AMERIGAS PARTNERS, L.P.

AND SUBSIDIARIES

QUARTERLY REPORT

for the three months ended December 31, 2021 and 2020

AmeriGas Partners, L.P. ("AmeriGas Partners") is an indirect, wholly owned subsidiary of UGI Corporation ("UGI"), with no class of securities registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As a result, AmeriGas Partners is not subject to the current and periodic reporting requirements of the Exchange Act. This quarterly report is provided to bondholders for informational purposes only pursuant to contractual requirements under certain indentures governing the rights of bondholders, and shall not constitute an offer to sell or the solicitation of an offer to buy any securities. As a result, none of UGI, AmeriGas Partners nor any of their respective affiliates accepts, and each specifically disclaims, any liability under federal securities laws whatsoever in connection with the provision of this quarterly report, including any liability under the Exchange Act or the Securities Act of 1933, as amended.

TABLE OF CONTENTS

GLOSSARY OF TERMS AND ABBREVIATIONS

Terms and abbreviations used in this Quarterly Report are defined below:

AmeriGas Partners, L.P. 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

Energy Services - UGI Energy Services, LLC, an indirect wholly owned subsidiary of UGI

General Partner - AmeriGas Propane, Inc., an indirect wholly owned subsidiary of UGI and the general partner of AmeriGas Partners

Partnership - AmeriGas Partners, AmeriGas OLP and all of their subsidiaries collectively

UGI - UGI Corporation

UGI Europe - UGI Europe, Inc., an indirect wholly owned subsidiary of UGI

Other Terms and Abbreviations

2020 three-month period - Three months ended December 31, 2020

2021 Annual Report - AmeriGas Partners' Annual Report for the fiscal year ended September 30, 2021

2021 three-month period - Three months ended December 31, 2021

ASC - Accounting Standards Codification

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

ASU - Accounting Standards Update

CDC - Centers for Disease Control and Prevention

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

FDIC - Federal Deposit Insurance Corporation

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

GAAP - U.S. generally accepted accounting principles

MGP - Manufactured gas plant

NOAA - National Oceanic and Atmospheric Administration

NPNS - Normal purchase and normal sale

NYDEC - New York State Department of Environmental Conservation

PRP - Potentially responsible party

ROD - Record of Decision

Table of Contents

WHO - World Health Organization

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

FINANCIAL INFORMATION

CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)
(Millions of dollars)

	December 31, 2021	September 30, 2021	December 31, 2020
ASSETS			
Current assets:			
Cash and cash equivalents	$ 4	$ 14	$ 28
Accounts receivable (less allowances for doubtful accounts of $17, $16 and $13, respectively)	399	259	289
Inventories	224	186	121
Derivative instruments	69	96	35
Prepaid expenses and other current assets	90	86	66
Total current assets	786	641	539
Property, plant and equipment (less accumulated depreciation of $1,431, $1,404 and $1,359, respectively)	1,069	1,074	1,085
Goodwill	2,004	2,004	2,004
Intangible assets, net	156	164	190
Derivative instruments	23	26	10
Other assets	364	372	397
Total assets	$ 4,402	$ 4,281	$ 4,225
LIABILITIES AND PARTNER'S CAPITAL			
Current liabilities:			
Current maturities of long-term debt	$ 1	$ 1	$ 3
Short-term borrowings	205	170	222
Accounts payable	305	237	198
Customer deposits and advances	82	88	86
Other current liabilities	232	272	270
Total current liabilities	825	768	779
Long-term debt	2,560	2,559	2,558
Other noncurrent liabilities	362	363	396
Total liabilities	3,747	3,690	3,733
Commitments and contingencies (Note 5)			
Partner's capital	655	591	492
Total liabilities and partner's capital	$ 4,402	$ 4,281	$ 4,225

See accompanying notes to condensed consolidated financial statements.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)
(Millions of dollars)

	Three Months Ended December 31, 2021	Three Months Ended December 31, 2020
Revenues:		
Propane	$ 702	$ 591
Other	76	75
	778	666
Costs and expenses:		
Cost of sales — propane (excluding depreciation and amortization shown below)	462	211
Cost of sales — other (excluding depreciation and amortization shown below)	25	24
Operating and administrative expenses	240	233
Depreciation and amortization	44	43
Other operating income, net	(11)	(10)
	760	501
Operating income	18	165
Interest expense	(41)	(40)
(Loss) income before income taxes	(23)	125
Net (loss) income	$ (23)	$ 125

See accompanying notes to condensed consolidated financial statements.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(Millions of dollars)

