in Utility's notice and the Parties will utilize commercially reasonable efforts to facilitate the lock-in to the extent practicable.
- (iii) If Utility has locked-in a fixed price, Utility shall be required to purchase and take delivery of the quantity of Natural Gas for which a locked-in price is established.

The Commodity Charges determined in accordance with sub-paragraphs (a) and (b) above shall be billed and paid on a monthly basis, in accordance with Section 6.

**5.3 Rollover Period Price Adjustment.** In the event that Utility elects to extend the agreement for one or more Rollover Terms, the Reservation Charge applicable to such Rollover Term shall be based on the U.S. Gross Domestic Product Implicit Price Deflator using 2021 as the base. Unless otherwise locked-in, in accordance with Section 5.2, the Commodity Charge applicable to the Rollover term will be determined in accordance with the alternatives provided in Section 5.2. For any subsequent term, the escalation fee will be based on the U.S. Gross Domestic Product Implicit Price Deflator using the index from the penultimate full calendar year of the subsequent term.

#### **SECTION 6. Billing and Payment**

UGIES will invoice Utility each month of the Winter Season for the Reservation Charges due in accordance with Section 5.1, plus any applicable taxes in accordance with Section 10 hereto. UGIES will invoice Utility monthly for all Commodity Charges applicable to service rendered during the prior month, plus any applicable taxes in accordance with Section 10 hereto. Utility shall pay UGIES the full amount of such Commodity Charges and applicable taxes, due no later than the twentieth (20<sup>th</sup>) day of the month following Utility's receipt of the invoice. All payments shall be made by Wire Transfer (EFT) to UGIES's banking institution, designated as follows:

Mellon Bank, N.A.  
Pittsburgh, PA  
Account No. XXXXX  
ACH No. XXXXX



## **SECTION 7. Force Majeure**

**7.1 Generally.** Except as otherwise set forth herein, deliveries under this Agreement shall be Firm and shall not be subject to curtailment, interruption, or proration, except as the result of Force Majeure. In the event that either UGIES or Utility is unable, wholly or in part, to carry out its obligations under this Agreement due to a Force Majeure event, it is agreed that upon such Party's giving notice and full particulars of such Force Majeure event, in accordance with Section 7.4, then the obligations of the Party giving such notice insofar as they are affected by such Force Majeure event shall be suspended, from the inception, and during the continuance of any inability so caused, but for no longer period. The Party claiming Force Majeure shall not be excused from its responsibility for imbalance charges.

**7.2 Included Events.** Force Majeure shall include, but not be limited to, the following: (i) physical events such as acts of God, landslides, lightning, earthquakes, fires, storms, or storm warnings, such as hurricanes which result in evacuation of the affected area, floods, washouts, explosions, breakage or accident or necessity of repairs to machinery or equipment or lines of pipe, except as provided in Section 7.3; (ii) interruption and/or curtailment of primary Firm transportation and/or storage by transporters; (iii) acts of others such as strikes, lockouts, or other industrial disturbances, riots, sabotage, terrorist actions, insurrections, or wars; and (iv) governmental actions such as necessity for compliance with any court order, law, statute, ordinance, regulation, or policy having the same effect of law promulgated by a governmental authority having jurisdiction.

### **7.3 Excluded Events.**

- (a) Neither Party shall be entitled to the benefit of the provisions of Force Majeure to the extent that performance is affected by any or all of the following circumstances: (i) the curtailment of interruptible or secondary Firm transportation; (ii) the contractual non-performance or negligence of any affiliate, independent contractor, agent, or employee of UGIES in operating or maintaining any upstream pipeline facilities utilized by UGIES; (iii) the Party claiming excuse failed to remedy the condition and to resume the performance of such covenants or obligations with reasonable dispatch; (iv) economic hardship, to include, without limitation, UGIES's ability to sell Natural Gas at a higher or more advantageous price than the Agreement price, Utility's ability to purchase Natural Gas at a lower or more advantageous price than the Agreement price; (v) the loss of Utility's market(s) or Utility's inability to use or resell Natural Gas purchased hereunder, except, in either case, as provided in Section 7.2; or (vi) the loss or failure of UGIES's gas supply, including but not limited to the failure of UGIES's gas supply to be delivered to an upstream receipt point on UGIES's pipeline capacity, or depletion of reserves, except, in either case, as provided in Section 7.2.
- (b) In addition to the foregoing, for supplies sourced from local production sources, UGIES shall not be entitled to the benefit of Force Majeure to the extent that performance is affected by any or all of the following circumstances: (i) any well failures or freeze-offs; and (ii) any failure of conditioning equipment such as regulation, compression, or dehydration equipment.

**7.4 Notice.** The Party asserting Force Majeure shall provide immediate written notice to the other Party of the occurrence of a Force Majeure event. Notice shall include: (i) a detailed explanation of the event that has occurred; (ii) the known or expected impact on the Party's ability to perform; and (iii) the period of time during which the Party's performance will be impacted. The Party asserting Force Majeure will remedy the Force Majeure event and resume performance of its obligations hereunder as soon as reasonably possible.

## **SECTION 8. Failure to Deliver or Receive Gas**

**8.1 Failure to Deliver.** Unless otherwise excused by the waiver of a delivery obligation under Section 3.5 or a Force Majeure event under Section 7.2, if UGIES fails to deliver all or a portion of a Scheduled Quantity on any Delivery Day, UGIES shall pay Utility an amount equal to the difference between: (i) the Nomination quantity for the Delivery Day and (ii) the quantity delivered during such Delivery Day (such difference being the "Deficiency Amount"); times the positive difference between (iii) the applicable Commodity Charge as determined under Section 5.2 hereof and (iv) the cost of Replacement Supply as determined by Utility in a commercially reasonable manner within a reasonable time after UGIES fails to deliver the Deficiency Amount.

**8.2 Failure to Receive.** Unless otherwise excused by the waiver of a delivery obligation under Section 3.5 or a Force Majeure event under Section 7.2, if Utility fails to take all or a portion of the Scheduled Quantity for the Delivery Day, Utility shall pay UGIES an amount equal to the Deficiency Amount times the positive difference between (i) the applicable Commodity Charge as determined under Section 5.2 hereof and (ii) the price received by UGIES from the sale of the Deficiency Amount as determined by UGIES in a commercially reasonable manner within a reasonable time after Utility fails to take delivery of the Deficiency Amount.

**8.3 Duty to Mitigate.** Each Party has an affirmative duty to mitigate in good faith the extent of damages that may arise from the other Party's failure to discharge its receipt or delivery obligations under this Agreement. In the event a Party fails to properly discharge its duty to mitigate, any amounts otherwise due under Sections 8.1 and 8.2 hereunder shall be reduced by an amount that would not have been incurred had such duty been properly discharged.

**8.4 Exclusive Remedy.** The remedies set forth in Sections 8.1 and 8.2 shall be the exclusive remedies available to a Party for the other Party's failure to discharge its firm receipt or delivery obligation hereunder.

## **SECTION 9. Indemnification**

Except as otherwise limited pursuant to this Agreement, each Party shall indemnify, defend, and hold harmless the other Party, the other Party's officers, employees, shareholders, directors and agents, and their respective successors and assigns from and against any and all third party claims, demands, liabilities, losses, expenses, costs, obligations, recoveries, or damages of any nature whatsoever, whether accrued, absolute, contingent, or otherwise, including, without limitation, court costs and attorneys' fees (whether or not suit is brought) arising out of, resulting from, or relating to: (i) negligence, gross negligence, bad faith actions,

or willful misconduct in connection with this Agreement, and (ii) any Natural Gas while it is in the Party's control or possession. This Section 9 shall survive termination of the Agreement.

#### **SECTION 10. Taxes**

**10.1 Responsibility.** Responsibility for payment of taxes of any kind applicable to Natural Gas sold hereunder shall be allocated as follows:

- (a)** UGIES shall pay or cause to be paid, and Utility shall be held harmless by UGIES, for the payment of all taxes imposed on or with respect to the Natural Gas sold or delivered hereunder by UGIES for which the taxable incident arises or occurs prior to the delivery of Natural Gas to the Delivery Point(s); and
- (b)** Utility shall pay or cause to be paid, and UGIES shall be held harmless by Utility, for the payment of all taxes imposed on or with respect to the Natural Gas sold or delivered by UGIES hereunder for which the taxable incident arises or occurs upon delivery or after the Natural Gas is delivered to the Delivery Point(s).

**10.2 Reimbursement.** If a Party is required to remit or pay taxes that are the other Party's responsibility hereunder (including any tax which would have been incurred by a Party absent this Agreement), the Party responsible for such taxes shall promptly reimburse the other Party therefor.

#### **SECTION 11. Title and Warranties**

**11.1 Warranty of Title.** UGIES hereby warrants good and merchantable title to the Natural Gas sold by it hereunder or the right to sell the same, and warrants that all Natural Gas delivered to Utility shall be free from all liens, encumbrances, and adverse claims. Title shall be passed to Utility upon delivery.

**11.2 Warranty Disclaimers.** Except as expressly stated herein, neither Party provides any warranties to the other, express or implied, including implied warranties of merchantability and fitness for a particular purpose.

#### **SECTION 12. Notices**

**12.1 Generally.** All invoices, payments, and other communications made hereunder shall be delivered to the addresses specified in writing by the Parties from time to time.

**12.2 Means of Delivery.** Unless a specific means of notice is expressly stated herein, all notices required hereunder may be sent by mutually acceptable means, provided however that (i) notices shall be deemed given on a Business Day by the addressee, (ii) notices sent electronically shall be deemed received upon the sending Party's receipt of confirmation of successful transmission, and (iii) any notice received on a day other than a Business Day or after 5:00 p.m. ECT on a Business Day shall be deemed received at the start of the next following Business Day.

**12.3 Addresses.** Notices shall be provided to the Parties at the following addresses:

If to UGI Energy Services, LLC, to:

UGI Energy Services, LLC  
835 Knitting Mills Way  
Wyomissing, PA 19610  
Telephone: (610) 373-7999  
Email: [Tradingsupply@ugies.com](mailto:Tradingsupply@ugies.com)  
Attention: V.P. Energy Marketing & Supply

If to UGI Utilities, Inc., to:

UGI Utilities, Inc.  
1 UGI Drive  
Denver, PA 17517  
Telephone: (610) 781-1993  
Email: [Gasmgmtgastraders@ugi.com](mailto:Gasmgmtgastraders@ugi.com)  
Attention: Director Energy Supply & Planning

### **SECTION 13. Assignment**

This Agreement shall be binding upon and inure to the benefit of the respective successors and assigns of the Parties; provided, however, that this Agreement shall not be transferred or assigned, by operation of law or otherwise, by UGIES or Utility without the other Party's prior written consent, which consent shall not be unreasonably withheld or delayed. Notwithstanding the foregoing, either Party may assign its rights and obligations hereunder to any parent, subsidiary, or affiliate, upon prior written notice to the other Party.

### **SECTION 14. Confidentiality**

The existence, terms, and conditions of this Agreement shall be and remain confidential to the extent permitted by law.

### **SECTION 15. Laws and Regulatory Bodies**

**15.1 Generally.** This Agreement shall be subject to all federal and state laws and to the orders, rules, and regulations of any duly constituted federal or state regulatory body or authority having jurisdiction. The interpretation and enforceability of this Agreement shall be governed by the laws of the Commonwealth of Pennsylvania, without recourse to its conflict of law principles.

**15.2 Regulatory Event.** In the event that any regulatory body directly or indirectly asserts jurisdiction over the Parties' obligations and, as a result, performance under the Agreement becomes commercially impracticable by either Party ("Regulatory Event"), then the Parties shall negotiate in good faith in order to amend the Agreement (and the Parties' obligations and rights

thereunder) to cure the Regulatory Event. In the event that the Regulatory Event cannot be reasonably cured to the satisfaction of the affected Party, the Party so affected shall have the right to terminate the Agreement upon thirty (30) days written notice to the other Party.

#### **SECTION 16. Dodd-Frank Provisions**

**16.1** The terms set forth below shall have the meanings ascribed to them:

"**CFTC**" means the U.S. Commodity Futures Trading Commission.

