

UGI CORPORATION

CHARTER
of the AUDIT COMMITTEE
of the BOARD OF DIRECTORS

The Board of Directors (the “Board”) of UGI Corporation (the “Company”) has determined that the Audit Committee (the “Committee”) of the Board shall assist the Board in fulfilling certain of the Board’s oversight responsibilities. The Board hereby adopts this charter (the “Charter”) to establish the governing principles of the Committee.

The Scope of the Audit Committee’s Responsibilities

The Committee is to assist the Board in fulfilling its oversight responsibilities:

A. to oversee the quality and integrity of the Company’s financial statements and related disclosure and the adequacy of the Company’s accounting and auditing processes, disclosure controls and procedures and internal control over financial reporting;

B. to become knowledgeable about and to review the Company’s compliance with applicable legal and regulatory requirements;

C. to monitor the qualifications, independence and performance of the Company’s independent registered public accountants (“Independent Accountants”), the performance of the internal audit function, and the qualifications of the internal audit staff; and

D. to provide a means for open communication among the Company’s Independent Accountants, management, internal audit staff and the Board.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the role or responsibility of the Committee to (i) determine that the Company’s financial statements are complete and accurate or prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) or (ii) assure compliance with applicable laws and regulations and the Company’s codes of conduct. The primary responsibility for these matters rests with the Company’s management. Nor is it the duty of the Committee to plan or conduct audits. The Company’s Independent Accountants are responsible for planning and conducting audits of the financial statements. Therefore, each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information and on the accuracy of the financial and other information provided to the Committee by such persons or organizations.

Membership of the Audit Committee

A. The Board shall appoint the members of the Committee at the Board's annual organizational meeting on the recommendation of the Corporate Governance Committee of the Board, and the members shall serve until the next such meeting or until their successors are appointed by the Board. The Board may also fill interim vacancies and remove and replace any member of the Committee at any time. The Board shall designate one member to serve as Chair of the Committee.

B. The Committee shall be composed of not less than three members who are neither officers nor employees of the Company or any of its subsidiaries. The members will be Directors who are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as Committee members. All of the members shall meet the independence, financial literacy and other requirements of all applicable rules and regulations of the Securities and Exchange Commission (the "SEC") and of the principal market (i.e., New York Stock Exchange) or transaction reporting system on which the Company's securities are traded or quoted. At least one member of the Committee shall have been designated by the Board as an "audit committee financial expert" under applicable SEC regulations. A Director who is serving on the audit committee of more than three public companies, including the Company, shall not be appointed or reappointed to the Committee unless the Board determines that such simultaneous service would not impair the Director's ability to serve effectively on the Committee.

Meetings of the Audit Committee

The Committee shall hold at least four regular meetings annually and such other meetings as may be called by the Chair of the Committee or at the request of the Company's Independent Accountants, the head of internal audit staff (the "General Auditor") or management. Periodically, the Committee shall meet separately with management, the General Auditor and the Company's Independent Accountants.

Responsibilities of the Audit Committee

The Committee shall have the responsibility to:

- A. Business and Financial Risks and Internal Controls
- discuss with management, the Company's Independent Accountants and the General Auditor the quality and integrity of the Company's financial statements and related disclosure and the adequacy of the Company's accounting and auditing processes, information technology processes and controls, disclosure controls and procedures and internal control over financial reporting, including those matters raised by the Company's Independent Accountants under Auditing Standard No. 1301;

- review management’s assessment of the Company’s internal control over financial reporting;
- review with management, the Company's Independent Accountants and the General Auditor, as applicable, the Company’s policies and procedures for compliance with applicable legal and regulatory requirements, including all certifications of financial statements and other financial information and internal control over financial reporting required to be given by the executive and financial officers;
- review and discuss material written communications between the Company's Independent Accountants and management;
- discuss with management and the General Auditor the Company’s policies with respect to risk assessment and risk management;
- monitor compliance with the Company’s enterprise risk management policies;
- review and, if acceptable, approve, any “related person transaction,” as defined by applicable rules of the SEC, in accordance with the Company’s policies;
- establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls and auditing matters, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
- investigate, to the extent the Committee deems appropriate, any matter brought to the Committee’s attention within the scope of its duties.

