UGI Energy Services

Lenders' Presentation
$700mm Senior Secured Term Loan B
July 2019

UGI Energy Services

DISCLAIMER

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Use of Non-GAAP Measures

In this presentation, Management uses certain non-GAAP financial measures, including UGI Corporation adjusted earnings per share, UGI Corporation Free Cash Flow, UGI Energy Services Margin and UGI Energy Services earnings before interest, income taxes, depreciation and amortization (“EBITDA”). These financial measures are not in accordance with, or an alternative to, GAAP and should be considered in addition to, and not as a substitute for, the comparable GAAP measures. Management believes the presentation of these non-GAAP financial measures provide useful information to investors to more effectively evaluate period-over-period earnings, profitability and cash flow generation of the Company’s businesses. Reconciliations of these non-GAAP financial measures to the most directly comparable financial measure calculated and presented in accordance with GAAP are presented in the Appendix of this presentation.

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Today's Presenters

Ted Jastrzebski
UGI Corporation
Chief Financial Officer

Bob Beard
UGI Corporation
Executive Vice President – Natural Gas

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UGI Energy Services, LLC
President

1. Transaction Overview

Summary of Transaction

- On July 2, 2019, UGI Energy Services, LLC ("UGIES"), a wholly owned subsidiary of UGI Corporation ("UGI"), entered into a definitive agreements to acquire Columbia Midstream Group, LLC ("CMG") from TC Energy Corporation ("TC Energy") for \$1.275bn (the "Transaction")
  - CMG was acquired by TC Energy in 2016 as part of its \$13bn acquisition of Columbia Pipeline Group
  - Includes a 47.025% joint venture interest in Pennant Midstream, LLC ("Pennant")
- CMG provides natural gas gathering and processing services in the Appalachian Basin through five discrete systems with gathering capacity of ~2,675,000 MMBtu/d and processing capacity of ~240,000 MMBtu/d, the addition of which increases UGIES' overall system gathering capacity in excess of 3x(1)
  - Complements UGI's existing footprint in Northcentral and Eastern Pennsylvania and creates a contracted midstream platform with substantial scope of operations and a diverse customer base
  - Synergy opportunities for UGI's downstream businesses created by CMG's multiple interconnections to interstate pipelines
- Transaction will be funded by a combination of debt raised at UGIES and capital provided by UGI
  - UGIES is seeking to raise a \$700mm Senior Secured Term Loan B (the "TLB")
- Pro forma for the Transaction, the Company will be conservatively levered at 2.7x total net leverage based on LTM 3/31/19 PF Adjusted EBITDA(2) of \$252mm
    - Represents lowest leveraged profile of any BB/BBB midstream peer(3)
- Expected to close during the fourth quarter of fiscal year 2019, subject to customary regulatory and other closing conditions

Note: UGI fiscal year end of 9/30. Net leverage calculated as Total Debt Less Cash divided by EBITDA.
(1) Reflects 100% capacity for the five systems, including Pennant.
(2) EBITDA is a non-GAAP measure. See appendix for reconciliation.
(3) Peer group consists of AM, CEQP, CNXM, DCP, ENBL, ENLC, EQM, SMLP, and TRGP.

Sources and Uses / Pro Forma Capitalization

Sources and Uses

($ in millions, unless otherwise noted)

Sources	
UGIES New Senior Secured TLB	$700
A Contribution from UGI[1]	602
Total sources	**$1,302**

Uses	
Purchase of CMG	$1,275
Estimated transaction fees & expenses (including OID)	27
Total uses	**$1,302**

Pro Forma Capitalization[2]

($ in millions, unless otherwise noted)	As of: 3/31/2019	Adj.	Pro forma 3/31/2019
Cash and cash equivalents	$55	($27)	$29
B $200mm RCF Facility	–		–
$150mm A/R Facility	–	–	–
UGIES Senior Secured TLB	–	700	700
Total Debt	**–**	**$700**	**$700**
Book Value of Equity	1,081	575	1,656
Total Capitalization	**$1,081**	**$1,275**	**$2,356**
EBITDA Statistics			
C LTM 3/31/19 PF Adj. EBITDA	$161	91[4]	$252
Credit Statistics:			
Total Debt /			
LTM 3/31/19 PF Adj. EBITDA	N/A		2.8x
Total Net Debt /			
D LTM 3/31/19 PF Adj. EBITDA	N/A		2.7x
E **Debt / Book Capitalization**	N/A		**30%**

Key Commentary

- **A** UGI's support of the acquisition with corporate liquidity illustrates UGIES's strategic importance to UGI
- **B** Anticipate $200mm secured, pari revolver; maturity 2021 – amendment pending
- Key maintenance covenants will remain:
  - Max leverage of 3.5x (subject to 4x during acquisition periods)
  - Minimum interest coverage ratio of 3.5x
- **C** Material pro forma scale with $252mm LTM Adjusted EBITDA[2]
- **D** **At 2.7x LTM 3/31/19 total net leverage, UGIES leverage profile will be among the lowest across the midstream peer group[3]**
- **E** Debt / Book capitalization of 30% results in material equity cushion of 70%

Note: UGI fiscal year end of 9/30. Net leverage calculated as Total Debt Less Cash divided by EBITDA.
(1) Capital contribution from UGI, which may be sourced via existing credit facilities, will be contributed to UGIES as equity. Assumes fees & expenses addressed with UGIES cash from balance sheet.
(2) EBITDA is a non-GAAP measure. See appendix for reconciliation.
(3) Peer group consists of AM, CEQP, CNXM, DCP, ENBL, ENLC, EQM, SMLP, and TRGP.
(4) CMG EBITDA adjusted for loss on sale of miscellaneous assets and allocated parent overhead expenses.