"**CFTC Regulations**" means the rules, regulations, orders, supplementary information, guidance, questions and answers, staff letters, and interpretations published or issued by the CFTC, in each applicable case as amended, and when used herein may also include specific citations to Titles, Parts, or Sections of Title 17 of the Code of Federal Regulations without otherwise limiting the applicability of other rules, regulations, orders, supplementary information, guidance, questions and answers, staff letters, and interpretations.

"**Commodity Exchange Act**" means the U.S. Commodity Exchange Act, as amended, 7 USC Section 1, *et seq.*

"**Commodity Option**" means a "Commodity Option" within the meaning of CFTC Regulations.

"**SEC**" means the U.S. Securities and Exchange Commission.

"**Swap**" means a "swap" as defined in Section 1 a(47) of the Commodity Exchange Act and CFTC Regulations.

"**Trade Option**" means a Commodity Option between the Parties under the Agreement that meets the conditions contained in CFTC Regulation 32.3(a).

**16.2** The Parties shall seek to agree at the time a transaction is executed whether the transaction is a Trade Option or a contract, excluded from the defined term Swap or otherwise exempt from reporting. If a transaction is a Trade Option, each Party shall report the transaction in accordance with CFTC Regulation Part 32 and any applicable CFTC no-action letter. If the Parties cannot agree as to whether a transaction is a Trade Option or otherwise exempt from reporting, then each Party shall make its own determination.

**16.3** Each Party warrants and represents that, as of the effective date of this Agreement and on each date that it enters into a transaction subject to this Agreement, that:

- (i) It regularly makes or takes delivery of the commodity that is the subject of the transactions that are entered into subject to this Agreement in the ordinary course of its business, and any transaction it enters into subject to this Agreement is entered into in connection with such business;

- (ii) To the extent that any transaction entered into subject to this Agreement contains an embedded option, then *either* the factors determining the exercise of such option are beyond the control of the exercising Party, *or* if it is the offeree (i.e. Utility) of such option, it is a producer, processor, commercial user of, or a merchant handling the commodity, products, or byproducts thereof, that is/are the subject of the transaction (a "Commercial Party") and that it is entering into the transaction solely for purposes related to its business as such; and if it is the offeror (i.e. UGIES) of such option, it is either a Commercial Party and it is entering into the transaction solely for purposes related to its business as such or it is an "eligible contract participant," as defined in Section 1a(18) of the Commodity Exchange Act and the rules, regulations, orders, and interpretations of the CFTC and, as applicable, the SEC; and
- (iii) It intends to make or take physical delivery of the commodity that is the subject of any transaction it enters into subject to this Agreement, in accordance with the terms and provisions of any applicable confirmations and this Agreement.

**16.4** Each Party will promptly notify the other Party if any representation made by such Party, with respect to the Dodd-Frank Provisions, becomes materially incorrect or misleading in any respect and will promptly update such representation.

#### **SECTION 17. Limitation of Damages**

**UNLESS EXPRESSLY PROVIDED HEREIN, A PARTY'S LIABILITY SHALL BE LIMITED TO DIRECT ACTUAL DAMAGES ONLY. NEITHER PARTY SHALL BE LIABLE FOR CONSEQUENTIAL, INCIDENTAL, PUNITIVE, EXEMPLARY, OR INDIRECT DAMAGES, LOST PROFITS, OR OTHER BUSINESS INTERRUPTION DAMAGES, BY STATUTE, IN TORT OR CONTRACT, UNDER ANY INDEMNITY PROVISION, OR OTHERWISE. THIS PARAGRAPH SHALL SURVIVE EXPIRATION OR TERMINATION OF THIS AGREEMENT.**

#### **SECTION 18. Miscellaneous**

**18.1 Waiver.** No waiver of any breach hereof shall be held to be a waiver of any other or subsequent breach.

**18.2 Set-offs.** Each Party reserves to itself all rights, set-offs, counterclaims, and other defenses to which it is or may be entitled to under applicable law.

**18.3 Documentation.** Each Party shall provide all documents necessary to effectuate this Agreement and the transactions that underlie this Agreement.

**18.4 Amendments.** This Agreement, including any Appendices hereto, may be amended or modified only by a writing signed by duly authorized representatives of both Parties.

**18.5 Authorization.** Utility and UGIES each represents to the other its respective belief that it has obtained all necessary corporate and regulatory authorizations to execute and perform its obligations under this Agreement.

*(Remainder of this page intentionally left blank)*

**IN WITNESS THEREOF**, the Parties have executed this Agreement in duplicate by their respective duly authorized officers as of the day and year first written above.

**UGI UTILITIES, INC.**

By: /s/ Christopher Brown

Name: Christopher Brown

Title: VPGM Rates & Supply

**UGI ENERGY SERVICES, LLC**

By: /s/ Joseph Hartz

Name: Joseph Hartz

Title: President & Chief Executive Officer





# POWERED BY INTEGRITY

THE UGI CODE OF BUSINESS CONDUCT AND ETHICS

**UGI**  
CORPORATION

# TABLE OF CONTENTS

## WE HONOR OUR LEGACY

A Message From Leadership	4
Our Mission, Vision, and Values	5
The UGI Family	6

## WE FOLLOW OUR CODE

A Shared Commitment	8
Our Responsibilities	9
Making Good Choices	11
Sharing Concerns	12

## WE UNDERSTAND OUR OBLIGATIONS TO OTHERS

Promoting Health and Safety	15
Maintaining a Respectful Workplace	
Diversity and Equal Opportunity	18
Anti-harassment	20
Interacting With:	
Customers	22
Third Parties	23
The Government	24

## WE CONDUCT BUSINESS RESPONSIBLY

Competing Fairly	26
Preventing Bribery and Corruption	28
Contracting With the Government	30
Avoiding Insider Trading	32
Being Alert for Money Laundering	34
Conducting Business Beyond Borders	35

## WE PRESERVE OUR REPUTATION

Maintaining Financial Integrity	37
Protecting:	
Physical and Electronic Assets	39
Confidential Information	41
Avoiding Conflicts of Interest	45
Knowing the Rules About Gifts and Entertainment	48
Communicating About UGI	51

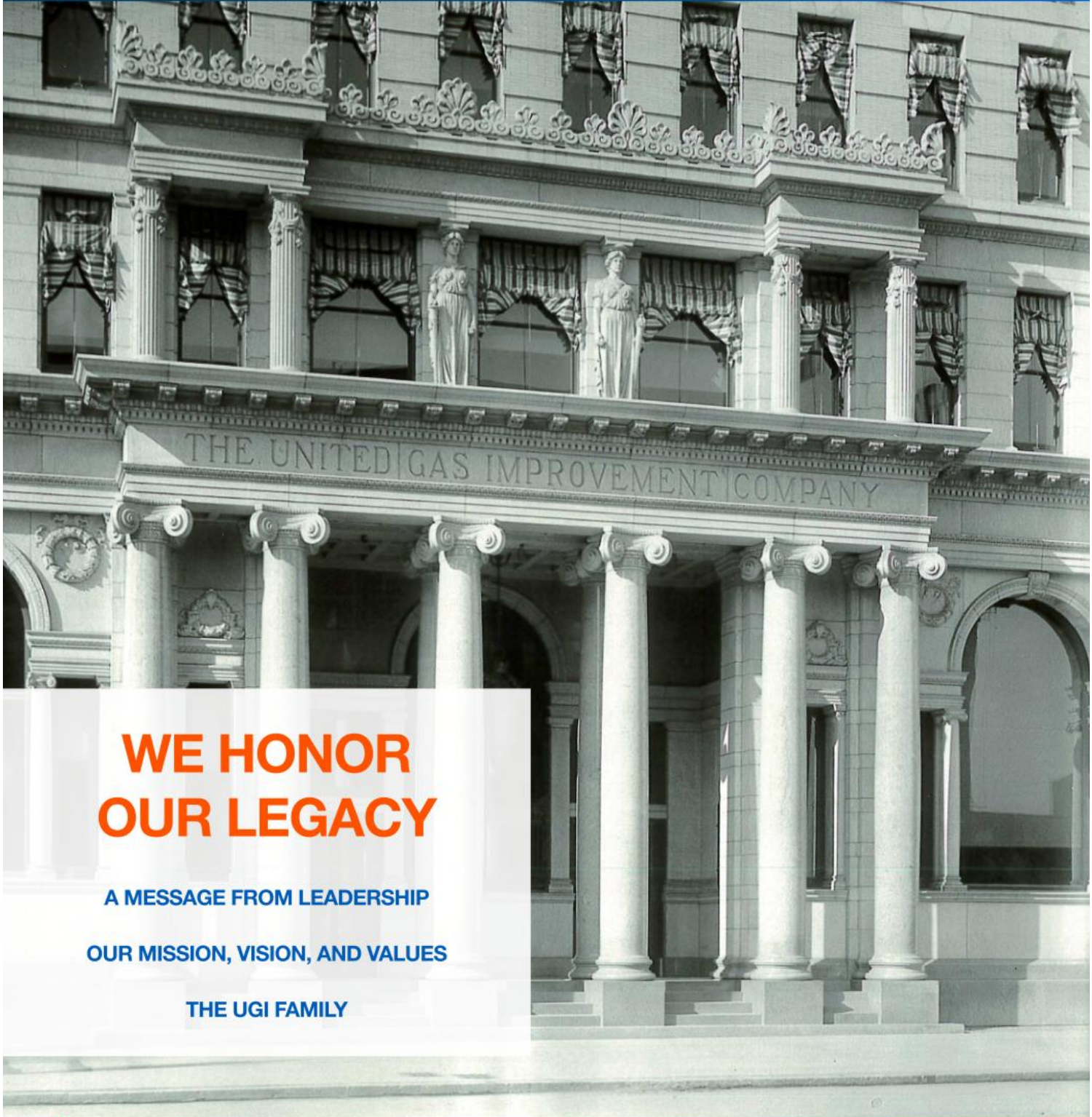
## WE SUPPORT THE COMMUNITY

Protecting the Environment	54
Honoring Human Rights	55
Volunteering and Contributing Responsibly	56

## CLOSING THOUGHTS

## HELPFUL RESOURCES





# WE HONOR OUR LEGACY

A MESSAGE FROM LEADERSHIP

OUR MISSION, VISION, AND VALUES

THE UGI FAMILY

## A MESSAGE FROM LEADERSHIP

At UGI, integrity powers everything we do – and it has done so, every day, since our founding more than 135 years ago. Our Code of Business Conduct and Ethics reinforces our commitment to integrity. It summarizes the standards that apply everywhere we do business and helps us to navigate an increasingly complex world. It also underscores our “Open Door” culture and our support for open communication and sharing of concerns.

Please read our Code and refer to it often. You are encouraged – in fact, we rely on you – to reach out to any member of the leadership team or contact the UGI/AmeriGas Integrity Helpline if you have a question or see something that just doesn’t seem right.

Together, we will continue to make UGI one of the most respected companies in our industry and beyond.

Sincerely,



**Roger Perreault**

President and CEO, UGI Corporation





# OUR MISSION, VISION, AND VALUES

## OUR MISSION

UGI's mission is to be the preeminent energy distribution company in our targeted global markets by providing a superior range of energy products and services to our customers.

## OUR VISION

At UGI, we believe that safe, reliable, and efficient energy is a necessity for our customers and communities. We strive to deliver this fundamental need through best-in-class safety, operations, products, and services while positively impacting the lives of our employees, customers, and the communities we serve. We do this by committing to our Values, as described below.

## OUR VALUES



**Safety** – Safety is a way of life for us. We take the time to be safe, safeguard one another, and make safety a priority in our interactions with our colleagues, customers, and communities.



**Integrity** – We do the right thing and act with honesty. We are ethical and trustworthy in all of our relationships.



**Respect** – We embrace the diversity and uniqueness of individuals and cultures and the varied perspectives they provide. We recognize that our success depends on the commitment and capability of our employees to create greater value for all.



**Responsibility** – We are committed to sustainable business practices and growing the Company in an environmentally responsible way. Natural gas and LPG are clean-burning, efficient, cost-effective, and abundantly available energy sources. We pursue innovative and efficient energy solutions to benefit our customers and our communities.



**Reliability** – We are a reliable service provider with a long-standing history of active involvement in the community. We recognize that our customers rely on our products and services. In turn, we support the communities we serve by our investments in critical infrastructure and our team's commitment to philanthropic efforts.