	Three Months Ended December 31, 2021	Three Months Ended December 31, 2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss) income	$ (23)	$ 125
Adjustments to reconcile net (loss) income to net cash (used) provided by operating activities:		
Depreciation and amortization	44	43
Provision for uncollectible accounts	6	4
Change in unrealized gains and losses on derivatives instruments	69	(37)
Other, net	(3)	(2)
Net change in:		
Accounts receivable	(146)	(111)
Inventories	(38)	(13)
Accounts payable	68	66
Derivative instruments collateral deposits paid	(38)	—
Other current assets	(4)	(14)
Other current liabilities	(38)	(35)
Net cash (used) provided by operating activities	(103)	26
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures for property, plant and equipment	(35)	(27)
Proceeds from disposals of assets	7	4
Net cash used by investing activities	(28)	(23)
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital contribution	100	—
Distributions	(13)	(15)
Increase in short-term borrowings	35	36
Repayment of long-term debt	(1)	(1)
Net cash provided by financing activities	121	20
Cash and cash equivalents (decrease) increase	$ (10)	$ 23
CASH AND CASH EQUIVALENTS		
Cash and cash equivalents at end of period	$ 4	$ 28
Cash and cash equivalents at beginning of period	14	5
Cash and cash equivalents (decrease) increase	$ (10)	$ 23

See accompanying notes to condensed consolidated financial statements.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF PARTNER'S CAPITAL
(unaudited)
(Millions of dollars)

	Three Months Ended December 31,	
	2021	2020
Balance, beginning of period	$ 591	$ 383
Net (loss) income	(23)	125
Capital contribution	100	—
Distributions	(13)	(15)
Equity-based compensation	—	(1)
Balance, end of period	$ 655	$ 492

See accompanying notes to condensed consolidated financial statements.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements
(unaudited)
(Millions of dollars, except where indicated otherwise)

Note 1 — Nature of Operations

AmeriGas Partners conducts a national propane distribution business through its principal operating subsidiary, AmeriGas OLP. AmeriGas OLP is engaged in the distribution of propane and related equipment and supplies. AmeriGas OLP comprises the largest retail propane distribution business in the United States serving residential, commercial, industrial, motor fuel and agricultural customers in all 50 states. AmeriGas Propane, Inc., currently serves as the General Partner of AmeriGas Partners through its non-economic general partner interest in AmeriGas Partners.

AmeriGas Partners and AmeriGas OLP have no employees. Employees of the General Partner conduct, direct and manage our operations. The General Partner is reimbursed monthly for all direct and indirect expenses it incurs on the Partnership's behalf (see Note 9).

Note 2 — Summary of Significant Accounting Policies

The accompanying condensed consolidated financial statements are unaudited and have been prepared in accordance with GAAP. They include all adjustments which we consider necessary for a fair statement of the results for the interim periods presented. Such adjustments consist only of normal recurring items unless otherwise disclosed. The September 30, 2021, Condensed Consolidated Balance Sheet was derived from audited financial statements but does not include all footnote disclosures from the annual financial statements. These financial statements should be read in conjunction with the Partnership's 2021 Annual Report.

Weather significantly impacts demand for propane and profitability because many customers use propane for heating purposes. Due to the seasonal nature of the Partnership's propane business, the results of operations for interim periods are not necessarily indicative of the results to be expected for a full year.

Derivative Instruments. Derivative instruments are reported on the Condensed Consolidated Balance Sheets at their fair values, unless the NPNS exception is elected. Since we do not currently have derivative instruments that are designated and qualify as cash flow hedges, changes in fair value of our commodity derivative instruments that are not subject to the NPNS exception are reflected in "Cost of sales — propane" on the Condensed Consolidated Statements of Operations. Cash flows from commodity derivative instruments are included in cash flows from operating activities on the Condensed Consolidated Statements of Cash Flows.

For a more detailed description of the derivative instruments we use, our accounting for derivatives, our objectives for using them and other information, see Note 7.

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

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

Subsequent Events. Management has evaluated the impact of subsequent events through February 3, 2022, the date these condensed consolidated financial statements were issued and the effects, if any, of such evaluation have been reflected in the condensed consolidated financial statements and related disclosures.

Note 3 — Revenue from Contracts with Customers

We recognize revenue when control of the promised goods or services is transferred to customers in an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. See Note 4 in the Partnership's 2021 Annual Report for additional information on our revenues from contracts with customers.

Notes to Condensed Consolidated Financial Statements
(unaudited)
(Millions of dollars, except where indicated otherwise)

Revenue Disaggregation

The following table presents our disaggregated revenues:

	Three Months Ended December 31, 2021	Three Months Ended December 31, 2020
Revenues from contracts with customers:		
Propane:		
Retail	646	572
Wholesale	56	19
Other	58	56
Total revenues from contracts with customers	760	647
Other revenues (a)	18	19
Total revenues	$ 778	$ 666

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

Contract Balances

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

Contract liabilities arise when payment from a customer is received before the performance obligations have been satisfied and represent the Partnership's obligations to transfer goods or services to a customer for which the Partnership has received consideration from the customer. The balances of contract liabilities were $76, $82 and $78 at December 31, 2021, September 30, 2021 and December 31, 2020, respectively, and are included in "Customer deposits and advances" and "Other current liabilities" on the Condensed Consolidated Balance Sheets. Revenues recognized for the three months ended December 31, 2021 and 2020, from the amounts included in contract liabilities at September 30, 2021 and 2020, were $32 and $41, respectively.