Key Investment Highlights

- Critical midstream infrastructure serving high-demand markets
- Strategically located in the core regions of the Marcellus & Utica
- Stable cash flows derived from long-term contracts with substantial take-or-pay component
- Diverse customer base of high quality, well-capitalized producers and end users of scale
- Low opening leverage when in comparison to industry peers
- Strategic relationship with UGI family of companies
- Experienced management team with proven track record

2. Company Overview

UGI Corporation

UGI Corporation Overview

UGI Corporation is a publicly traded distributor and marketer of energy products and services including natural gas, propane, butane and electricity

Enterprise Value: $17.3bn(1)

Market Cap: $11.0bn(1)

- **Assets:** Regulated gas & electric utilities serving over 700,000 customers
- **Scale:** 2nd largest gas utility in Pennsylvania(2) serving 44 of 67 counties
  - Most advanced distribution system in Pennsylvania
- **Location:** Service territories that lie within or adjacent to the Marcellus Shale production area

AmeriGas

America's Propane Company

- **Largest LPG Distributor in U.S.(2)** with ~1.1bn retail gallons sold in FY18 and ~1.7mm customers
- **National Accounts:** Utilizing scale to serve regional and national customers
- **Bulk Distribution:** 1mm tanks with 120 – 1,200 gallon capacity
- **Cylinder Exchange:** Portable tanks for barbecues and outdoor heating

UGI Energy Services

- **Midstream & Storage:** Natural gas pipeline and gathering systems across Pennsylvania serving producers, UGI Utilities and 3rd party end users
- **LNG / Peak Shaving:** Provides peaking services in periods of high demand
- **Power Generation:** ~300 MWs of electric generation capacity
- **Commodity Marketing:** Sells natural gas, liquid fuels and electricity to 40,000 customer locations along the East Coast

UGI INTERNATIONAL

- **Operations:** 17 countries with ~550,000 total customers
- **LPG Distribution:** ~1bn gallons sold in FY18, 18.5mm cylinders in circulation
  - Largest distributor in France, Austria, Belgium, Denmark, Luxembourg and Hungary
- **Energy Marketing:** ~28 Bcf of natural gas sold in FY18; ~5% of FY18 total margin

(1) Pro forma for AmeriGas Partners, L.P ("APU") buy-in simplification transaction by UGI, where UGI will issue 34.6mm shares to APU unit holders and pay $7.63 per APU unit. UGI consolidates 100% of APU EBITDA currently. Pro forma for CMG acquisition. Assumes pro forma share count of 208.8mm UGI shares, $6,641mm total debt, and $363mm cash as of 7/16/2019.

(2) Based on total customers.

Business Segment Snapshot

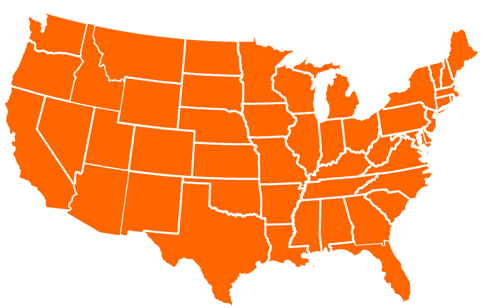
UGI Corporation(1)
Enterprise Value: $17.3bn
Market Cap: $11.0bn

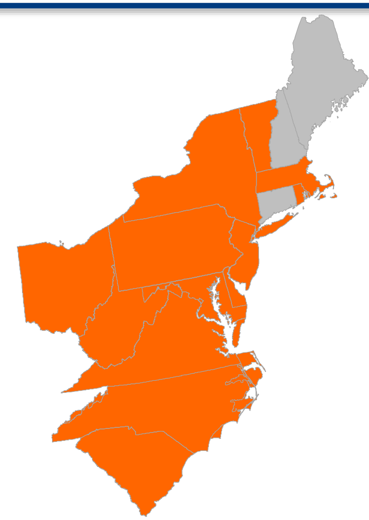
New $550mm Term Loan A(1)
New $300mm Revolving Credit Facility(1)
LTM PF Revenue: $7.6bn

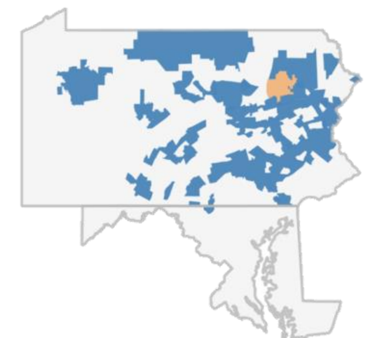
UGI International	AmeriGas	UGI Energy Services	UGI Utilities
Ratings: Ba1 / BB+ (Moody's / Fitch)	Ratings: Ba2 / BB (Moody's / Fitch)	**CMG Acquiring Entity & TLB Borrower**	Ratings: A2 / A- (Moody's / Fitch)
Revenue Contribution: 33%	*Revenue Contribution: 37%*	**$200mm Revolving Credit Facility**(2) **$150mm A/R Facility** **New $700mm Term Loan B** *Revenue Contribution: 18%*	*Revenue Contribution: 13%*

Areas of operation:

LPG Distribution
LPG Distribution & Energy Marketing







Gas Utility
UGI Utilities (gas, ~642,000 customers)

Electric Utility
UGI Electric (electric, ~62,000 customers)

Source: Company filings and FactSet as of 7/16/2019.
Note: Debt balances as of Q2 2019 (quarter ending 3/31/2019). Fiscal year ending 9/30/2019. LTM as of 3/31/19.
(1) Pro forma for AmeriGas Partners, L.P ("APU") buy-in simplification transaction by UGI, where UGI will issue 34.6mm shares to APU unit holders and pay $7.63 per APU unit. UGI consolidates 100% of APU EBITDA currently. Pro forma for CMG acquisition. Assumes pro forma share count of 208.8mm UGI shares, $6,641mm total debt, and $363mm cash as of 7/16/2019.
(2) Amendment pending.