**Excellence** – We are committed to achieving exceptional performance through disciplined growth, execution, and continuous improvement. Our goal is to deliver the best value for **investors** as a high-performing investment, for **customers** as a best-in-class service provider, for **employees** as a great place to work, and for **communities** as a valued neighbor.

## THE UGI FAMILY

UGI is an international energy distribution and services company that provides superior service in delivering a range of energy products. We operate as a best-in-class service provider, offering a great place to work, serving our communities, and delivering value to investors. We aim to positively impact the lives of our customers, employees, communities, and investors.

UGI is a family of high-performing companies that, through its business units:

- Supplies and markets natural gas, liquid fuels, electricity, and renewables;
- Distributes propane and butane to retail, residential, commercial, industrial, and motor fuel customers throughout the United States and Europe;
- Distributes, stores, transports, and markets energy products and related services; and
- Provides heating, ventilation, air conditioning, refrigeration, and electrical contracting services.

Our success is based on a rich legacy, a clear vision, and the hard work of each of you, our UGI employees, in all locations where we operate.

[UGI Corporation \(NYSE: UGI\)](#) is a holding company with the following business units.



Whether you're driving a bobtail, working the loading dock, responding to a customer inquiry, managing a project, overseeing construction or doing one of the hundreds of other jobs at UGI ... we are all working toward one goal: **to provide comfort in the lives of millions of people, every day, at home, at work, at play, and in the community.**





# WE FOLLOW OUR CODE

A SHARED COMMITMENT

OUR RESPONSIBILITIES

MAKING GOOD CHOICES




SHARING CONCERNS

# A SHARED COMMITMENT

## MANY EMPLOYEES. ONE CODE.

Our Code of Business Conduct and Ethics (the “Code”) represents a commitment – a commitment to working together across all of our business units to serve our customers, to bring our Values to life, and to build on our success ... for the next 135 years and beyond.

In our Code, you’ll find:

-  Information to help you comply with our policies and the law, wherever you operate;
-  Help with everyday ethical situations you might face on the job; and
-  Resources available to answer any questions that you may have.

Of course, you won’t find the answer to every question or scenario in the Code – no document could equip you with that. But our Code will give you the tools you need to make the right decision, regardless of the challenge you face.

**Our Code lays out UGI’s expectations and sets the standard for everyday decision-making.**

## WHO MUST FOLLOW OUR CODE?

Our Code applies to all employees of UGI Corporation, its business units and functions, including consolidated subsidiaries (“UGI”). This includes members of our Board of Directors, officers, and part-time, seasonal, flex, and temporary employees. We also expect our third-party consultants, contractors, vendors, and service providers to live up to the expectations outlined in our Code.

## WHAT HAPPENS WHEN SOMEONE VIOLATES OUR CODE?

Violations harm our reputation and erode the trust that people place in us. That’s why violations can result in disciplinary action, up to and including termination of employment. Depending on the severity of the act, there can also be civil or criminal consequences imposed on the person involved and/or UGI.



**Q:** I would like to discuss a new law that might affect our industry. Where can I go for answers to my questions?

**A:** Contact the Law Department with any questions or concerns. We encourage discussions about laws and regulations because educated employees will lead to better business practices.



## OUR RESPONSIBILITIES

### FOLLOWING THE LAW







Each of us, regardless of the job we do or the location where we do it, has a responsibility to conduct business legally and ethically. And, having business operating in a highly regulated industry, we also have a responsibility to follow any applicable laws, rules, or regulations that apply to our roles or activities at UGI.

What if there is conflict between our Code and local laws or practices? The best strategy is to consult with the Law Department for guidance.



### WHAT ELSE IS EXPECTED OF EMPLOYEES?

In addition to following our Code, our policies, and the law, you have an obligation to:

-  Be professional, honest, and ethical in every action you take on behalf of our Company.
-  Never let someone else or the pressure to succeed entice you to do things that you know are wrong.
-  Attest annually that you have read and will follow our Code.
-  Report promptly anything that you are involved in that may be construed as a conflict of interest, even if you previously reported it during the annual certification process, as required under our policy.
-  Complete all required ethics and compliance training.
-  Speak up if you see or suspect unethical or illegal behavior, report violations (suspected or observed) of Company policies, and cooperate with any investigations into alleged (or suspected) misconduct.

## OUR RESPONSIBILITIES continued

### WHAT IS EXPECTED OF MANAGERS?

When it comes to living our Values and promoting our Code, leaders have an even greater obligation. If you are a manager, we are looking to you to:



Set a good example and promote a culture of integrity and respect.



Support your team – help them understand what's expected of them.



Demonstrate an open door approach and attitude so employees feel empowered to bring concerns to your attention.



Listen first, and then take action to address any questions or concerns. As a manager, it is your responsibility to protect UGI, as such, you should report any behavior that is illegal, unethical, or violates our Code, and our policies.



Reach out to others if you are unsure about one of our policies – when in doubt, ask others for guidance.



Never retaliate or allow others to retaliate against those who raise concerns in good faith.



### EVERYDAY INTEGRITY

**Q:** I'm a manager, and I'm not clear what my obligations are if someone comes to me with an allegation of misconduct – and what if it involves a senior leader?

**A:** You are primarily responsible for team members and business partners under your supervision, but if you are aware of misconduct anywhere in the Company, you are obliged to take action. If, for any reason, you are uncomfortable making a report to a particular person, you may talk to any member of management, your local Human Resources representative, the UGI Compliance Group, or other Company resource (see the **Sharing Concerns** section for available resources).





# MAKING GOOD CHOICES

## ETHICAL DECISION-MAKING

Usually, if you let our Values drive your decisions, you'll make the right choice. But sometimes the right choice may not be clear. In those situations, it can help to ask yourself some key questions.



## SHARING CONCERNS

### OUR “OPEN DOOR” CULTURE

If you have a question or are unsure about the correct thing to do, ask someone. If you see something that doesn’t seem right, say something. Do something about it. Open communication is what our “Open Door” culture is all about.

Start with your manager. He or she may be in the best position to understand and address the issue you’re facing. If you’re uncomfortable talking to your manager or have raised a concern in the past that you feel was not adequately addressed, reach out to any of the following resources for help:

- [Any member of management;](#)
- [Your local Human Resources representative;](#)
- [Corporate Human Resources;](#)
- [Corporate Law Department;](#)
- [The UGI Compliance Group;](#) or
- [The UGI/AmeriGas Integrity Helpline.](#)

**No matter which resource you contact, your concern will be handled promptly and discreetly.**

### THE HELPLINE

The UGI/AmeriGas Integrity Helpline is available any time, day or night, and you may call or share a concern online. The Helpline is staffed by an independent third-party company, and you may remain anonymous, where permitted by law. Translation services are also available.

When you contact the Helpline, a professional interview specialist or customized web form will capture details of your concern and forward a report to UGI’s Compliance Group for follow-up.

#### THE UGI/AMERIGAS INTEGRITY HELPLINE

24 HOURS A DAY / 7 DAYS A WEEK



#### SHARE YOUR CONCERN ONLINE:

<https://ugiamerigasethicshelpline.tnwreports.com>



#### SHARE YOUR CONCERN VIA PHONE:

In the United States,  
call toll-free: 866-384-4272

For all other countries, access  
dialing instructions here:

<https://ugiamerigasethicshelpline.tnwreports.com/Phone>



## SHARING CONCERNS continued

### AFTER YOU SPEAK UP

Regardless of who you contact or what resource you choose, any concern you share will be promptly reviewed and, if necessary, investigated by the team with the appropriate subject matter expertise. Information will be shared only with people who need to know in order to investigate and resolve the issue.

If we determine that our Code, a policy, or a law has been violated, we will take appropriate corrective action.

### NO RETALIATION

UGI strictly prohibits any form of retaliation against anyone who reports or asks about a suspected wrongful or unlawful activity in good faith. This same protection is provided to employees who participate in an investigation or proceeding related to such activity. If you feel you or a fellow employee has been retaliated against, you should reach out to your manager, the UGI Compliance Group, or someone in the [Helpful Resources](#) section. We take these matters very seriously and will not tolerate such behavior.



### What is ... Good Faith?

Sharing a concern in good faith means that you honestly or sincerely believe that there may be a violation of our Code, our policies, or the law.







## WE UNDERSTAND OUR OBLIGATIONS TO OTHERS

PROMOTING HEALTH AND SAFETY

MAINTAINING A RESPECTFUL WORKPLACE

DIVERSITY AND EQUAL OPPORTUNITY

ANTI-HARASSMENT

INTERACTING WITH:

CUSTOMERS

THIRD PARTIES

THE GOVERNMENT



## PROMOTING HEALTH AND SAFETY

The safety of our employees, customers, and communities is our highest priority.

### EVERY PERSON, EVERY DAY.

No matter where you work or what job you do, you have a responsibility to promote a safe UGI. That responsibility extends beyond specific, assigned safety tasks. It includes having an awareness of what's going on around you, being proactive to address potential hazards, and speaking up about any situation that could put individuals at risk of illness or injury.

**Never compromise when it comes to safety.**

### BE AT YOUR BEST

Substance abuse can pose a threat to a safe workplace and negatively affect you, your coworkers and others at UGI. You may not have, use, or distribute illegal, controlled, or prohibited substances in the workplace.

Never perform any of your job duties under the influence of alcohol or drugs (including prescription medication, non-prescription medication, or illegal substances that would impair you). If you suspect that a coworker is impaired, share your concerns with your manager.

### A VIOLENCE-FREE UGI

Our Company has zero tolerance for threats or acts of violence. Except as otherwise provided by law, we do not permit any person to possess weapons of any kind (licensed or unlicensed) on Company sites. Employees are further prohibited from carrying weapons of any kind while performing their duties for UGI or when visiting customer sites on behalf of the Company.



#### Examples of threats or acts of violence include ...

- Verbal or physical threats;
- Bullying (demeaning, humiliating behavior);
- Communicating an endorsement of the inappropriate use of firearms or weapons;
- Menacing or intimidating behavior;
- Stalking or other form of behavior that is likely to cause a real or perceived threat of harm or personal discomfort; and
- Intentional destruction of UGI equipment or property.

## PROMOTING HEALTH AND SAFETY continued

### WHAT CAN YOU DO?

- Know and comply with all safety and security rules, procedures, and manuals that relate to your role, and complete any required training.
- Speak up immediately about any workplace injuries, illnesses, or unsafe conditions to your manager, any member of management, your local Human Resources representative, the Safety Department, or the UGI Compliance Group. Emergency situations? Immediately contact your local Emergency Services.
- Follow our physical security guidelines. Be alert to and report any security incidents, violent behavior, or unauthorized individuals in our facilities.





## PROMOTING HEALTH AND SAFETY continued



**Q:** My manager asked me to dispense propane from a tank. I haven't been trained to do this, but I've seen others do it, and I'm sure I can safely perform this task. Should I do as my manager asks?

**A:** No. You should never perform any task if you have not received proper safety training. Let your manager know that you have not received the necessary safety training to perform this task, so that they may direct the request to someone who has.

**Q:** My job includes handling heavy machinery. However, I have been taking physician-prescribed medication or other medications that make me a little drowsy. What should I do?

**A:** Talk with your manager or your local Human Resources representative. UGI doesn't expect you to inform UGI about common over-the-counter medications (e.g., aspirin), but you should always inform your manager or your local Human Resources representative if you have been prescribed or are taking medications that may keep you from safely performing your job. You do not need to disclose your underlying medical condition.



**Q:** I arrived at work at the same time as a delivery person, who was carrying a big box. After badging in, I held the door for him so he wouldn't have to wait for the person at the front desk. I probably shouldn't have done that, but it just felt impolite to leave him standing there with his hands full. Did I do the right thing?

**A:** No. This could have been a legitimate delivery person, but it could have been someone who was unauthorized to enter the building and was waiting for an opportunity to gain access. The best way to ensure security of our facilities – and everyone in them – would be to apologize and let the delivery person know that you can't let anyone in without proper authorization.



# MAINTAINING A RESPECTFUL WORKPLACE

## DIVERSITY AND EQUAL OPPORTUNITY

Our employees are our most valuable resource.

### CELEBRATE OUR DIVERSITY

Each of us – and the diversity of backgrounds, experiences, and skills we bring to the workplace – adds to the growth and success of UGI. Be respectful of others and do your part to create an inclusive work environment.

As a company that operates around the world, we expect you to be professional at all times and to conduct business in a way that reflects positively on UGI. Honor the cultural differences of our employees, business partners, and customers.