Remaining Performance Obligations

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

Note 4 — Inventories

Inventories comprise the following:

	December 31, 2021	September 30, 2021	December 31, 2020
Propane gas	$ 202	$ 164	$ 100
Materials, supplies and other	22	22	21
Total inventories	$ 224	$ 186	$ 121

Notes to Condensed Consolidated Financial Statements
(unaudited)
(Millions of dollars, except where indicated otherwise)

Note 5 — Commitments and Contingencies

Contingencies

Saranac Lake Environmental Matter. 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 December 31, 2021, 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.

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 6 — Fair Value Measurements

Recurring Fair Value Measurements

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

	Asset (Liability)			
	Level 1	Level 2	Level 3	Total
December 31, 2021:				
Assets:				
Commodity contracts	$ —	$ 110	$ —	$ 110
Liabilities:				
Commodity contracts	$ —	$ (3)	$ —	$ (3)
September 30, 2021:				
Assets:				
Commodity contracts	$ —	$ 176	$ —	$ 176
Liabilities:				
Commodity contracts	$ —	$ (1)	$ —	$ (1)
December 31, 2020:				
Assets:				
Commodity contracts	$ —	$ 49	$ —	$ 49
Liabilities:				
Commodity contracts	$ —	$ (4)	$ —	$ (4)

The fair values of our non-exchange traded commodity derivative contracts included in Level 2 are based upon indicative price quotations available through brokers, industry price publications or recent market transactions and related market indicators.

Notes to Condensed Consolidated Financial Statements
(unaudited)
(Millions of dollars, except where indicated otherwise)

Other Financial Instruments

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

	December 31, 2021	September 30, 2021	December 31, 2020
Carrying amount	$ 2,576	$ 2,576	$ 2,580
Estimated fair value	$ 2,822	$ 2,870	$ 2,877

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 7.

Note 7 — Derivative Instruments and Hedging Activities

The Partnership is exposed to certain market risks associated with its ongoing business operations. Management uses derivative financial and commodity instruments, among other things, to primarily manage commodity price 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 the Partnership 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 additional information on the accounting for our derivative instruments, see Note 2.

Commodity Price Risk

In order to manage market risk associated with the Partnership's fixed-price programs, the Partnership uses over-the-counter derivative commodity instruments, principally price swap contracts. In addition, the Partnership, from time to time, enters into price swap agreements to reduce the effects of short-term commodity price volatility. At December 31, 2021, September 30, 2021 and December 31, 2020, total volumes associated with propane commodity derivatives totaled 324 million gallons, 330 million gallons and 396 million gallons, respectively. At December 31, 2021, the maximum period over which we are economically hedging propane market price risk is 33 months.

To mitigate short-term market volatility associated with commodity instruments, the Partnership from time to time enters into diesel swap contracts for a portion of diesel volumes expected to be used in the operation of vehicles and equipment. The Partnership also enters into steel swaps to reduce price volatility associated with its portable cylinder purchases. The volumes associated with diesel and steel swap contracts were not material for all periods presented.

Derivative Instruments Credit Risk

The Partnership is exposed to credit loss in the event of nonperformance by our derivative instrument counterparties. Our derivative instrument counterparties principally comprise major energy companies and major U.S. 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. Certain of these agreements call for the posting of collateral by the counterparty or by the Partnership in the forms of letters of credit, parental guarantees or cash.

AMERIGAS PARTNERS, L.P. AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements
(unaudited)
(Millions of dollars, except where indicated otherwise)

We have concentrations of credit risk associated with derivative instruments and we evaluate the creditworthiness of our derivative counterparties on and ongoing basis. As of December 31, 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 $110. At December 31, 2021 the Partnership had received cash collateral from derivative instrument counterparties totaling $15. 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 our derivative contracts have credit-risk-related contingent features that may require the posting of additional collateral in the event of a downgrade in the Partnership's debt rating. At December 31, 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 Condensed Consolidated Balance Sheets if the right of offset exists. Our derivative instruments comprise over-the-counter transactions. Over-the-counter contracts are bilateral contracts that are transacted directly with a third party. Certain over-the-counter contracts contain contractual rights of offset through master netting arrangements and contract default provisions. In addition, the contracts are subject to conditional rights of offset through counterparty nonperformance, insolvency, or other conditions.