UGI Corp is Leading Distributor and Marketer of Energy Products

Outstanding, disciplined growth

- UGI has invested $10.3bn over the last 20 years building its current business
- Delivered a 20 year adjusted earnings growth of 12.1%[(1)(3)]
- UGI is focused on building out fee-based income, limiting commodity exposure and maintaining a strong balance sheet

Strong cash flow profile

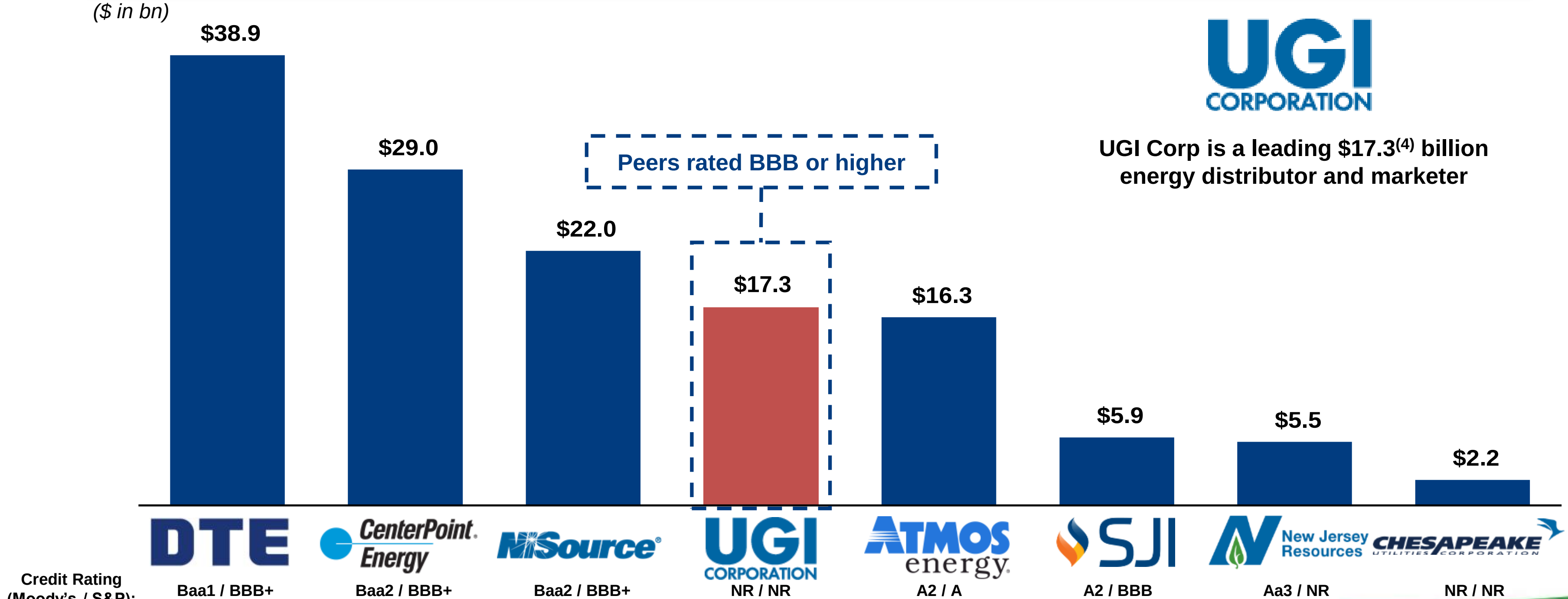
- Highest Free Cash Flow as a % of EBITDA among multi-utilities in S&P Utilities Index over the past decade[(3)]
- UGI expects to generate $1.1bn - $1.4bn[(2)] of Cash from Operations annually; $950mm - $1.3bn designated primarily to fund UGIES and Utilities growth

A leader in its markets

- AmeriGas is the largest U.S. LPG company, based on propane gallons sold
- Utilities is the 2nd largest gas utility in PA, based on total customers
- International is the largest LPG distributor in six western European countries, based on LPG gallons sold
- **CMG acquisition provides material midstream scale for UGIES**

Enterprise value of UGI and select peers

($ in bn)



UGI Corp is a leading $17.3[(4)] billion energy distributor and marketer

(1) 1998-2009 GAAP EPS, 2010-2018 Adjusted EPS.
(2) Represents multi-year average targets.
(3) Adjusted EPS and Free Cash Flow are non-GAAP measures. See appendix for reconciliation.
(4) Pro forma for AmeriGas Partners, L.P ("APU") buy-in simplification transaction by UGI, where UGI will issue 34.6mm shares to APU unit holders and pay $7.63 per APU unit. UGI consolidates 100% of APU EBITDA currently. Pro forma for CMG acquisition. Assumes pro forma share count of 208.8mm UGI shares, $6,641mm total debt, and $363mm cash as of 7/16/2019.

UGI Energy Services

Pro Forma UGIES Organizational Structure

UGI Corporation

- **AmeriGas Propane**
- **UGI International**
- **UGI Energy Services**
  LTM PF Margin[1]: $362mm
  LTM PF Adj. EBITDA[1]: $252mm
- **UGI Utilities**

UGI Energy Services segments:

Midstream

Midstream & Storage

LTM Margin: $89mm
Margin Contribution: 25%

- Operates natural gas pipelines and storage facilities in Northcentral and Eastern Pennsylvania
- Includes more than 200 miles of pipeline and more than 1,000,000 MMBtu/d of throughput capacity

Columbia Midstream Group

LTM Margin: $113mm
Margin Contribution: 31%

- Provides natural gas gathering and processing services in the Appalachian Basin through five discrete systems
- Total gathering capacity of ~2,675,000 MMBtu/d and processing capacity of ~240,000 MMBtu/d