### EQUAL EMPLOYMENT OPPORTUNITY

We are an equal employment opportunity employer. We comply with all applicable employment-related laws and regulations and do not tolerate discrimination against anyone based on characteristics protected by law.



### Examples of “characteristics protected by law” may include ...

- Age;
- Race;
- Religion;
- Gender;
- Marital status;
- National origin;
- Veteran status;
- Disability; and
- Sexual orientation.





# MAINTAINING A RESPECTFUL WORKPLACE

## DIVERSITY AND EQUAL OPPORTUNITY continued

### WHAT CAN YOU DO?

- Promote diversity and inclusion. Be open to – and respectful of – points of view that differ from yours.
- Be fair. Base employment decisions (such as hiring, training, promotions, and compensation) on Company needs, job requirements, and individual qualifications, not on characteristics protected by law.
- Raise your concerns if you feel you are a victim of discrimination or suspect that someone else is.

### EVERYDAY INTEGRITY

**Q:** I applied for a management position and was interviewed, but I didn't get the job. I believe I was not selected because of my age – the position was offered to a person who is much younger than me. What should I do?

**A:** You should contact your local Human Resources representative to discuss your concerns. The fact that a younger candidate was selected does not necessarily constitute discrimination – the other candidate may have been better qualified for the position – but you should feel comfortable inquiring about the hiring decision.



# MAINTAINING A RESPECTFUL WORKPLACE ANTI-HARASSMENT

We do not tolerate harassment.

## DIGNITY AND RESPECT

Every individual has a right to work free from harassment (including sexual harassment), bullying, and abusive conduct. Harassment can take many forms and be verbal, physical, or visual – all of which are prohibited at UGI. Check our policies to make sure you know how to recognize, and speak up about, harassing behavior. Remember that managers must report complaints they receive, conduct they observe, or alleged activity that is reported to them as potentially violating our policies. Failure to report may be ground for corrective action.

## BE ALERT

Harassment can happen at work, at work-related events, or outside of work. It can happen between members of the same or opposite sex. It can happen between employees and business partners.

Don't let it happen.

If you see or suspect harassment, say something. If you're uncomfortable saying something directly, say something to your local Human Resources representative, the Law Department, any member of management, or the UGI Compliance Group. Alternatively, you may contact the UGI/ AmeriGas Integrity Helpline.



## Examples of harassment may include ...

- Unwelcome hugging, touching, or sexual advances;
- Verbal or physical intimidation or aggressive behavior, such as pushing, shoving, or tripping, or cornering/blocking someone in;
- Offensive or derogatory remarks, jokes, images, or name-calling;
- Racial slurs or inappropriate comments; and
- Display of drawings, cartoons, or pictures of a sexual nature (including pornography).



## WHAT CAN YOU DO?

- Do your part to promote a positive workplace. Don't ignore harassment, abusive conduct, or bullying.
- If you see or suspect harassment, come forward without fear. UGI prohibits retaliation against anyone who raises a concern in good faith.



# MAINTAINING A RESPECTFUL WORKPLACE

## ANTI-HARASSMENT continued



**Q:** In the last few weeks, I've been over-hearing sexually suggestive comments from one of my coworkers directed at another person. The comments have made me uncomfortable, but I feel like it is none of my business. The individual who is the target of those remarks would speak up if it bothered them, right?

**A:** Not necessarily. Sometimes individuals fear coming forward to report harassing behavior. You can promote a respectful workplace by having a conversation with them and encouraging them to speak up about the comments. Or you can speak directly to the coworker who is making the comments. If you're uncomfortable with either approach, you can share your concerns directly with your manager, any member of management, your local Human Resources representative, the UGI Compliance Group or the UGI/AmeriGas Integrity Helpline.



**Q:** My manager frequently makes suggestive comments about my appearance and touches me in ways that make me uncomfortable. I've repeatedly asked him to stop, but he doesn't. I've thought about reporting the behavior, but he'll know it was me who said something – what if speaking up affects the good performance ratings I earn or the job assignments he gives me?

**A:** You are entitled to do your work free of intimidating, hostile, or offensive behavior from anyone, including your manager, and we consider this behavior to be harassment. Report the conduct to another member of management, your local Human Resources representative, the UGI Compliance Group or the UGI/AmeriGas Integrity Helpline. UGI does not tolerate retaliation, in any form, against anyone who raises a concern in good faith.



# INTERACTING WITH CUSTOMERS

We are committed to exceeding customer expectations.

## CUSTOMERS ARE AT THE CORE OF OUR BUSINESS

Our customers are the reason we come to work each day. Strive to provide a customer experience that is not only positive, but also safe, reliable, and responsive.

Build trust and deal fairly. Taking unfair advantage of someone by manipulating, concealing, or misrepresenting facts? That's just not how we do business.

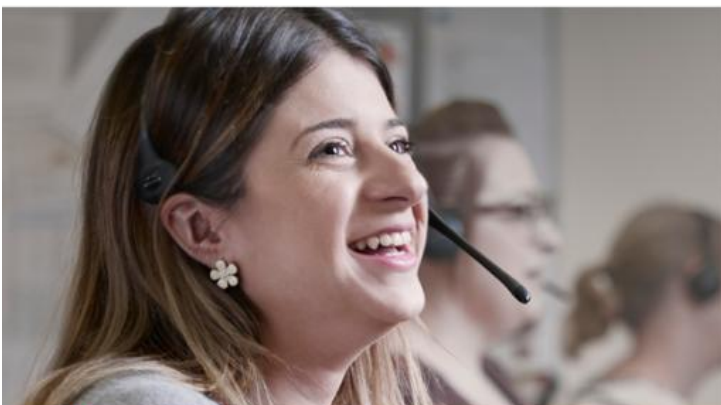
## ADVERTISING AND MARKETING

There are laws and regulations that govern how we advertise and market our products and services, and we comply with them.

Be true and accurate in any advertising, sales, and promotional materials. Make sure that information you provide accurately reflects the quality, features, availability, and price of the services we provide and the products we sell. Use approved branding guidelines. If you have any questions on how to advertise and market responsibly, contact your respective Marketing Department or the Law Department.

## WHAT CAN YOU DO?

- Make every customer interaction a positive experience by:
  - Being professional, polite, and friendly;
  - Following all safety procedures;
  - Providing unparalleled customer service and quality products;
  - Addressing questions, concerns, and needs in a timely manner; and
  - Consulting with your manager if you are unable to adequately answer a customer question.
- **Protect customer data and the data of potential customers.** Don't use it for marketing purposes unless they have provided consent. If someone no longer wants to be contacted by our Company, honor the request.





## INTERACTING WITH THIRD PARTIES

We choose the right third-party partners.

### MUTUAL TRUST AND RESPECT

Positive, productive relationships with third parties do more than help us meet our obligations. They are essential to our growth and success. We value our third-party partners and are committed to dealing fairly and honestly in our interactions with them.

### RESPONSIBLE DECISION-MAKING

In selecting a third-party partner, follow our policies and base decisions on objective criteria, such as quality, price, and service. Be alert to **conflicts of interest** – never let personal relationships and activities interfere with your judgment regarding what's right for the Company.

Agreements with third parties must be in writing and approved by our Law Department or your local external counsel appointed by the Law Department. Make sure that any third party we engage receives a copy of our Code and understands our requirements before you sign a written agreement with them.

### REPUTATIONAL RISK

Remember that UGI's reputation is driven by our own actions, and also by the actions of those with whom we do business. One misstep or poor decision by a third party can have legal consequences for our Company and a negative impact on the reputation that we've worked so hard to earn. This is why selecting the right partners – ones who share our high standards – is critical.



### Examples of third parties include ...

- Suppliers;
- Vendors;
- Contractors;
- Consultants; and
- Agents.



### WHAT CAN YOU DO?

- Make sure that third parties are meeting their obligations under our contracts and that we are meeting ours.
- Protect the **confidential information and intellectual property of our third parties** in the same way we protect UGI's.
- If you see or suspect behavior that violates our Code, our policies, or the law, report it immediately.

## INTERACTING WITH THE GOVERNMENT

We value an open and transparent relationship  
with the government and regulatory officials.

### INQUIRIES, AUDITS, AND INVESTIGATIONS

We may receive requests for interviews or information in connection with an audit or investigation. If you are contacted by a government official, immediately contact the Law Department for assistance. And if you are responsible for providing the Law Department with information to respond on behalf of UGI, cooperate fully and be truthful, accurate, and complete.

### DAWN RAID PROTOCOL

The Dawn Raid protocol is a set of instructions that are intended to guide your actions in the event of an unannounced inspection of our facilities by a competition authority (i.e., the European Commission or the National Competition Authority). If you are approached as part of a Dawn Raid, stay calm and do your part to help the inspection proceed smoothly while preserving the rights and interests of the Company. If you have any questions about your role and responsibilities, consult the Law Department.

### WHAT CAN YOU DO?

- If you are contacted by a government official, contact the Law Department or your local external counsel immediately.
- Uphold our high standards – never interfere with or improperly influence an audit or investigation.
- Take all investigations seriously, along with any request to search a Company facility. You must not obstruct an investigation (even an unannounced investigation or inspection), but you may ask for a valid search warrant or subpoena. When in doubt, contact the Law Department immediately.







# WE CONDUCT BUSINESS RESPONSIBLY

COMPETING FAIRLY

PREVENTING BRIBERY AND CORRUPTION

CONTRACTING WITH THE GOVERNMENT

AVOIDING INSIDER TRADING

BEING ALERT FOR MONEY LAUNDERING

CONDUCTING BUSINESS BEYOND BORDERS

## COMPETING FAIRLY

We believe in a free and open marketplace and in protecting consumers from anti-competitive conduct.

### ANTITRUST AND FAIR COMPETITION

Most countries have laws designed to keep the global marketplace thriving, and we're committed to complying with them, everywhere we operate. Although these laws can be complex and vary from country to country, it's important to understand how they affect your day-to-day work and avoid conduct that might suggest impropriety.

**Antitrust and competition laws also help to keep any one company from unlawfully monopolizing an industry.**








#### What is ... Tying?

It is an anti-competitive practice of selling a product or service as a requirement for purchasing another product or service, which results in restricting competition and provides no benefit for the customer.

### WHAT TO AVOID

Always compete lawfully and avoid any agreements (either formal or informal) with competitors that could limit free and open competition.

Laws in this subject area are complex; when in doubt, contact the Law Department for guidance. Examples of anti-competitive behavior may include agreements with another party to:

-  Raise, set, hold, not discount, or take any other action regarding pricing
-  Divide customer, geographic, or market segments
-  Restrict production, sales, or output
-  Boycott or refuse to deal with a particular competitor, supplier, or customer
-  Prevent another company from entering the market
-  Interfere with, influence, or rig the competitive bidding process
-  Share employee salary or benefit information with each other or agree not to hire each other's employees (without a lawful business purpose)

It's also important to take care in what you say about our competitors. Never make false claims about their products and services.



## COMPETING FAIRLY continued

### WHAT CAN YOU DO?

- Compete fairly, vigorously, and lawfully. Always be honest about who you are and who you work for.
- Be careful in any interaction with an actual or potential competitor, including at conferences and trade shows. Don't discuss pricing, costs, customers, terms of sale, or marketing strategies with competitors. If a competitor raises one of these topics, stop the conversation immediately, inform the competitor that you cannot discuss these topics, and report the incident to the Law Department.
- Gather information about our competitors through public sources, such as news stories and trade journal articles, never through deception, misrepresentation, theft, or any other unethical means.
- Be aware: The penalties for violations of antitrust and competition laws can be severe for both you and UGI, including criminal penalties and jail sentences. If you're ever unclear about your responsibilities, seek help from the Law Department.

### EVERYDAY INTEGRITY

**Q:** May I pretend to be a customer to get pricing information from our competitors?

**A:** No. Obtaining information about a competitor by misrepresenting your identity or by inducing an employee of the competitor or a third party to divulge confidential (nonpublic) information is against our policy. Gathering information about our competitors is a legitimate business activity when done lawfully and ethically. We certainly do not search through our competitors' trash or allow others to do so for us. However, it would be acceptable to review industry analyst reports, non-confidential customer or supplier intelligence or other public information about our competitors.