In general, many of our over-the-counter transactions are subject to collateral requirements. Types of collateral generally include cash or letters of credit. Cash collateral paid by us to our 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 Condensed Consolidated Balance Sheets with our derivative counterparties are not included in the table below but could reduce our net exposure to such counterparties because such balances are subject to master netting or similar arrangements.

Fair Value of Derivative Instruments

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

	December 31, 2021	September 30, 2021	December 31, 2020
Derivative assets:			
Derivative assets not designated as hedging instruments:			
Commodity contracts	$ 110	$ 176	$ 49
Total derivative assets — gross	110	176	49
Gross amounts offset in the balance sheet	(3)	(1)	(4)
Cash collateral received	(15)	(53)	—
Total derivative assets — net	$ 92	$ 122	$ 45
Derivative liabilities:			
Derivative liabilities not designated as hedging instruments:			
Commodity contracts	$ (3)	$ (1)	$ (4)
Total derivative liabilities — gross	(3)	(1)	(4)
Gross amounts offset in the balance sheet	3	1	4
Total derivative liabilities — net	$ —	$ —	$ —

Notes to Condensed Consolidated Financial Statements
(unaudited)
(Millions of dollars, except where indicated otherwise)

Effects of Derivative Instruments

Derivative instruments gains (losses) reflected on the Condensed Consolidated Statements of Operations comprise the following:

	Three Months Ended December 31,		
Derivatives Not Designated as Hedging Instruments:	2021	2020	Location of Gain (Loss) Recognized in Income
Commodity contracts	$ (39)	$ 46	Cost of sales — propane
Commodity contracts	—	5	Other operating income, net
Total	$ (39)	$ 51	

We are also a party to a number of contracts that have elements of a derivative instrument. These contracts include, among others, binding purchase orders, contracts that provide for the purchase and delivery of propane and service contracts that require the counterparty to provide commodity storage or transportation service to meet our normal sales commitments. Although certain of these contracts have the requisite elements of a derivative instrument, these contracts qualify for NPNS accounting under GAAP 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.

Note 8 — Business Transformation Initiatives

Beginning in Fiscal 2019, we began executing on a multi-year business transformation initiative. This initiative is 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, this business transformation initiative also focuses on enhancing the customer experience through, among other things, enhanced sales and marketing initiatives and an improved digital customer experience. During the three months ended December 31, 2020, we incurred $12 of costs principally comprising consulting, advisory, and employee-related costs. These costs are reflected in “Operating and administrative expenses” on the Condensed Consolidated Statements of Operations. This previously announced business transformation initiative is substantially complete.

Note 9 — Related Party Transactions

Partnership and Management Services Agreement. The General Partner is entitled to reimbursement for all direct and indirect expenses incurred or payments it makes on behalf of the Partnership. These costs include employee compensation and benefit expenses of employees of the General Partner and general and administrative expenses.

Administrative Services. UGI provides certain financial and administrative services to the General Partner. UGI bills the General Partner monthly for all direct and indirect corporate expenses incurred in connection with providing these services and the General Partner is reimbursed by the Partnership for these expenses. The allocation of indirect UGI corporate expenses to the Partnership utilizes a weighted, three-component formula based on the relative percentage of the Partnership’s revenues, operating expenses and net assets employed to the total of such items for all UGI operating subsidiaries for which general and administrative services are provided. The General Partner believes that this allocation method is reasonable and equitable to the Partnership.

In addition, UGI and certain of its subsidiaries provide office space, stop loss medical coverage and automobile liability insurance to the Partnership. These costs were not material during the three ended December 31, 2021 and 2020.

Propane Purchases and Sales. AmeriGas OLP purchases propane on an as needed basis from Energy Services. The price of the purchases is generally based on market price at the time of purchase. Purchases of propane by AmeriGas OLP from Energy Services during the three months ended December 31, 2021 and 2020 were not material.

Notes to Condensed Consolidated Financial Statements
(unaudited)
(Millions of dollars, except where indicated otherwise)

In addition, AmeriGas OLP sells propane to affiliates of UGI. Sales of propane to affiliates of UGI were not material during the three months ended December 31, 2021 and 2020.

The following related party transactions are included in “Operating and administrative expenses” on the Condensed Consolidated Statements of Operations:

	Three Months Ended December 31,	
	2021	2020
Partnership and Management Services Agreement:		
Direct and indirect expenses incurred on behalf of the Partnership	$ 137	$ 141
Administrative Services:		
Administrative services provided by UGI	$ 7	$ 5

Contribution from Parent. During the three months ended December 31, 2021, UGI, through its operating subsidiaries, contributed $100 in cash to the Partnership. The Partnership used these funds to repay portions of its borrowings outstanding under the Credit Agreement and for general corporate purposes.