LNG / Peak Shaving

LTM Margin: $84mm
Margin Contribution: 23%

- Provides peaking services to UGI Utilities and others in periods of high demand
- Serves as an 'insurance contract' for the Utility
- Current peaking portfolio consists of 21 contracts with an average length of over 3 years

Power Generation

LTM Margin: $27mm
Margin Contribution: 8%

- Maintains a portfolio of ~300 MW of power generation assets located in Western and Northeastern Pennsylvania

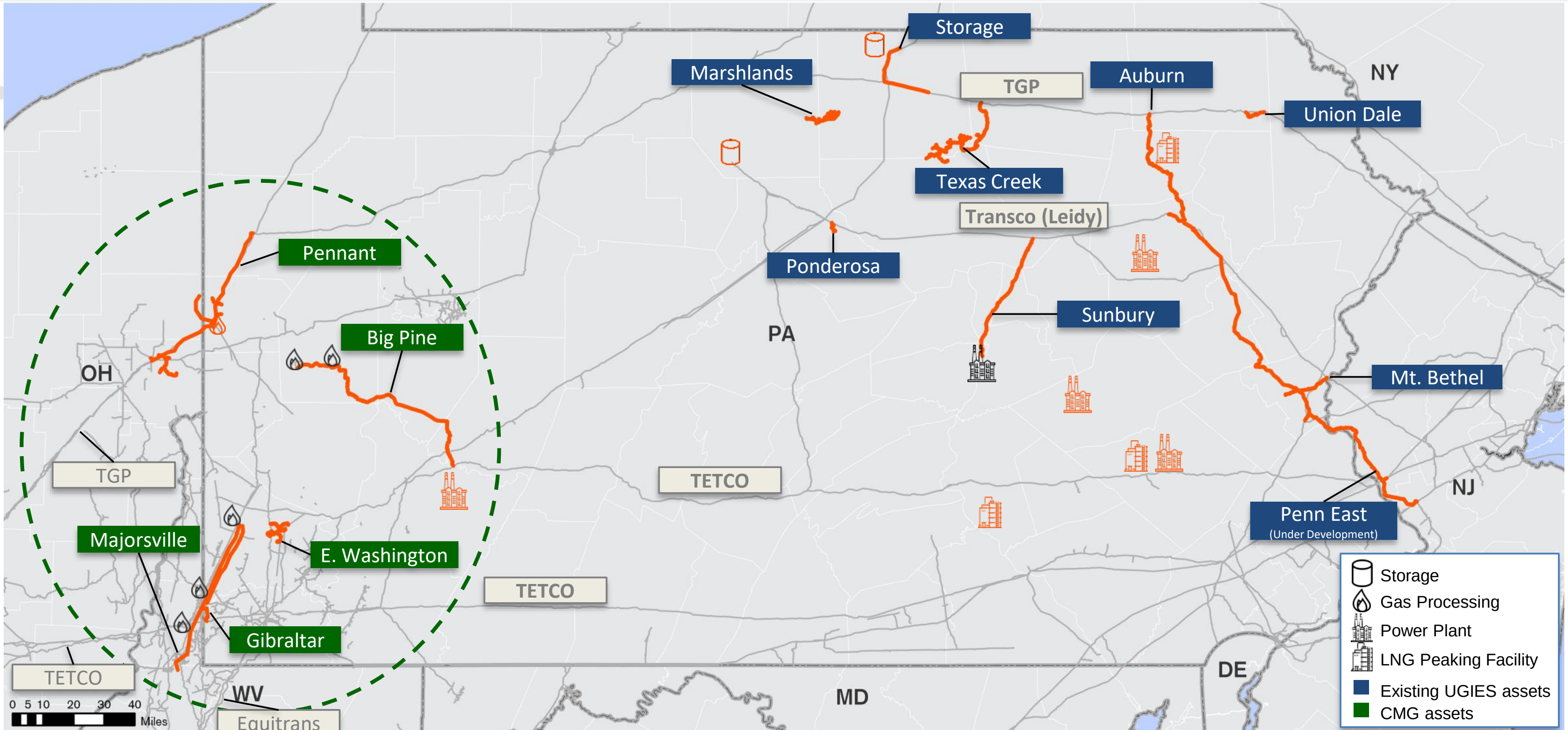
Commodity Marketing

LTM Margin: $48mm
Margin Contribution: 13%

- Markets natural gas, liquid fuels and electricity to 40,000 customer locations along East Coast

Note: LTM as of 3/31/19.
(1) Margin and EBITDA are non-GAAP measures. See appendix for reconciliation.

Pro Forma UGIES Asset Footprint



- ✓ Significant scale in Appalachian Basin with midstream assets serving high quality customer base
- ✓ Geographic synergies and complementary assets provide increased access to long-haul pipelines and facilitate future expansion
- ✓ Cash flows supported by long-term contract structure with creditworthy customer base and a large take-or-pay component
- ✓ Strategically rebalances UGI portfolio towards natural gas

Note: Orange color denotes UGIES pro-forma asset footprint, black denotes 3rd party assets.