# PREVENTING BRIBERY AND CORRUPTION

We conduct business with integrity – we don't offer bribes, accept bribes, or ask someone to bribe for us.

## ZERO TOLERANCE

Bribery and corruption can harm our customers, harm our communities, and harm the global marketplace, so we strictly comply with laws designed to prevent it, everywhere we operate. Do not offer, give, promise, or accept anything of value – either directly or indirectly – in order to get business, keep business, or gain an unfair advantage.

## DEFINING A BRIBE

A bribe can be something other than cash, including:



Gifts that are excessive or lavish



Charitable or political contributions



Job offers



Stocks or investments



Loans or favors

In general, anything of value that is offered to influence a decision could be considered a bribe. So, regardless of local practice or the practices of other companies, make sure you avoid even the appearance of improper activity.

## GOVERNMENT OFFICIALS

Bribery laws vary from country to country, and some countries impose more severe penalties for bribing government officials, but our policy is simple: Don't bribe anyone, at any level, at any organization. Never use your governmental contacts or any connections with persons in authority to obtain undue favors or preferential treatment in return for payment – this is known as influence peddling and violates our policies and the law.



## What is ... a Facilitating Payment?

A small payment, sometimes referred to as a “grease” payment made to low-level, government officials to speed up routine government actions such as:

- Processing permits, licenses, visas, and work orders;
- Obtaining customs clearance;
- Providing phone service, power, and water supply; and
- Loading and unloading cargo.

Although they may be legal in some countries, facilitating payments are prohibited by UGI.



## PREVENTING BRIBERY AND CORRUPTION continued

### WHAT CAN YOU DO?

- Choose third parties wisely. We may be responsible for the actions of third parties doing business on our behalf, so set clear expectations and actively monitor the work of those who do business with us. Never direct a third party to do something that you're not legally permitted to do yourself.
- Be able to recognize a bribe when you see one. Before you offer or accept anything of value, check our policies and ask for guidance if you're not sure of what to do.
- If an offer is permitted by our policies, be accurate and complete in recording payments and expenses in our books and records.

### EVERYDAY INTEGRITY

**Q:** My team wants to give a local police officer a gift as a token of thanks. This would be for regularly patrolling while we do service inspections. Is this appropriate?

**A:** No. You should not give the police officer a gift on behalf of the Company. This could be viewed as a bribe for favored treatment.

**Q:** My manager has asked me to submit a payment to a government official. This is to help facilitate the process of getting permits and licensing for our Company to do business in another country. May I provide this payment?

**A:** In some countries, these types of payments are allowed by law, but they are prohibited by UGI. Contact the Law Department for guidance on how to proceed.



## CONTRACTING WITH THE GOVERNMENT

We work to be a responsible partner  
and meet our contractual obligations.

### OUR COMMITMENT

Contracting with the government is complex and heavily regulated to ensure that public policy objectives are met and taxpayers receive the best value for goods and services. We understand that, and we understand the responsibility we have to comply with the terms of our contracts and the laws, including regulations.

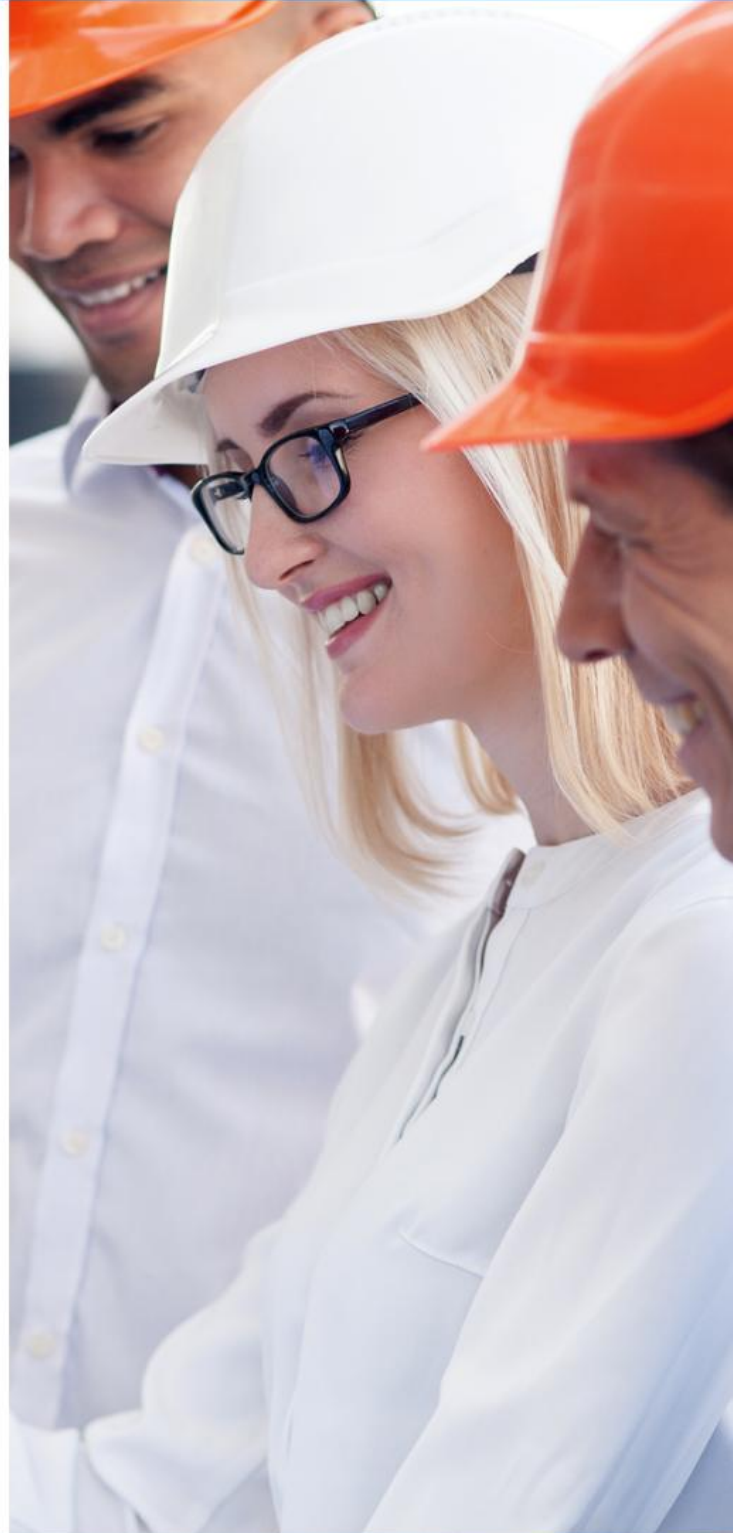
### PROCUREMENT INTEGRITY

If UGI is bidding on or preparing a proposal for a government contract, follow the applicable rules (for example, any request for proposal guidelines, as applicable). Compete fairly and ethically and abide by both the letter and the spirit of laws designed to promote full and open competition.

**Transparency, accountability,  
and openness are the key  
to not only winning, but also  
retaining, our government  
business.**

### GIFTS AND BUSINESS COURTESIES

The laws governing what we can give to our government partners are very strict. Don't give anything of value, including gifts, entertainment, or a meal to a government official without receiving approval in advance from the Law Department. "Anything of value" means anything – even low-priced promotional items can pose a problem.





## CONTRACTING WITH THE GOVERNMENT continued



### Be alert for ...

**Bribery** – this can take the form of requests from a government official, for example, that you get them a job at UGI, make a political contribution, or use a particular vendor in exchange for a contract;

**Conflicts of interest** – if you have a personal relationship with an employee of a government agency, you must disclose it; and

**Anti-competitive conduct** – discussing prices or agreeing with a competitor or official on who will win (a practice known as “bid rigging”) is both unfair and illegal.



### WHAT CAN YOU DO?

- If your job involves contracting with the government or participating in government audits or investigations, work to be a good, responsible partner.
- Protect any government property or classified information – if you have a security clearance, remember that a special obligation has been placed on you.



# AVOIDING INSIDER TRADING

We don't trade – or tip others so they may trade – on material, nonpublic (“inside”) information.

## WHAT IS INSIDER TRADING?

As an employee of UGI, you may be exposed to information about our Company – or companies with which we do business – that is not available to the public and would be considered “material” in terms of influencing an investor to buy, sell, or hold stock or other securities in that company. Trading based on that information is called “insider trading,” and it's illegal.

Passing along a “tip” to someone else that they then use to trade is also a form of insider trading.

## DON'T TRADE, DON'T TIP.

Know the kinds of information considered “inside information” and follow our policies to make sure the information is protected from illegal use or disclosure.



## Examples of inside information include nonpublic information about ...

- Our finances, including earnings and revenues;
- Sales volumes, margins, and forecasts;
- Potential mergers, acquisitions, or joint ventures;
- New products or services;
- Changes in executive leadership;
- The gain or loss of customers or suppliers; and
- Potential legislation that would impact our business.



## WHAT CAN YOU DO?

- Don't take chances. If you're not sure if information is inside information, treat it as though it is and seek help from the Law Department before trading on it or tipping others to trade.
- Be aware that you're prohibited from trading on inside information even if you leave UGI.



## AVOIDING INSIDER TRADING continued



**Q:** One of our suppliers with whom I work is a publicly traded company. I'd like to buy some of their stock because I think it is a good value. However, because of my business interactions with them, I've learned that their Board of Directors just approved a large project to expand their operations. That information makes me even more eager to buy ... but I haven't seen anything about it in the news. Can I purchase this stock?

**A:** No, you may not purchase their stock. The information you received is considered "material, nonpublic information" (i.e., information that is important to the investing public, but is not yet publicly known). Until that information is publicly announced by the supplier, it is illegal for you to buy that company's stock and any such purchase would be considered to be "insider trading." Also remember that it is illegal for you to share this sensitive information with anyone else.



## BEING ALERT FOR MONEY LAUNDERING

We know our customers and raise concerns when we suspect illegal activity.

### WHAT IS MONEY LAUNDERING?

Money laundering is a process where funds generated through criminal activity – such as terrorism, drug dealing, human trafficking, and fraud – are moved through legitimate businesses in order to hide their criminal origin. We comply with anti-money laundering and anti-terrorism laws in the countries where we operate.



#### Examples of money laundering red flags include ...

- Large cash payments;
- Unusual fund transfers to or from foreign countries; and
- A customer or supplier who provides incomplete information or avoids recordkeeping requirements.

### RED FLAGS

Know the warning signs of money laundering and monitor transactions and activities in your work that may be more susceptible to acts of money laundering.



#### WHAT CAN YOU DO?

- Take the time to know our business partners and their reputation for lawful business practices.
- Take the time to know our customers and their use of our products and services. Familiarity with customer habits and practices can make it easier to spot something irregular or suspicious.
- Report any unusual activity to your manager or the Law Department.



## CONDUCTING BUSINESS BEYOND BORDERS

We serve customers, engage with business partners, and comply with trade laws all over the world.

### IMPORTS AND EXPORTS

We comply with all applicable laws, regulations, and restrictions in the import or export of our products, services, information, or technology in every geographical location where we operate. You are responsible for understanding and following the laws in the country (or countries) where you work as well as any additional laws that may pertain to your import and export operations.

We also expect those in our supply chain to know and understand the requirements that apply to their products, services, and technologies.

**Be aware that the laws of more than one country may apply in cross-border transactions.**

### WHAT CAN YOU DO?

- Make sure that anything we import or export is properly classified in advance based on the country of origin, the destination, the end use, and the end user. Also make sure that all required documentation (including labeling, licensing, permits, and approvals) is completed.
- If you receive a request to comply with a boycott (or requests to supply boycott-related information), contact the Law Department.

### ECONOMIC SANCTIONS AND EMBARGOES

As a U.S.-based company, we don't conduct business with countries, companies, or individuals that are subject to United States or other applicable trade embargoes or economic sanctions, and we don't participate in boycotts where doing so would violate applicable U.S. law.





## WE PRESERVE OUR REPUTATION

MAINTAINING FINANCIAL INTEGRITY

PROTECTING:  
PHYSICAL AND ELECTRONIC ASSETS  
CONFIDENTIAL INFORMATION

AVOIDING CONFLICTS OF INTEREST

KNOWING THE RULES ABOUT  
GIFTS AND ENTERTAINMENT

COMMUNICATING ABOUT UGI



# MAINTAINING FINANCIAL INTEGRITY

Accurate and complete “records” help UGI make important business decisions.