Platform Contribution Agreement. Pursuant to a Platform Contribution Agreement, on October 1, 2020, AmeriGas OLP sold the right to use certain business strategies, models, technology and other similar proprietary information used in operating its business to UGI Europe for $9. Because the transaction was between entities under common control, the proceeds due to AmeriGas OLP in excess of the carrying value of such assets transferred was considered an equity transaction and, along with the related offsetting receivable, has been recorded as an increase in “Partner’s capital” on the December 31, 2020 Condensed Consolidated Balance Sheet.

Note 10 — 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 Partnership implemented a variety of procedures to protect its employees, third-party business partners, and customers. The Partnership continues to provide essential products and services to its 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 Partnership 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; commodity price volatility and supply chain constraint; and the effects of government stimulus efforts. While its operations and financial performance continue to be impacted by COVID-19, the Partnership cannot predict the duration or magnitude of the outbreak and the total effects on its business, financial position, results of operations, liquidity or cash flows at this time.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

Information contained in this Quarterly Report may contain forward-looking statements. 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 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, as well as the availability of propane cylinders, and the capacity to transport propane to our customers; (3) the availability of, and our ability to consummate, acquisition or combination opportunities; (4) successful integration and future performance of acquired assets or businesses and achievement of anticipated synergies; (5) changes in laws and regulations, including safety, tax, consumer protection, data privacy, accounting, and environmental matters, such as regulatory responses to climate change; (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 transporting, storing and distributing propane and butane; (13) political, regulatory and economic conditions in the United States and foreign countries; (14) capital market conditions, including reduced access to capital markets and interest rate fluctuations; (15) changes in commodity market prices resulting in significantly higher cash collateral requirements; (16) the impact of pending and future legal or regulatory proceedings, inquiries or investigations; (17) the availability, timing, and success of our acquisitions, commercial initiatives and investments to grow our business; (18) 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; (19) 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; (20) uncertainties related to a global pandemic, including the duration and/or impact of the COVID-19 pandemic; and (21) 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 any forward-looking statement whether as a result of new information or future events.

ANALYSIS OF RESULTS OF OPERATIONS

The following analysis compares the Partnership's results of operations for the 2021 three-month period with the 2020 three-month period.

Our results are significantly influenced by temperatures in our service territories particularly during the heating season months of October through March. As a result, our operating results, after adjusting for the effects of gains and losses on commodity derivative instruments not associated with current-period transactions as further discussed below, are significantly higher in our first and second fiscal quarters.

Non-GAAP Financial Measures

AmeriGas Partners does not designate its commodity derivative instruments as hedges under GAAP. As a result, volatility in net income can occur as gains and losses on commodity derivative instruments not associated with current-period transactions, principally comprising non-cash changes in unrealized gains and losses, are reflected in cost of sales. However, we expect that such gains and losses on such derivative instruments will be largely offset by gains and losses on anticipated future propane purchases.

AmeriGas Partners' management presents the non-GAAP measures "adjusted net income," "adjusted total margin," and "adjusted operating income" in order to assist in the evaluation of the Partnership's overall performance. Management believes that these non-GAAP measures provide meaningful information to investors about AmeriGas Partners' performance because they eliminate the impact of (1) changes in unrealized gains and losses on commodity derivative instruments not associated with current-period transactions and (2) other significant discrete items that can affect the comparison of year-over-year results.

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

(Dollars in millions)	Three Months Ended December 31, 2021	2020
Adjusted total margin:		
Total revenues	$ 778	$ 666
Cost of sales — propane	(462)	(211)
Cost of sales — other	(25)	(24)
Total margin	$ 291	$ 431
Add net losses (subtract net gains) on commodity derivative instruments not associated with current-period transactions	69	(37)
Adjusted total margin	$ 360	$ 394
Adjusted operating income:		
Operating income	$ 18	$ 165
Add net losses (subtract net gains) on commodity derivative instruments not associated with current-period transactions	69	(37)
Business transformation expenses	—	13
Adjusted operating income	$ 87	$ 141
Adjusted net income:		
Net (loss) income	$ (23)	$ 125
Add net losses (subtract net gains) on commodity derivative instruments not associated with current-period transactions	69	(37)
Business transformation expenses	—	13
Adjusted net income	$ 46	$ 101

Executive Overview

Recent Developments

Macroeconomic Conditions. During Fiscal 2021 and continuing into the current fiscal year, commodity and labor markets experienced significant inflationary pressures attributable to economic recovery and supply chain issues associated with the ongoing COVID-19 pandemic, as discussed below. These inflationary pressures led to significant volatility across various consumer price indices during Fiscal 2021 and have continued during the 2021 three-month period. We have experienced substantial shifts in commodity prices, particularly in propane prices, which, in turn, have led to extensive mark-to-market impacts on commodity derivatives instruments not associated with current-period activity. The ongoing strain on supply costs and its resulting impact on the valuation of certain derivatives has resulted in increased inventory costs and certain distribution expenses. It has also affected requirements around cash collateral associated with our outstanding derivatives. The Partnership believes that these external factors and the associated extreme cost volatility are temporary and their impact will be mitigated by our continued margin management efforts, expense control initiatives, and liquidity management.