Appalachian Basin Overview

Marcellus and Utica: A Long-Lived Resource

Expansive Footprint

Located in the heart of a large, resource-rich legacy oil and gas field

- Marcellus spans +100,000 sq. miles (60mm acres)
- Utica extends +170,000 sq. miles (100mm acres)
- Marcellus is the most abundant shale gas reservoir in the U.S. with over 30 Bcf/d current production

Attractive Recoverable Resource and Stack Pay Potential

Marcellus and Utica are estimated to retain 600+ Tcfe of technically recoverable resource

- In high producing areas, Marcellus Gas-in-Place reaches 125 – 150 Bcf and Point Pleasant 75 – 100 Bcf per sq. mile
- Stacked pay potential exists where productive areas of Marcellus and Utica overlap

Competitive Economics and Access to Markets

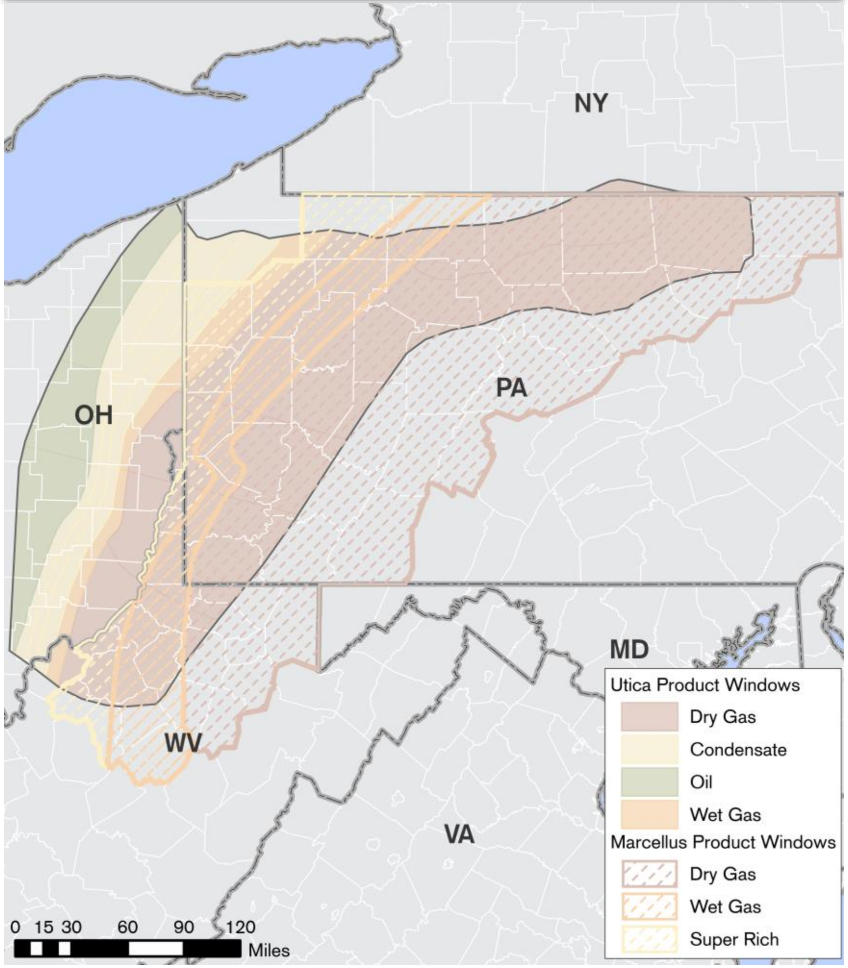
Advances in drilling, completions and cost optimization continue to improve drilling returns

- Competitive single well IRRs relative to other plays

Access to markets provides a competitive advantage over other gas plays

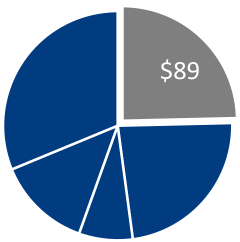
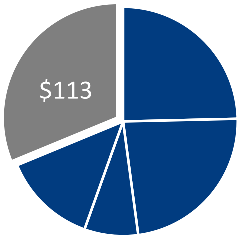
- Close proximity to population centers in NE and Mid-Atlantic
- Continued expansion of takeaway systems support additional growth

Overview Map



Source: RS Energy Group, PLSX, and Wall Street research.

Pro Forma UGIES Midstream Overview

	Legacy UGIES Midstream & Storage	Columbia Midstream Group
LTM Margin Contribution ($ in mm)		

Key Assets / Description	• Six natural gas pipelines and gathering systems across NE Pennsylvania serving both 3rd party end users and UGI Utilities
	• >200 miles of pipeline, 15 MMDth of natural gas storage
	• Key development project in PennEast pipeline (currently in permitting process) anticipating in-service in 2021
	  • 120 mile 36" pipeline with 1,100,000 MMcf/d capacity; received FERC approval in 2018
	  • Most revenues are contracted with large investment-grade utility companies
		• Five natural gas pipelines and one gas processing facility across SW Pennsylvania serving large, well capitalized operators
		• >240 miles of pipeline and 240,000 MMBtu/d total processing capacity
		• Highly contracted and predictable future revenues
		• Near-term identified growth projects provide attractive opportunities to deploy capital at 5.0x – 7.0x multiples

Cash Flow Quality	• Highly contracted cash flows with take-or-pay component • Long-term contracts with initial tenor of 15 – 30 years	• Highly contracted cash flows with take-or-pay component • Average remaining contract life of ~9 years
Customer Profile	• Customers include top-tier E&P operators, natural gas powered electricity generation stations and UGI Utilities	• Customer profiles include large recognizable E&P operators in the Appalachian Basin • Prior to the Transaction, UGIES had existing business relationships and interactions with all CMG shippers

Source: Company filings and presentations.