## A SHARED RESPONSIBILITY

Accuracy in recordkeeping is not just for our accountants and auditors, but for all of us.

Every business action we take – the timesheets we complete, the expense reports we submit, the sales orders we process, and the deliveries we accept – involves some aspect of reporting or recording. Make sure that what you report reflects the true nature of the transaction. Follow our internal controls, be accurate and complete, and provide supporting documentation when required.



**“Good business records drive good business decisions – good business decisions inspire trust.”**

**Ted J. Jastrzebski**  
Chief Financial Officer  
UGI Corporation

business unit’s policies as they relate to proper records management.

There may be occasions when UGI needs to hold data for legal, audit, or investigative reasons.

If you receive a “legal hold” notification from the Law Department, do not destroy or dispose of information that might be needed – even if it is within the disposal period of your business unit’s record retention and disposition policy. Follow the directions outlined in the notification and keep the requested data intact and secure.

## FINANCIAL REPORTING

As a publicly traded company, we have obligations to both current and prospective investors. If you are responsible for disclosing information to regulatory authorities, comply with applicable financial reporting requirements and make sure the information you provide is complete, accurate, and timely.

We cooperate with requests for information from government and regulatory agencies. If you are contacted directly by a government agency, notify the Law Department for information on how you should respond, and if you are asked by UGI to participate in a government audit or investigation, cooperate fully. For more information, see the [Interacting With the Government](#) section.



### Be alert for ...

- Misrepresenting or omitting information;
- Stealing, embezzling, or misusing funds;
- False entries or improper payments;
- Undisclosed or off-the-record accounts; and
- Fraud.

## MAINTAINING FINANCIAL INTEGRITY continued

### WHAT CAN YOU DO?

- Always provide data that is complete, accurate, and timely.
- Never misrepresent facts or allow your judgment to be compromised.
- Remember, no one has the authority to force you to do something illegal. Do not alter, compromise, or circumvent our systems or controls, even if your manager, or someone with more seniority, asks you to do so.
- If you have questions or concerns about the Company's records or public disclosures, raise them.

### EVERYDAY INTEGRITY

**Q:** At quarter-end, my manager asked me to record some additional expenses, even though we haven't received the invoices from the supplier, and the work has not yet started. I'm sure the work will be completed in the next quarter, so I did as I was asked. Now I wonder if I did the right thing.

**A:** No, you didn't. Costs should be recorded in the period in which they are incurred. Misrepresenting the facts in this way distorted the true chain of events and, depending on the circumstances, could amount to fraud. Report the incident to any member of management, the UGI Compliance Group or the UGI/AmeriGas Integrity Helpline.





# PROTECTING PHYSICAL AND ELECTRONIC ASSETS

Safeguarding Company assets helps us do our jobs, serve our customers, and build an even better UGI.

## UGI DEPENDS ON YOU

Every day at work, you use or access Company assets, and you are responsible for their proper care. This means protecting them from loss, theft, abuse, and unauthorized use.



### What are ... Company Assets?

Everything we need to carry out UGI's business, including:



Physical assets, such as the facilities where we work, the Company vehicles we drive, and the equipment, tools, and supplies we use;



Technology assets, such as cell phones, and mobile devices, computer hardware, software, data, networks, and internet access; and



Financial assets, such as cash, Company credit cards, purchasing cards, and inventory.



### WHAT CAN YOU DO?

- Use UGI assets for UGI business only. Never borrow, lend, sell, or give them away unless you're authorized to do so. If you have a Company credit card or purchasing card, you should only use it for business-related charges.
- Be aware that personal use of UGI-issued cell phones and computers is OK as long as your use is limited, occasional, and never interferes with the time, talent, and energy you bring to your job and does not violate our policies. However, you should have no expectation of privacy when using our systems – information you create, share, or download onto UGI systems belongs to UGI, and we reserve the right to monitor your use at any time, to the extent permitted by law.

## PROTECTING PHYSICAL AND ELECTRONIC ASSETS continued



### WHAT CAN YOU DO?

- Observe good security habits. Follow our policies to prevent unauthorized access not only to our buildings and vehicles, but also to our networks and systems. Keep keys, ID cards, access cards, and passwords protected.
- Observe good cybersecurity to avoid phishing, malware, ransomware, and other forms of attack that could put our operations at risk.

### EVERYDAY INTEGRITY

**Q:** I am working on a personal project at my home over the weekend and would like to borrow some Company-owned tools. Would this be allowed?

**A:** No, using Company-owned equipment for personal use is not permitted.

**Q:** I have to run to a quick meeting with my manager. Can I leave my computer unlocked and unattended if it is only for a few minutes?

**A:** No, if you have to walk away from your computer, you may leave it on. However, lock the screen to prevent unauthorized access to your files.



# PROTECTING CONFIDENTIAL INFORMATION

Information drives everything we do – that's why each of us has a responsibility to collect it, use it, and handle it responsibly.

## INFORMATION ABOUT PEOPLE

Protecting the personal information of our coworkers, customers, and third parties is another way for us to do the right thing. It is yet another way we show respect for those who rely on us.

As a company, UGI abides by all applicable data privacy laws and regulations and is committed to handling information the right way. As an employee, you are responsible for protecting the privacy of the individuals who have provided you with their personal information, as well as helping reduce the risk of a data loss or breach, by following your business unit policies as they relate to:



Collecting personal information



Classifying personal information



Using and sharing personal information



Storing and disposing of personal information



## What is ... Personal Information?

The definition can vary greatly, depending on your location, but generally includes any data that could – directly or indirectly – identify someone, such as a person's:

- Name;
- Address;
- Email;
- Phone number;
- Bank or credit card information;
- Identification number;
- Birth date;
- Benefits, pay, or performance information; or
- IP address, geolocation, account passwords, biometric information, and household information.

## PROTECTING CONFIDENTIAL INFORMATION continued

### INFORMATION ABOUT UGI

Depending on your job, you may have access to confidential Company information, including customer data, business and marketing plans, pricing policies and practices, nonpublic financial information, budgets and forecasts, acquisition and strategic plans, and operating policies and practices.

When you protect this information, as well as UGI's intellectual property, you help us to be successful and maintain a leadership position in the marketplace. Discoveries, inventions, concepts, written materials, and trade secrets that are created using Company time, resources, or materials are also the property of UGI.

### INFORMATION ABOUT THIRD PARTIES

What about information that's not ours? We have a responsibility to respect the confidential business information and intellectual property of our customers, vendors, partners, and other third parties, too.

If you have access to their information, handle it with the same level of care you apply to UGI's information and intellectual property. Honor all confidentiality and nondisclosure agreements, and do your part to protect the privacy of third parties and their information from loss or unauthorized disclosure.



### What is ... Intellectual Property?

Inventions, discoveries, or written materials that are unique to UGI and make us who we are, including:

- Trade secrets;
- Copyrights;
- Trademarks;
- Designs;
- Logos; and
- Other Company-specific proprietary information.





## PROTECTING CONFIDENTIAL INFORMATION continued

### WHAT CAN YOU DO?

- Respect the privacy of all individuals and be committed to taking appropriate measures to protect personal information against unauthorized access.
- Collect confidential and personal information by lawful and fair means and, use, process, and keep it only for legitimate business purposes. Access only the information you need to complete your work, and retain it (or dispose of it) in accordance with your business unit's data retention and destruction procedures.
- Share confidential information only on a need-to-know basis, limiting access to those – inside or outside of UGI – who require the information to do their jobs. Make sure there is a confidentiality or nondisclosure agreement in place before you share information with anyone outside of UGI.

### WHAT CAN YOU DO?

- Immediately report all suspected data breaches or the theft or loss of personal and/or confidential information (or devices with personal and/or confidential information on them) to your manager and the IT Department.
- If you should leave UGI, return all proprietary information in your possession and do not share our confidential information with your new employer. Remember, your obligation to protect our confidential information is forever.
- In the event confidential and personal information is eligible for destruction, follow applicable procedures for disposal of this information, complying with any legal requirements associated with the type of information (paper or electronic).

If you have any questions relating to data privacy, please contact UGI's Data Protection Officer (DPO) at [Privacy@ugicorp.com](mailto:Privacy@ugicorp.com).

## PROTECTING CONFIDENTIAL INFORMATION continued



**Q:** I believe that I may have clicked on an external link asking for my professional login and password. What should I do?

**A:** Immediately contact your respective IT Department and make them aware of the issue. You may also contact the Integrity Helpline.

**Q:** I keep many paper files that have customer information on them. Is it OK for me to leave these papers in my Company vehicle?

**A:** Take responsible precautions to protect this information. If you must carry paper files that have confidential data, store the papers in a place not visible from outside the vehicle and lock all vehicle doors.

**Q:** A coworker accidentally sent me an email containing personal information about some of our customers. I am not authorized to have the information she sent. What should I do?

**A:** You should report the issue right away, and in the meantime, do not read the information or distribute it further. Sending our customers' personal information to someone not authorized to have it could cause harm to those customers and to UGI's reputation.



**Q:** My Company-issued cell phone was stolen. What should I do?

**A:** Immediately report any lost or stolen equipment or printed materials that contain confidential Company information or the personal information of coworkers, customers, or third parties to your respective IT Department.

**Q:** I mistakenly sent a file containing a customer's personal data to another customer. What should I do?

**A:** Immediately contact your manager and the IT Department to report the incident. Resolving incidents that result in the loss, disappearance, or misuse of personal information as soon as possible helps to reduce the possible impact to the individual(s) concerned, as well as UGI.



# AVOIDING CONFLICTS OF INTEREST

We act in the best interest of UGI and avoid the kinds of situations where conflicts of interest may happen.

## WHAT'S A CONFLICT OF INTEREST?

A conflict of interest occurs when your personal interests interfere – or may be perceived by others to interfere – with the decisions you make as an employee of UGI. Conflicts of interest can have a harmful effect on the trust people place in you and in our Company, so it's important to recognize a conflict when you see one.



Although it's not possible to list every conflict of interest scenario, there are certain situations where they frequently happen. Being alert to these types of situations can help you to avoid them:



**Using UGI's assets or your position** for personal gain



**Taking for yourself a business deal or opportunity** that you discover through your work at UGI



**Accepting a second job** that conflicts with the job you do at UGI



**Leveraging your position at UGI** to hire, promote, or supervise family or close friends



**Making a large financial investment** in major UGI suppliers, contractors, or customers



**Working for a competitor** or a company that does (or wants to do) business with UGI



**Accepting a role as a board or committee member** that interferes with your obligations to UGI



**Offering or accepting gifts, meals or entertainment** that could be perceived as frequent, excessive or lavish and create a quid pro quo expectation for UGI

## AVOIDING CONFLICTS OF INTEREST continued

### DISCLOSING A CONFLICT

If you suspect you may have a conflict, disclose the situation to the UGI Compliance Group or the Law Department. Many conflicts can be avoided or managed if they are disclosed promptly.

### WHAT CAN YOU DO?

- Take the time to review our conflicts of interest policy, and be aware that our policy, depending upon the situation, may extend to the activities of your close personal friends and family members, too.
- If you're still not sure if a situation could pose a conflict of interest ask yourself:
  - Could this affect my ability to make an objective decision on behalf of UGI?
  - Would my actions make others – inside or outside of UGI – question my motives or my loyalty to UGI?
- If the right course of action is still not clear, discuss the situation with the UGI Compliance Group or the Law Department.



**Q:** My wife applied for a job at one of UGI's business units. She is very qualified for the position. Can I tell the hiring manager about her credentials?

**A:** Yes, you may recommend a family member or close friend for a position – UGI always appreciates the referral of highly qualified individuals – but you may not be involved in the hiring process or supervise a family member. You must also ensure that your wife discloses her relationship with you when applying for the position.

**Q:** My employee owns a side business that performs a variety of services (including office cleaning, lawn mowing, and snow removal). Am I allowed to have this employee also work as a contractor for our location?

**A:** You should seek guidance from your respective Human Resources Department, the Law Department or the UGI Compliance Group regarding this situation, as decisions are made on a case-by-case basis.



## AVOIDING CONFLICTS OF INTEREST continued



**Q:** I am considering an outside business venture, selling nutritional supplements. Can I use Company bulletin boards or email to advertise my products to coworkers?