Ongoing 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. Although our results continue to be impacted by COVID-19, we continue to provide essential products and services to our 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; commodity price volatility and supply chain constraints; and the effects of government stimulus efforts.

We cannot predict the duration or magnitude of the pandemic and its 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.

2021 three-month period compared with 2020 three-month period

Net loss for the 2021 three-month period was $23 million compared to net income of $125 million in the prior-year period. Net loss in the 2021 three-month period reflects the effects of net unrealized losses on commodity derivative instruments not associated with current-period transactions of $69 million. Net income during the 2020 three-month period reflects the effects of net unrealized gains on commodity derivative instruments not associated with current-period transactions of $37 million and business transformation expenses of $13 million.

Adjusted net income for the 2021 three-month period was $46 million compared with $101 million in the prior-year period. This decrease principally reflects a decrease in margin attributable to lower propane volumes sold and higher operating and administrative expenses primarily attributable to increasing distribution costs and other expenses attributable to inflationary pressures.

RESULTS OF OPERATIONS

Three Months Ended December 31,	2021	2020	Increase (Decrease)	
(Dollars and gallons in millions)				
Gallons sold:				
Retail	241	276	(35)	(13)%
Wholesale	40	23	17	74 %
	281	299	(18)	(6)%
Revenues:				
Retail propane	$ 646	572	$ 74	13 %
Wholesale propane	56	19	37	195 %
Other	76	75	1	1 %
	$ 778	$ 666	$ 112	17 %
Total margin (a)	$ 291	$ 431	$ (140)	(32)%
Operating and administrative expenses	$ 240	$ 233	$ 7	3 %
Depreciation and amortization	$ 44	$ 43	$ 1	2 %
Operating income	$ 18	$ 165	$ (147)	(89)%
Net (loss) income	$ (23)	$ 125	$ (148)	(118)%
Non-GAAP financial measures (b):				
Adjusted total margin	$ 360	$ 394	$ (34)	(9)%
Adjusted operating income	$ 87	$ 141	$ (54)	(38)%
Adjusted net income attributable to AmeriGas Partners	$ 46	$ 101	$ (55)	(54)%
Heating degree days — % warmer than normal (c)	(9.9)%	(4.6)%	—	—

(a) Total margin represents total revenues less "Cost of sales — propane" and "Cost of sales — other." Total margin for the 2021 and 2020 three-month periods includes the impact of net unrealized (losses) gains of $(69) million and $37 million, respectively, on commodity derivative instruments not associated with current-period transactions.

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

(c) Deviation from average heating degree days is determined on a rolling 10-year period utilizing volume-weighted weather data based on weather statistics provided by NOAA for 344 regions in the United States, excluding Alaska and Hawaii.

Average temperatures during the 2021 three-month period were 9.9% warmer than normal and 6.2% warmer than the prior-year period. Total retail gallons sold decreased 13% during the 2021 three-month period principally reflecting the impacts of weather that was warmer than the prior-year period. The decrease in retail gallons sold was also partially attributable to the effect of higher commodity prices on customer usage, the impact from certain challenges associated with the implementation of our new operating business model in the prior year and the impact of COVID-19 on cylinder exchange and resale volumes.

Total revenues increased $112 million during the 2021 three-month period largely reflecting higher average propane selling prices ($170 million) and higher wholesale volumes sold ($14 million) compared to the prior-year period. These positive impacts were partially offset by the effects of the previously mentioned decrease in retail propane volumes sold ($72 million). Average daily wholesale propane commodity prices during the 2021 three-month period at Mont Belvieu, Texas, one of the major supply points in the U.S., were approximately 125% higher than such prices during the 2020 three-month period.

Total cost of sales during the 2021 three-month period increased $252 million compared to the prior-year period. Cost of sales in the 2021 and 2020 three-month periods include net unrealized (losses) gains of $(69) million and $37 million, respectively, on commodity derivative instruments not associated with current-period transactions. Excluding the effects on cost of sales of these commodity derivative instruments, total cost of sales increased $146 million during the 2021 three-month period largely attributable to the higher average propane product costs ($160 million) and higher wholesale propane volumes sold ($13 million). These increases in cost of sales were partially offset by the decrease in retail propane volumes sold ($29 million).

Total margin (which includes the effects of the unrealized gains on commodity derivative instruments not associated with current-period transactions) decreased $140 million during the 2021 three-month period. Adjusted total margin in the 2021 three-month period decreased $34 million largely attributable to the lower retail propane volumes ($43 million) partially offset by higher average propane selling prices ($10 million).