Pro Forma UGIES Midstream & Storage Asset Summary

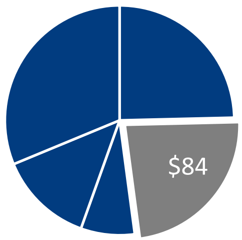
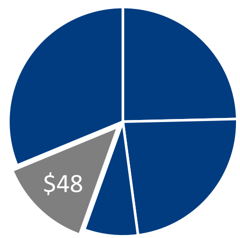
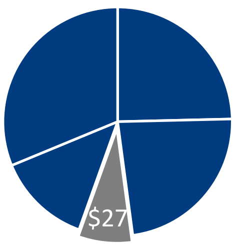
	Legacy UGIES (Midstream & Storage)									Columbia Midstream Group				
	Sunbury	PennEast	Auburn	Uniondale	Texas Creek	Ponderosa	Marshlands	Natural Gas Storage	Capacity Mgmt.	Big Pine	Gibraltar	Majorsville	East Washington	Pennant[2]
Capacity ('000 MMBtu/d)	~200	~1,100	~620	~100	~200	~33	~80	15,000[1]	N/A	~425	~1,000	~350	~300	~600 (gathering) ~240 (processing)

	Legacy UGIES (Midstream & Storage)	Columbia Midstream Group
Total Capacity	~1,233,000 MMBtu/d	~2,915,000 MMBtu/d (includes processing)
LTM Margin	~$89mm	~$113mm
% Take-or-Pay	~50% Take-or-Pay[3]	~64% Take-or-Pay
Contract Type	Primarily comprised of contracts with ToP and Acreage Dedication	Primarily comprised of contracts with a mix of MVC and Acreage Dedication
Wtd. Avg. Contract Life	Most contracts are primarily ~15 to ~30 year long contracts Average remaining life of 17.6 years	~9 years across all assets
Key Customers & End Users	Primary Customers: Cabot Oil & Gas Corporation, Range Resources, XTO Energy, Hilcorp, Panda Power Funds, UGI	Other Customers: CNX, Equinor, Kalnin Ventures, PennEnergy Resources, Rockdale, Snyder Brothers, Southern Company, Chevron, HG Energy, New Jersey Natural Gas, Pin Oak Energy Partners, SJI, S.T.L., SWN Southwestern Energy, Talden, UGI Energy Services

- ✓ **Adds significant scale and scope of operations, with system capacity growing from ~1,233,000 MMBtu/d to ~3,998,000 MMBtu/d and expanding to the southwest portion of the Appalachian Basin**
- ✓ **Expands base of customers, creating a diversified suite of producers underpinned by long-term contracts**
- ✓ **Provides a full suite of midstream services across transportation, gathering, and processing**

(1) Natural gas storage measured in MMcf.
(2) Reflects 100% capacity on the system.
(3) Represents consolidated UGIES take-or-pay margin.

Other UGIES Business Overview

	LNG / Peak Shaving	Commodity Marketing	Power Generation
LTM Margin Contribution ($ in mm)			

Key Assets / Description	• Two LNG liquefaction plants with up to 25,000 Dth/d of capacity
	• Six propane air peak shaving facilities with up to 95,000 Dth/d of capacity and 5 million gallons of propane storage
	• Three large scale LNG peak shaving plants and two portable LNG peak shaving units with combined capacity of 295,000 Dth/d and over 17 million gallons of LNG storage
		• Markets and sells natural gas, liquid fuels, and electricity along the East Coast
		• Strong synergies with Midstream segment
		• Complementary asset portfolio, large natural gas supply purchases, and management of regional supply infrastructure
			• Approximately 300 MW of power generation including:
			  • Hunlock Creek: Gas-fired plant
			  • Landfill gas facility
			  • Conemaugh: Coal plant
			  • Distributed solar

Cash Flow Quality	• Margin derived from demand charges under term contracts • Portfolio includes 21 contracts with 3+ years of remaining tenor	• Fixed-price contracts & back-to-back hedges executed at inception of contract • Remarkable track record of consistent margin (does not speculate on prices)	• Substantial contribution from fixed capacity payments and renewable energy credits
Customer Profile	• High quality gas utilities • Critical in serving customers on high-demand days	• 40,000 customer locations • Small-to-medium commercial and industrial customers with high customer retention rate	• Operates within established PJM Interconnection market

Source: Company filings and presentations.

Legacy UGI Energy Services

UGI Energy Services

Legacy UGIES Midstream and Storage Asset Summary

	FERC Transmission		Trunkline Gathering		Infield Gathering			Other	
	Sunbury	**PennEast**	**Auburn**	**Uniondale**	**Texas Creek**	**Ponderosa**	**Marshlands**	**Natural Gas Storage**	**Capacity Management**
Services Provided	Pipeline	Pipeline	Gathering	Gathering	Gathering	Gathering	Gathering	Storage	Capacity Management
Length (miles)	35	120	46	7	60	4	21	20	N/A
Diameter (in)	20	36	12, 20, 24	12	6, 8, 12, 16	6	4, 8, 10	8, 14	N/A
Capacity (MMBtu/d)	~200,000	~1,100,000	~620,000	~100,000	~200,000	~33,000	~80,000	~15,000(1)	N/A
LTM Volumes	Approximately 0.5 Bcf/d								
LTM Margin ($ in mm)	Total Margin: ~$89mm								
# of Shippers	2	12	3	1	1	1	1	N/A	N/A
Contract Type	ToP	ToP	ToP	ToP	Acreage Dedication w/ MVC	Acreage Dedication w/ MVC	Acreage Dedication w/ MVC	Annual Contract Renewal	Opportunistic
% Take-or-Pay	~50%(2)								
Weighted Average Contract Life	Most contracts are primarily ~15 to ~30 year long contracts Average remaining life of 17.6 years								
Key Customers & End Users	Cabot Oil & Gas Corporation; SJI; New Jersey Natural Gas; Kalnin Ventures; TALDEN; Panda Power Funds; ROCKDALE; UGI Energy Services; S.T.L.; Southern Company; UGI Energy to do more								

(1) Natural gas storage measured in MMcf.
(2) Represents consolidated UGIES take-or-pay margin.