**A:** No. You may not promote your products or services during Company hours or on Company property, and you may not use UGI's facilities, resources, or name to support your personal business activity.

**Q:** My manager and I have a great relationship – we work well together and share a lot of the same interests. Would it be against Company policy to ask him out on a date?

**A:** Yes. Dating your manager could pose a conflict of interest or at least give the appearance of one since decisions he makes (about the kinds of assignments or working conditions or promotions you're given) could be viewed by others as preferential or unfair treatment. If you have questions about a potential conflict of interest, seek guidance from the UGI Compliance Group or from Human Resources. See the [Maintaining a Respectful Workplace: Anti-harassment](#) section for more information.



**Q:** My brothers and I own a business and we are planning to bid on a project for UGI. What should I do?

**A:** You should seek guidance from your manager or the UGI Compliance Group regarding required disclosures before you or your brothers submit a bid on the project.





## KNOWING THE RULES ABOUT GIFTS AND ENTERTAINMENT

We have rules in place that govern gifts and entertainment to avoid even the perception of anything improper.

### BUSINESS COURTESY OR BRIBE?

An inexpensive thank-you gift, an informal dinner after a meeting, an offer to attend a local sports event – these are normal and customary ways to build and maintain business relationships. But when a gift or offer goes too far or is offered too frequently, it can create a conflict of interest. That's why UGI has guidelines in place to help you determine what is appropriate ... and what isn't.

By following these guidelines and asking questions anytime you are unsure, you maintain your objectivity and foster good, ethical business relationships.

### DECLINING A GIFT OR OFFER

If you are offered a gift that doesn't conform to our guidelines, respectfully and politely return the gift and explain UGI's policy.

If you are concerned that declining the gift would be seen as disrespectful (due to cultural reasons, for example), accept the gift on behalf of the Company and contact your manager and the UGI Compliance Group so that we can determine its proper disposition. Often, these gifts may be donated to a charity on behalf of the Company.



#### What is ... a Gift?

Typically a tangible item, such as:

- A modestly priced bottle of wine;
- A box of candy;
- A bouquet of flowers; or
- A promotional t-shirt.



#### What is ... Entertainment?

Typically, an event during which a business discussion takes place, such as:

- A meal at a restaurant;
- A sporting event; or
- A cultural event.

**A gift or offer of entertainment that places you under some obligation or influences your decision-making is always inappropriate.**

## KNOWING THE RULES ABOUT GIFTS AND ENTERTAINMENT continued

### WHAT CAN YOU DO?

- Make sure you know what's acceptable.
  - Gifts must be lawful, nominal in value, and aligned with our standards and policies; and
  - Entertainment must be non-lavish, reasonable, and infrequent. Both the business partner and the UGI employee responsible for the business relationship must attend the event together (you may not pass off tickets to an employee who has no direct affiliation with the business partner or attend the event without the business partner).
- Make sure you know what's **not** acceptable.
  - Gifts are never acceptable if they are:
    - » Lavish or frequent;
    - » Cash or cash equivalents (e.g., gift cards);
    - » Legally prohibited; or
    - » A quid pro quo (i.e., you give me this, and I will give you that) offer.

### WHAT CAN YOU DO?

- Entertainment is not acceptable if it is:
  - » A specialty ticket to a sporting event like the Super Bowl or World Cup;
  - » An “adult” form of entertainment (e.g., strip clubs); or
  - » A quid pro quo offer.
- The rules for what you may give to a government official are extremely strict – do not offer or provide anything of value (either directly or indirectly) to a government official without obtaining approval in advance from the UGI Compliance Group or the Law Department (see the [Preventing Bribery and Corruption](#) and [Contracting With the Government](#) sections of the Code for more information).





## KNOWING THE RULES ABOUT GIFTS AND ENTERTAINMENT continued



**Q:** An employee I supervise wished to congratulate me on a promotion. She gave me a \$200 gift card. Is this an acceptable gift to accept from my direct report?

**A:** No, you should not accept this gift. First, gift cards are considered cash equivalents and are not permitted by our guidelines. Second, the amount of \$200 is considered lavish. And finally, the fact that it was given after a promotion may lead others to view this as a bribe.

**Q:** A supplier invited me to a local sporting event and provided me with a free ticket. May I attend the game?

**A:** Yes, provided that the supplier will be joining you for the game and the other facts surrounding this invitation, such as the frequency of such tickets being provided to you, do not create the appearance of a conflict of interest or improper influence. Also, please note the importance of it being a regular season game (as opposed to the World Series or World Cup).



**Q:** I was invited to an industry conference sponsored and paid for by one of our suppliers. It will be held at a resort and the supplier will pay all expenses including travel and lodging. The purpose of the conference is to demonstrate the supplier's new line of software. May I attend this conference?

**A:** If there is a business purpose and a benefit to our Company, attendance may be permitted; however, our Company should pay all expenses. You must avoid the appearance of any conflict of interest and never put yourself in a position of being obligated to any certain vendor. Check with your manager or with the UGI Compliance Group for guidance.





## COMMUNICATING ABOUT UGI

We rely on Company spokespersons to provide information about UGI to ensure consistency and accuracy.

### OUTSIDE INQUIRIES

As a publicly traded company, UGI's public statements must be carefully managed to ensure accuracy and compliance with legal requirements. Unless you are a designated spokesperson, don't speak on behalf of UGI or give the impression that your views represent those of the Company.

If you are contacted by the media, investors, or market analysts and asked to discuss Company business, advise the individual that you're not authorized to respond and refer them to the proper resource.

For questions from external parties, contact the UGI Investor Relations team at [Investors@ugicorp.com](mailto:Investors@ugicorp.com).



## COMMUNICATING ABOUT UGI continued

### SOCIAL MEDIA

Social media offers a valuable platform for sharing information and maintaining personal and business relationships. But use good judgment. Remember, you are responsible for what you post – make sure your use doesn't violate our Code, our policies, or the law, and make it clear that any opinions you express about our Company are your own, not those of UGI.

If you see posts on social media that you believe are inaccurate or unfairly represent UGI, don't attempt to correct the misinformation, but instead contact your respective Communications Department so they may address it.



### WHAT CAN YOU DO?

- Don't speak on behalf of UGI unless you're authorized to do so – refer all inquiries to the appropriate resource.
- Take care in your social media use to:
  - Never disclose proprietary or confidential business information about UGI, our customers, or our business partners;
  - Avoid posting anything that could be discriminatory or constitute harassment; and
  - Think before you hit "send" – remember that what you post online reflects on you personally and, possibly, as an employee and that online communications live forever.





## WE SUPPORT THE COMMUNITY

PROTECTING THE ENVIRONMENT

HONORING HUMAN RIGHTS

VOLUNTEERING AND  
CONTRIBUTING RESPONSIBLY

## PROTECTING THE ENVIRONMENT

We sustain and protect the environment where we live and work.

### A GOOD STEWARD

Our Value of Responsibility speaks to the commitment UGI makes to promoting sustainability and the responsible use of the Earth's natural resources. We comply with all applicable environmental laws and regulations in the locations where we operate. But we look for opportunities beyond what's legally mandated to be environmentally responsible in the operation of our facilities, to invest in alternative energy sources, to provide consumers with energy-saving tips, and to forge partnerships with others on environmentally friendly projects.

### WHAT CAN YOU DO?

- Follow all safety rules for handling, transporting, and disposing of hazardous waste.
- Promptly report any environmental concerns, including leaks, spills, dumping, or discharging.
- Reduce your environmental footprint – practice recycling where available and reduce your personal consumption of water, energy, and other resources.





## HONORING HUMAN RIGHTS

We are committed to treating all people with respect and dignity.

### STAY ALERT

We conduct our business in a manner that respects the human rights and dignity of all, and we support international efforts to promote and protect human rights, including an absolute opposition to slavery and human trafficking, child labor, and forced labor.

We never knowingly do business with any individual or company that violates employment laws or engages in human rights abuses. We also expect our suppliers to source responsibly, monitor their suppliers and, where needed, require corrective action.

### WHAT CAN YOU DO?

- Report any suspicion or evidence of human rights abuses in our operations or in the operations of our suppliers.
- Remember that respect for human dignity begins with our daily interactions with one another and with our suppliers and customers. It includes promoting diversity, making reasonable accommodations for disabilities, and doing our part to protect the rights and dignity of everyone with whom we do business.





## VOLUNTEERING AND CONTRIBUTING RESPONSIBLY

We are making a positive impact on communities around the corner and across the globe.

### CHARITABLE ACTIVITIES

We celebrate employees who are making a positive difference in the communities where they live, work, and play.

We encourage your personal involvement in charitable organizations and causes. Just make sure that your activities are undertaken without pressuring coworkers or business partners to support them and that your participation is in accordance with any local policies.

UGI sponsors many initiatives designed to support communities, too. You are invited (but not required) to dedicate time and talents to advancing education, community development, disaster response, and the environment.

When UGI sponsors an event or makes a contribution, it must be done under appropriate local approval. If you have any questions or concerns, please contact the Law Department.

### POLITICAL ACTIVITIES

UGI encourages you to exercise your civic duty.

Personal political activities should be undertaken on your own time, using your own funds and resources. Make it clear that your views and actions don't reflect those of UGI, and don't solicit support – for political candidates, parties, or committee organizations – from others you work with. If you plan to seek or accept a public office, notify your manager in advance. You will need to discuss with your manager and the UGI Compliance Group whether your official duties might affect your work for the Company.

UGI's political action committee (UGI/PAC) allows eligible employees to voluntarily donate personal funds to collectively support political candidates who understand issues important to UGI and our industry in the United States. But there are strict rules and reporting requirements associated with these contributions. For more information, contact the Law Department.





## VOLUNTEERING AND CONTRIBUTING RESPONSIBLY continued

### WHAT CAN YOU DO?

- Take care to not let your personal interests interfere with your professional interests. Avoid **conflicts of interest**. Your charitable and/or political activities should never adversely impact the time or energy you bring to your job at UGI.
- Seek approval from your manager when volunteering or participating in charity events during working hours.
- Be aware that neither UGI (nor the PAC) will reimburse you for any personal charitable or political contributions you make.
- Obtain permission from the Law Department before engaging in lobbying.

### EVERYDAY INTEGRITY

**Q:** May I use the office printer to create flyers for a political event? I am hosting it at my local community center.

**A:** No. Although UGI encourages your involvement with candidates and causes that are important to you, you may not use Company resources to advance your personal interests, unless you have received approval in advance from Company management to do so.



## CLOSING THOUGHTS

Thank you for reading our Code and making a commitment to doing the right thing.

Working together, we'll maintain the reputation we've earned for exceeding the expectations of our customers, being a great place to build a career for our employees, and returning value to our communities and investors.

Remember, our success is not only a function of the energy products and services we deliver. It is also a function of the everyday ways in which we deliver them – it is *how* we do what we do. That is what makes us a great company.

As you go about your daily responsibilities as a UGI employee, use the Code as a resource for answers to questions, access to people who can help you, and resources for speaking up about misconduct.

I look to each and every member of the UGI family – through lawful and ethical conduct – to build upon the Company's legacy and to lay the groundwork for serving future generations of customers.



**Monica M. Gaudiosi**

Chief Compliance Officer  
UGI Corporation

[gaudiosim@ugicorp.com](mailto:gaudiosim@ugicorp.com)





## HELPFUL RESOURCES

Need help? Talk to your manager, any member of management, or your local Human Resources representative. Contact information for other key resources is listed below.

### CONTACT

### CONTACT INFORMATION

Corporate Human Resources

[HumanResources@ugicorp.com](mailto:HumanResources@ugicorp.com)

Corporate Internal Audit Department

[InternalAudit@ugicorp.com](mailto:InternalAudit@ugicorp.com)

Corporate Investor Relations

[Investors@ugicorp.com](mailto:Investors@ugicorp.com)

Corporate Law Department

[LawDepartment@ugicorp.com](mailto:LawDepartment@ugicorp.com)

UGI's Data Protection Officer

[Privacy@ugicorp.com](mailto:Privacy@ugicorp.com)

The UGI Compliance Group

[Compliance@ugicorp.com](mailto:Compliance@ugicorp.com)

The UGI/AmeriGas Integrity Helpline

Share your concern online:

<https://ugiamerigasethicshelpline.tnwreports.com>

Share your concern via phone:

In the United States, call toll-free:

**866-384-4272**

For all other countries, access dialing instructions here:

<https://ugiamerigasethicshelpline.tnwreports.com/Phone>

### WAIVERS

Waivers of or exceptions to the Code require specific prior written approval of the Chief Executive Officer, the Chief Compliance Officer, the Company's Board of Directors or a Board committee prior to undertaking any action or activity that would otherwise be deemed a Code violation. Any waivers granted will be publicly disclosed as required.