Operating income (which includes the effects of the unrealized gains on commodity derivative instruments not associated with current-period transactions and business transformation expenses) decreased $147 million compared to the prior-year period. Adjusted operating income decreased $54 million during the 2021 three-month period reflecting the previously mentioned decrease in adjusted total margin ($34 million) and higher operating and administrative expenses excluding the effects of business transformation expenses ($19 million) compared to the prior-year period. The increase in operating and administrative expenses, excluding the effects of business transformation expenses, in the 2021 three-month period reflects, among other things, higher expenses associated with general insurance ($6 million), vehicle fuel ($3 million), bad debt reserves ($3 million), advertising expenses ($2 million) and telecommunications ($2 million) compared to the prior-year period. The increase in these expenses were driven, in part, by the inflationary cost environment.

Net income (which includes the effects of the unrealized gains on commodity derivative instruments not associated with current-period transactions and business transformation expenses) decreased $148 million compared to the prior-year period. Adjusted net income decreased $55 million in the 2021 three-month period primarily reflecting the previously mentioned decrease in adjusted operating income.

FINANCIAL CONDITION AND LIQUIDITY

The Partnership expects to have sufficient liquidity including cash on hand and available credit agreement borrowings to continue to support long-term commitments and ongoing operations despite uncertainties associated with the outbreak and continued spread of COVID-19. The Partnership does not have any near-term senior note maturities. While the Partnership's operations and financial performance has been impacted by COVID-19, it is a rapidly evolving situation and the Partnership cannot predict the ultimate impact that COVID-19 will have on its liquidity, debt covenants, financial condition or the timing of capital expenditures. The Partnership was in compliance with its debt covenants as of December 31, 2021.

The Partnership's cash and cash equivalents at December 31, 2021 and September 30, 2021 were $4 million and $14 million, respectively. The Partnership's debt outstanding at December 31, 2021, totaled $2,766 million (including current maturities of long-term debt of $1 million and short-term borrowings of $205 million). The Partnership's debt outstanding at September 30, 2021, totaled $2,730 million (including current maturities of long-term debt of $1 million and short-term borrowings of $170 million). Total long-term debt outstanding at December 31, 2021, including current maturities, comprises $2,575 million of AmeriGas Partners' Senior Notes and $1 million of other long-term debt, and is net of $15 million of unamortized debt issuance costs.

At December 31, 2021, there were $205 million of borrowings outstanding under the credit agreement. Issued and outstanding letters of credit under the credit agreement, which reduce the amounts available for borrowings, totaled $3 million at December 31, 2021. At December 31, 2021, the Partnership's available borrowing capacity under the credit agreement was $392 million. The average daily and peak short-term borrowings outstanding under the credit agreement during the 2021 three-month period were $275 million and $388 million, respectively. The average daily and peak short-term borrowings outstanding under the credit agreement during the 2020 three-month period were $224 million and $266 million, respectively.

Cash Flows

Operating activities. Due to the seasonal nature of the Partnership's business, cash flows from operating activities are generally greatest during the second and third fiscal quarters when customers pay for propane consumed during the heating-season months. Conversely, operating cash flows are generally at their lowest levels during the first and fourth fiscal quarters when the Partnership's investment in working capital, principally accounts receivable and inventories, is generally greatest. The Partnership may use its credit agreement to satisfy its seasonal operating cash flow needs.

Cash flow used to fund operating activities was $103 million in the 2021 three-month period compared to cash provided by operating activities of $26 million in the prior-year period. Cash flow from operating activities before changes in operating working capital was $93 million in the 2021 three-month period compared to $133 million in the prior-year period. Cash used to fund changes in operating working capital was $196 million in the 2021 three-month period compared to $107 million in the 2020 three-month period. This increase reflects, among other things, an increase in cash required to fund changes in accounts receivable and inventories. Additionally, the 2021 three-month period includes $38 million of cash collateral repaid to derivative counterparties. The impact of commodity price volatility and increasing supply chain costs are pervasive throughout these changes in working capital.

Investing activities. Investing activity cash flow principally comprises expenditures for property, plant and equipment, cash paid for acquisitions of businesses and proceeds from disposals of assets. Cash flow used by investing activities was $28 million in the 2021 three-month period compared with $23 million in the prior-year period. The Partnership spent $35 million for property, plant and equipment in the 2021 three-month period compared to $27 million in the 2020 three-month period.

Financing activities. Financing activity cash flow principally comprises cash contributions and distributions, issuances and repayments of long-term debt, and short-term borrowings/repayments. Cash provided by financing activities was $121 million in the 2021 three-month period compared to $20 million in the prior-year period. This increase is primarily attributable to a cash contribution received by the Partnership in the 2021 three-month period. This cash contribution was used, in part, to support short-term liquidity targets during the 2021 three-month period.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our primary financial market risks include commodity prices for propane. 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 pays for propane is principally a result of market forces reflecting changes in supply and demand for propane and other energy commodities. The Partnership's profitability is sensitive to changes in propane supply costs and the Partnership generally passes on increases in such costs to customers. The Partnership 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 the Partnership's propane market price risk, we use 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. Over-the-counter derivative commodity instruments utilized by the Partnership to hedge forecasted purchases of propane are generally settled at expiration of the contract. These derivative financial instruments contain collateral provisions. The fair value of unsettled commodity price risk sensitive instruments at December 31, 2021, was a net gain of $107 million. A hypothetical 10% adverse change in the market price of propane would result in a decrease in such fair value of approximately $32 million.