Sunbury System Summary

System Description

- FERC regulated, 35-mile, 20" pipeline with related facilities located in Snyder, Union, Northumberland, Montour, and Lycoming Counties, Pennsylvania
- Went in service early 2017, serving Hummel Station, a 1,124 MW natural gas-fired power plant near Shamokin Dam in Snyder County
  - Hummel is a new, highly efficient combined cycle gas turbine plant that went into service in 2018
  - Sunbury supplies 100% of Hummel's natural gas needs and connects the plant to gas supply from the Transco and MARC I pipelines
- Also interconnects and serves UGI Central Penn Gas Utility

System Highlights

System Details	• 35 miles of 20" pipeline • >200,000 MMBtu/d capacity
Compression	• None
Receipt Points	• Transco • MARC I
Delivery Points	• Hummel Station • UGI Central Penn Gas

Source: Company filings and presentations.

Overview of Key Gathering Systems

		System Highlights	Description
Auburn	**System Details**	• 46 miles of pipeline • >620,000 MMBtu/d capacity completed over 4 phases since 2011	• Multi-phase, multi-year project located in Northeast Pennsylvania • Provides transportation service for natural gas producers linking production to the interstate pipelines • Multiple outlets for gas, including access to both Tennessee and Transco Interstate Pipeline System • Contains approximately 46 miles of pipe, two existing compressors stations and two additional compressors stations under construction
	Receipt Points	• Energy Transfer Gathering System • Williams Gathering System	
	Delivery Points	• Tennessee Pipeline • Transco Pipeline	
Texas Creek	**System Details**	• 60 miles of pipeline • 200,000 MMBtu/d capacity	• Infield gathering system operating in the Marcellus Shale in Northeast Pennsylvania • Compressor and dehydration stations capable of moving ~200,000 MMBtu/d • Key delivery points include Tennessee and Transco Interstate Pipeline System (via Regency) • Received acreage dedication and ample minimum volume commitments from producers
	Receipt Points	• Infield gathering	
	Delivery Points	• Tennessee Pipeline • Transco Pipeline (via Energy Transfer)	
Marshlands	**System Details**	• 21 miles • 80,000 MMBtu/d gathering capacity	• Infield gathering system operating in the Marcellus Shale in northeast Pennsylvania • Purchased in early 2019, a Gas Gathering Agreement is in place with shipper including ample minimum volume commitment and acreage dedication
	Receipt Points	• Infield gathering	
	Delivery Points	• Dominion Transmission	

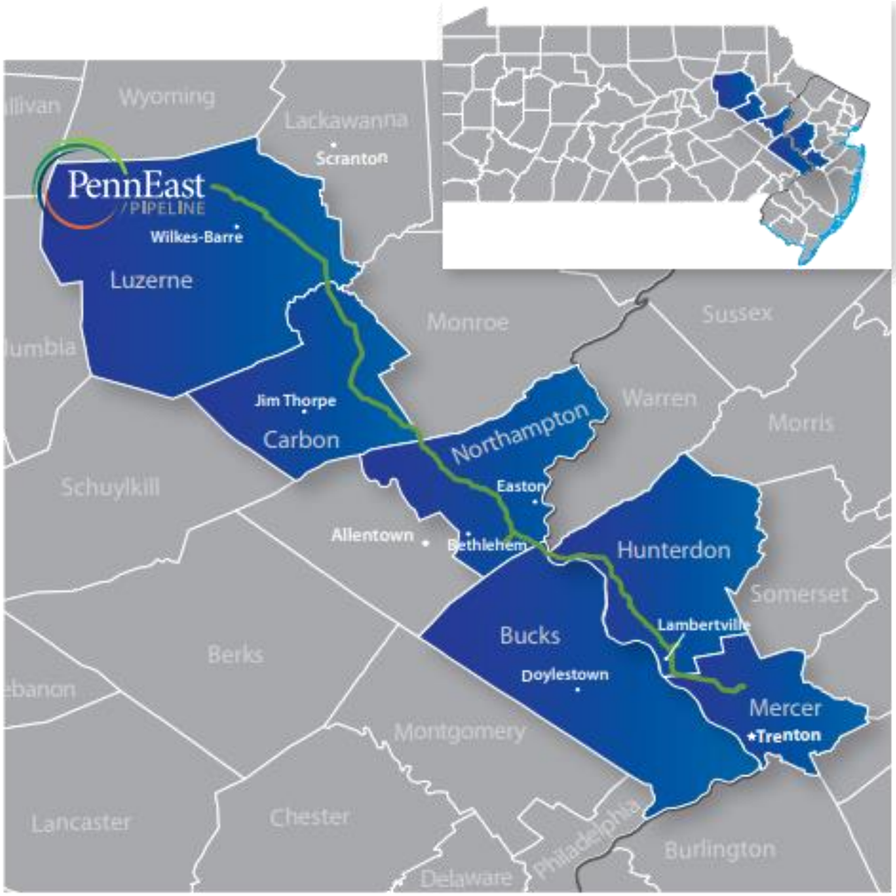
Source: Company filings and presentations.

UGI Energy Services

PennEast System Summary (Under Development)

System Description

- ~$1bn project located in Eastern Pennsylvania and Western New Jersey that delivers 1.1 Bcf/d of natural gas (90% subscribed)
- 120 mile natural gas pipeline originates in Dallas, PA and terminate near Pennington, NJ
- UGIES (operator) and its equal partners (Southern Company, New Jersey Resources, South Jersey Industries and Enbridge) all plan to be customers under 15-year contracts
- Received FERC approval in 2018 and plans to commence construction type activities in 2020 with a seven month construction period