Regarding U.S. employees only, nothing in this Code or in any of our policies is intended to limit or interfere with the right to engage in activities protected under Section 7 of the U.S. National Labor Relations Act, such as discussions related to wages, hours, working conditions, health hazards, and safety issues.



THE UGI CODE OF BUSINESS CONDUCT AND ETHICS 2019







## SUBSIDIARIES OF UGI CORPORATION

<u>SUBSIDIARY</u>	<u>OWNERSHIP</u>	<u>STATE OF INCORPORATION</u>
AMERIGAS, INC.	100%	PA
AMERIGAS PROPANE, INC.	100%	PA
AmeriGas Partners, L.P.	(1)	DE
AmeriGas Eagle Finance Corp.	100%	DE
AmeriGas Finance Corp.	100%	DE
AmeriGas Finance LLC	100%	DE
AP Eagle Finance Corp.	100%	DE
AmeriGas Propane GP, LLC	100%	DE
AmeriGas Propane, L.P.	(2)	DE
902 Gilbert Street, LLC	100%	NC
AmeriGas Eagle Holdings, Inc.	100%	DE
Active Propane of Wisconsin, LLC	100%	DE
AmerE Holdings, Inc.	100%	DE
AmeriGas Propane Parts & Service, Inc.	100%	PA
Heritage Energy Resources, LLC	100%	OK
AmeriGas Propane Holdings, Inc.	100%	DE
AmeriGas Technology Group, Inc.	100%	PA
FOUR FLAGS DRILLING COMPANY, INC.	100%	PA
ASHTOLA PRODUCTION COMPANY	100%	PA
UGI ETHANOL DEVELOPMENT CORPORATION	100%	PA
MOUNTAINTOP ENERGY HOLDINGS LLC	100%	DE
MID MOUNTAIN HOLDINGS I LLC	100%	WV
MID MOUNTAIN HOLDINGS II LLC	100%	WV
Mountaineer Gas Holdings Limited Partnership	(3)	DE
Mountaineer Gas Company	100%	WV
NEWBURY HOLDING COMPANY	100%	DE
UGI ENTERPRISES, LLC	100%	PA
EASTFIELD INTERNATIONAL HOLDINGS, INC.	100%	DE
UGI BLACK SEA ENTERPRISES, INC.	100%	PA
UGI CENTRAL GAS CONTROL, LLC	100%	DE
UGI ENERGY SERVICES, LLC	100%	PA
Energy Services Funding Corporation	100%	DE
Homestead Holding Company	100%	DE
UGI Appalachia, LLC	100%	DE
UGI Gibraltar Gathering, LLC	100%	DE
UGI Pennant, LLC	100%	DE
Pennant Midstream, LLC	47.025%	DE
Pennant Field Gathering, LLC	47.025%	DE
Pennant NGL, LLC	47.025%	DE
Pennant Processing, LLC	47.025%	DE

<b><u>SUBSIDIARY</u></b>	<b><u>OWNERSHIP</u></b>	<b><u>STATE OF INCORPORATION</u></b>
Pennant Residue Gathering, LLC	47.025%	DE
Pennant Trunkline Gathering, LLC	47.025%	DE
UGI Pine Run, LLC	100%	DE
Pine Run Gathering, LLC	49%	DE
Pine Run Midstream, LLC	49%	DE
UGI Bethlehem LNG, LLC	100%	DE
UGI Biofuels, LLC	100%	DE
GHI Energy, LLC	100%	TX
New Energy One HoldCo, LLC	73.17%	DE
Twin Falls Bioenergy Partners, LLC	25%	DE
UGI Cayuga, LLC	100%	DE
Cayuga RNG Holdings, LLC	99%	DE
Allen Farms RNG, LLC	100%	DE
EL-VI RNG, LLC	100%	DE
Spruce Haven RNG, LLC	97.8%	DE
UGI Hamilton, LLC	100%	DE
Hamilton RNG Holdings, LLC	90%	DE
Synthica St. Bernard, LLC	100%	DE
UGI Development Company	100%	PA
Hunlock Energy, LLC	100%	DE
UGID Broad Mountain, LLC	100%	DE
UGID Conemaugh, LLC	100%	DE
UGID Holding Company	100%	DE
UGID Solar, LLC	100%	DE
UGI Hunlock Development Company	100%	PA
UGI Gathering, LLC	100%	DE
UGI LNG, Inc.	100%	DE
UGI Marcellus, LLC	100%	DE
UGI Mt. Bethel Pipeline Company, LLC	100%	DE
UGI Peaking, LLC	100%	DE
UGI Carlisle LNG, LLC	100%	DE
UGI Manning LNG, LLC	100%	DE
UGI Propane Air, LLC	100%	DE
UGI Steelton LNG, LLC	100%	DE
UGI PennEast, LLC	100%	DE
PennEast Pipeline Company, LLC	20%	DE
UGI Ponderosa, LLC	100%	DE
UGI Storage Company	100%	PA
UGI Sunbury, LLC	100%	DE
UGI Texas Creek, LLC	100%	DE
UGI Transmission, LLC	100%	DE
UGI HVAC ENTERPRISES, INC.	100%	DE
UGI INTERNATIONAL (ROMANIA), INC.	100%	PA

<b><u>SUBSIDIARY</u></b>	<b><u>OWNERSHIP</u></b>	<b><u>STATE OF INCORPORATION</u></b>
UGI INTERNATIONAL, LLC	100%	PA
UGI Europe, Inc.	100%	DE
UGI Europe (Cyprus) Ltd.	100%	CYPRUS
UGI International Holdings B.V.	100%	NETHERLANDS
DVEP Investerings B.V.	100%	NETHERLANDS
De Vrije Energie Producent B.V.	100%	NETHERLANDS
Qwint B.V.	100%	NETHERLANDS
Flaga GmbH	100%	AUSTRIA
Kosan Gas A/S	100%	DENMARK
Kosan Gas Finland Oy	100%	FINLAND
Kosan Gas Norge A/S	100%	NORWAY
Kosan Gas Sverige AB	100%	SWEDEN
Flaga Suisse GmbH	100%	SWITZERLAND
Zentraleuropa LPG Holding GmbH	100%	AUSTRIA
AmeriGas Polska Sp. z.o.o.	100%	POLAND
Flaga GPL Romania S.r.l.	100%	ROMANIA
Flaga Hungaria Kft.	100%	HUNGARY
Flaga LPG SA	97.88%	ROMANIA
Flaga spol s.r.o.	100%	SLOVAKIA
Flaga s.r.o.	100%	CZECH REPUBLIC
UGI France	100%	FRANCE
Antargaz Belgium N.V.	100%	BELGIUM
Antargaz B.V.	100%	NETHERLANDS
Antargaz Luxembourg S.A.	100%	LUXEMBOURG
EnergySud S.A.	100%	BELGIUM
Gasbottling N.V.	100%	BELGIUM
Antargaz	100%	FRANCE
Antargaz Energies	100%	FRANCE
Cobogal	50%	FRANCE
Geogaz - Lavera	21.57%	FRANCE
Gie Donges	50%	FRANCE
Groupeement Technique Citernes	25%	FRANCE
Norgal	61.06%	FRANCE
Butane Du Havre	37.3%	FRANCE
Redeo Antargaz	100.00%	FRANCE
Rhone Gaz	50.62%	FRANCE
Sobegal	72%	FRANCE
SoGaCYP	50%	FRANCE
SP Queven	50%	FRANCE
Stogaz	100%	FRANCE
UGI Midlands Limited	100%	UNITED KINGDOM
AvantiGas Limited	100%	UNITED KINGDOM
Avanti Renewables Limited	50%	UNITED KINGDOM

<b><u>SUBSIDIARY</u></b>	<b><u>OWNERSHIP</u></b>	<b><u>STATE OF INCORPORATION</u></b>
Lister Gases Limited	100%	UNITED KINGDOM
LPG 4 U Limited	100%	UNITED KINGDOM
LPG Direct Limited	100%	UNITED KINGDOM
Premier LPG Limited	100%	UNITED KINGDOM
AvantiGas On Ltd.	100%	UNITED KINGDOM
UniverGas Italia S.r.l.	100%	ITALY
Alanno Gas S.c.a.r.l.	54%	ITALY
Foligno Gas S.r.l.	51%	ITALY
Montemarcian Gas S.c.a.r.l.	51%	ITALY
UGI Malta Ltd.	100%	MALTA
UGI ROMANIA, INC.	100%	PA
UGI PROPERTIES, INC.	100%	PA
UGI UTILITIES, INC.	100%	PA
OPERATION SHARE ENERGY FUND	100%	PA
UGI CENTRAL PENN PROPANE, LLC	100%	PA
UGI ENERGY VENTURES, INC.	100%	DE
UGI PENN HVAC SERVICES, INC.	100%	PA
UGI PETROLEUM PRODUCTS OF DELAWARE, INC.	100%	DE
UGI STONERIDGE I, LLC	100%	DE
UGI Stoneridge II, LLC	100%	DE
UNITED VALLEY INSURANCE COMPANY	100%	VT

- (1) AmeriGas Propane, Inc. holds a non-economic general partner interest and a 33.85% limited partner interest, and AmeriGas Propane Holdings, Inc. holds a 66.15% limited partner interest.
- (2) AmeriGas Propane GP, LLC holds a 1.0101% general partner interest; AmeriGas Partners, L.P. holds a 98.8899% limited partner interest; and AmeriGas Eagle Holdings, Inc. holds a 0.1% limited partner interest.
- (3) UGI Corporation holds a non-economic general partner interest; Mid Mountain Holdings I LLC holds a 1% limited partner interest; and Mid Mountain Holdings II LLC holds a 99% limited partner interest.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements:

- 1) Registration Statement (Form S-8 No. 333-252734) pertaining to the 2021 Incentive Award Plan of UGI Corporation;
- 2) Registration Statement (Form S-3 No. 333-256180) of UGI Corporation;
- 3) Registration Statement (Form S-8 No. 333-186178) pertaining to the 2013 Omnibus Incentive Compensation Plan of UGI Corporation;
- 4) Registration Statement (Form S-8 No. 333-167099) pertaining to the Savings Plan of UGI HVAC Enterprises, Inc., UGI Utilities, Inc., and AmeriGas Propane, Inc.;
- 5) Registration Statements (Form S-8 No. 333-142010 and Form S-8 No. 333-118147) pertaining to the Amended and Restated 2004 Omnibus Equity Compensation Plan of UGI Corporation;

of our reports dated November 19, 2021 with respect to the consolidated financial statements and schedules of UGI Corporation and the effectiveness of internal control over financial reporting of UGI Corporation included in this Annual Report (Form 10-K) of UGI Corporation for the year ended September 30, 2021.

/s/ Ernst & Young LLP  
Philadelphia, Pennsylvania  
November 19, 2021



## CERTIFICATION

I, Roger Perreault, certify that:

1. I have reviewed this annual report on Form 10-K of UGI Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 19, 2021

/s/ Roger Perreault

Roger Perreault  
President and Chief Executive Officer of  
UGI Corporation

## CERTIFICATION

I, Ted J. Jastrzebski, certify that:

1. I have reviewed this annual report on Form 10-K of UGI Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 19, 2021

/s/ Ted J. Jastrzebski

Ted J. Jastrzebski

Chief Financial Officer of UGI Corporation

**Certification by the Chief Executive Officer and Chief Financial Officer  
Relating to a Periodic Report Containing Financial Statements**

I, Roger Perreault, Chief Executive Officer, and I, Ted J. Jastrzebski, Chief Financial Officer, of UGI Corporation, a Pennsylvania corporation (the “Company”), hereby certify that to our knowledge:

- (1) The Company’s annual report on Form 10-K for the period ended September 30, 2021 (the “Form 10-K”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Company.

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CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

/s/ Roger Perreault

Roger Perreault

/s/ Ted J. Jastrzebski

Ted J. Jastrzebski

Date: November 19, 2021

Date: November 19, 2021