In addition, the Partnership from time to time enters into diesel swap contracts for a portion of diesel volumes expected to be used in the operation of vehicles and equipment. The Partnership also enters into steel swaps to reduce price volatility associated with its portable cylinder purchases. The volumes associated with diesel and steel swap contracts were not material for all periods presented.

Derivative Instruments Credit Risk

The Partnership is exposed to credit loss in the event of nonperformance by our derivative instrument counterparties. Our derivative instrument counterparties principally comprise major energy companies and major U.S. 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. Certain of these agreements call for the posting of collateral by the counterparty or by the Partnership in the forms of letters of credit, parental guarantees or cash.

We have concentrations of credit risk associated with derivative instruments and we evaluate the creditworthiness of our derivative counterparties on and ongoing basis. As of December 31, 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 $110 million. At December 31, 2021 the Partnership had received cash collateral from derivative instrument counterparties totaling $15 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 our derivative contracts have credit-risk-related contingent features that may require the posting of additional collateral in the event of a downgrade in the Partnership's debt rating. At December 31, 2021, if the credit-risk-related contingent features were triggered, the amount of collateral required to be posted would not be material.

CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

The General Partner's disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by the Partnership in this Quarterly Report is (i) recorded, processed, summarized, and reported within the time periods specified in the indentures, 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 General Partner's management, with the participation of the General Partner's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Partnership'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 Partnership's disclosure controls and procedures, as of the end of the period covered by this report, were effective at the reasonable assurance level.

(b) Change in Internal Control over Financial Reporting

No change in the Partnership's internal control over financial reporting occurred during the Partnership's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Partnership's internal control over financial reporting.

RISK FACTORS

In addition to the information presented in this report, you should carefully consider the factors discussed in "Risk Factors" in our 2021 Annual Report, which could materially affect our business, financial condition or future results. The risks described in our 2021 Annual Report are not the only risks facing the Partnership. Other unknown or unpredictable factors could also have material adverse effects on future results.

EXHIBIT INDEX

31.1	Certification by the President.
31.2	Certification by the Chief Financial Officer.
32	Certification by the President and the Chief Financial Officer.

SIGNATURES

The Partnership has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERIGAS PARTNERS, L.P.

By: AmeriGas Propane, Inc.
Its General Partner

Date: February 3, 2022

By: /s/ Ann P. Kelly
Ann P. Kelly
Vice President - Finance and Chief Financial Officer (Principal Financial Officer)

Exhibit 31.1

CERTIFICATION

I, Paul Ladner, certify that:

1. I have reviewed this quarterly report of AmeriGas Partners, L.P. (the "Company");

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 Company as of, and for, the periods presented in this report;

4. The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting for the Company 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 Company, 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 Company'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 Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company'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 Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors:

   (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 Company'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 Company's internal control over financial reporting.

Date: February 3, 2022

/s/ Paul Ladner

Paul Ladner

President of AmeriGas Propane, Inc.

Exhibit 31.2

CERTIFICATION

I, Ann P. Kelly, certify that:

1. I have reviewed this quarterly report of AmeriGas Partners, L.P. (the "Company");

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 Company as of, and for, the periods presented in this report;

4. The Company’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting for the Company 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 Company, 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 Company’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 Company’s internal control over financial reporting that occurred during the Company’s most recent fiscal quarter (the Company’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and

5. The Company’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors:

   (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 Company’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 Company’s internal control over financial reporting.

Date: February 3, 2022

/s/ Ann P. Kelly

Ann P. Kelly

Chief Financial Officer

Exhibit 32

Certification by the President and Chief Financial Officer
Relating to a Periodic Report Containing Financial Statements

I, Paul Ladner, President, and I, Ann P. Kelly, Chief Financial Officer, of AmeriGas Propane, Inc., a Pennsylvania corporation, the General Partner of AmeriGas Partners, L.P. (the “Company”), hereby certify that to our knowledge:

(1) The Company’s quarterly for the period ended December 31, 2021 (the “Quarterly Report”) fully complies, in all material respects, with the requirements of the indentures; and

(2) The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

PRESIDENT	CHIEF FINANCIAL OFFICER
/s/ Paul Ladner	/s/ Ann P. Kelly
Paul Ladner	Ann P. Kelly
Date February 3, 2022	Date: February 3, 2022