B. The Independent Accountants

- exercise sole authority to appoint, retain, fix the compensation of and oversee the performance of the Company's Independent Accountants retained by the Committee to audit the Company’s financial statements;
- oversee compliance with the Committee’s pre-approval policy for audit and non-audit services to be provided by the Company's Independent Accountants and the fees and other compensation to be paid for such services;

- advise the Company's Independent Accountants that they report directly to the Committee and that their ultimate responsibility is to the Board and the Committee, as representatives of the shareholders;
- evaluate annually, in consultation with management, the effectiveness and objectivity of the Company's Independent Accountants, including the lead audit partner, and ensure the rotation of the lead audit partner and the reviewing partner as required by applicable law and regulation;
- obtain and review annually from the Company's Independent Accountants a formal written statement identifying all relationships between the Company's Independent Accountants and the Company and its subsidiaries, discuss with the Company's Independent Accountants any disclosed relationships that may impact the objectivity and independence of the Company's Independent Accountants, and satisfy itself of the objectivity and independence of the Company's Independent Accountants;
- obtain and review, annually or more frequently as the Committee considers appropriate, a report from the Company's Independent Accountants describing: the Company's Independent Accountants' internal quality-control procedures and any material issues raised by the most recent internal quality-control review, or peer review, of the Company's Independent Accountants, or by any inquiry, review or investigation by governmental, professional or other regulatory authorities, within the preceding five years, respecting independent audits carried out by the Company's Independent Accountants, and any steps taken to deal with these issues;
- set clear Company hiring policies for employees or former employees of the Company's Independent Accountants;
- regularly review with the Company's Independent Accountants any audit problems or difficulties, including any restrictions on the scope of the Company's Independent Accountants' activities or on access to requested information, and any significant disagreements with management; and management's response to same; and
- review compliance on the prohibition of the personal use of the Company's Independent Accountants by any member of the Committee, or by any employee of the Company in a financial reporting oversight role.

C. The Financial Reporting Process

- review:
 - (1) the adoption and application of and major changes to critical accounting policies and estimates used in preparing the financial statements;
 - (2) the major issues regarding accounting principles and financial statement presentations, including significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal control over financial reporting and any special audit steps adopted in light of material control deficiencies;
 - (3) analyses prepared by management and/or the Company's Independent Accountants setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
 - (4) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company; and
 - (5) the type and presentation of information to be included in the Company's earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as any financial information and earnings guidance provided to analysts and rating agencies;
- meet with the Company's Independent Accountants and management to discuss the proposed scope of the audit, including any items that the Company's Independent Accountants are required to discuss with the Committee, such as, any significant changes to accounting policies, the integrity of the financial reporting process and any proposed changes or improvements in financial, accounting or auditing practices;
- meet to review and discuss with management and the Company's Independent Accountants the Company's quarterly financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Quarterly Report on Form 10-Q and any other matters that the Company's Independent Accountants are required to discuss with management;
- meet to review and discuss with management and the Company's Independent Accountants the Company's annual audited financial statements, "Management's Discussion and Analysis of Financial

Condition and Results of Operations,” and any other matters that the Company's Independent Accountants are required to discuss with management; and, based on such review and discussions, recommend to the Board whether the audited financial statements should be included in the Company's Annual Report on Form 10-K; and

- issue to the Board and publish in the Company's annual proxy statement the report required by the rules of the SEC.

D. The Internal Audit Process

- review, assess and approve the charter for the internal audit function and functions and amendments thereto;
- review and approve the annual internal audit plan prepared by the internal audit staff and discuss with the General Auditor any significant changes to and the implementation of the internal audit plan;
- discuss with the General Auditor the results of internal audits, any recommendations made to management as a result of internal audits and management's responses to those recommendations; and
- oversee the activities, organizational structure and performance of the internal audit function, including the qualifications of the internal audit staff.

E. Other Matters

- review and reassess the adequacy of this Charter on an annual basis and recommend changes to the Board as needed;
- report to the Board the matters discussed at each meeting of the Committee;
- keep an open line of communication with management, the internal audit staff, the Company's Independent Accountants and the Board;
- review annually the expenses submitted by the Chief Executive Officer for payment or reimbursement by the Company;
- review annually the compliance of the prohibition of the amount and status of any loans made by the Company to its executive officers;
- review and discuss with management periodically the Company's business continuity and disaster recovery programs;

- retain, at the Company's expense, such special legal, accounting or other consultants or experts as the Committee deems necessary in the performance of its duties. The Company shall provide appropriate funding, as determined by the Committee, for the payment of the Committee's expenses and for payment of compensation to the Company's Independent Accountants;
- conduct an annual performance self-evaluation of the Committee and report to the Board the results of that self-evaluation; and
- perform other functions as assigned by the Board.

Approved by the Board of Directors on February 23, 2005.

Approved by the Board of Directors on July 31, 2007.

Approved by the Board of Directors on January 20, 2011.

Approved by the Board of Directors on January 29, 2015.

Approved by the Board of Directors on April 26, 2016.

Approved by the Board of Directors on January 24, 2017.

Approved by the Board of Directors on February 3, 2021.

Approved by the Board of Directors on February 1, 2022.

Approved by the Board of Directors on February 1, 2023.