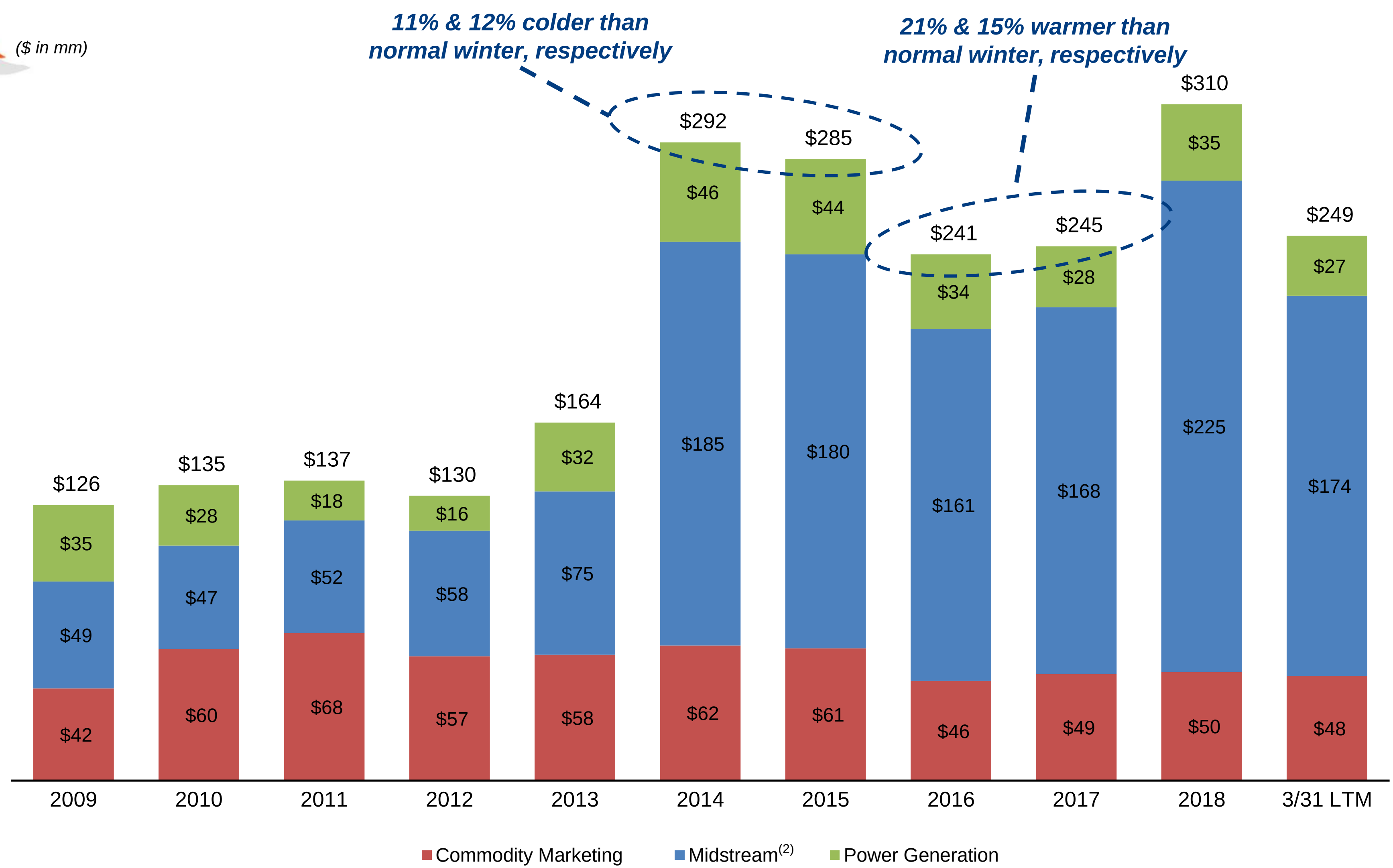
System Highlights

System Details	• 120 miles of 36” pipeline, 1.1 Bcf/d capacity
Compression	• Kidder Township, Carbon County, PA
Receipt Points	• Auburn, Transco, Williams, Energy Transfer
Delivery Points	• Transco, Columbia Gas Transmission, Texas Eastern Transmission, Algonquin
Key Shippers	Southern Company; New Jersey Natural Gas; Cabot Oil & Gas Corporation; SJI

990,000 Dth/day already subscribed; represents 90% of total project capacity

Source: Company filings and presentations.

UGIES Historical Margin Breakdown[1]



(1) Margin is a non-GAAP measure. See GAAP reconciliation in the appendix.
(2) Includes LNG Peak Shaving.

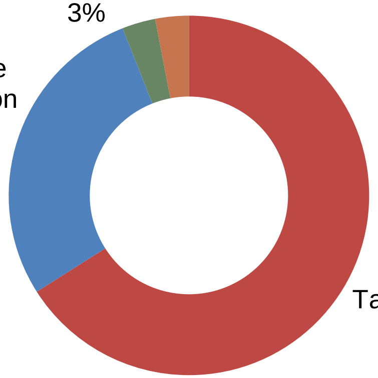
Columbia Midstream Group

Strategic Platform Underpinned by Long-Term Contracts

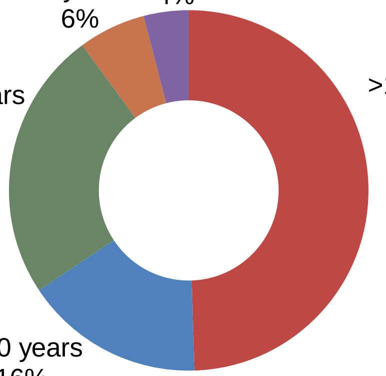
Overview of CMG

- Five recently constructed assets enhance existing gathering business and expand UGI into processing, treating, and liquids handling services
- ~95% of CMG's 2019E revenue is from take-or-pay contracts or acreage dedication with active operators in the Appalachian Basin
- Diversified customer base; 90% of current contracts have tenor greater than 5 years
- Connectivity to key market hubs creates optimization opportunities
  - Each system provides multiple interconnection or processing hubs enhancing producer net backs
  - Allows customers to fill capacity commitments on interconnecting pipelines
- Strategically located assets adjacent to long-haul pipelines allows for future expansion

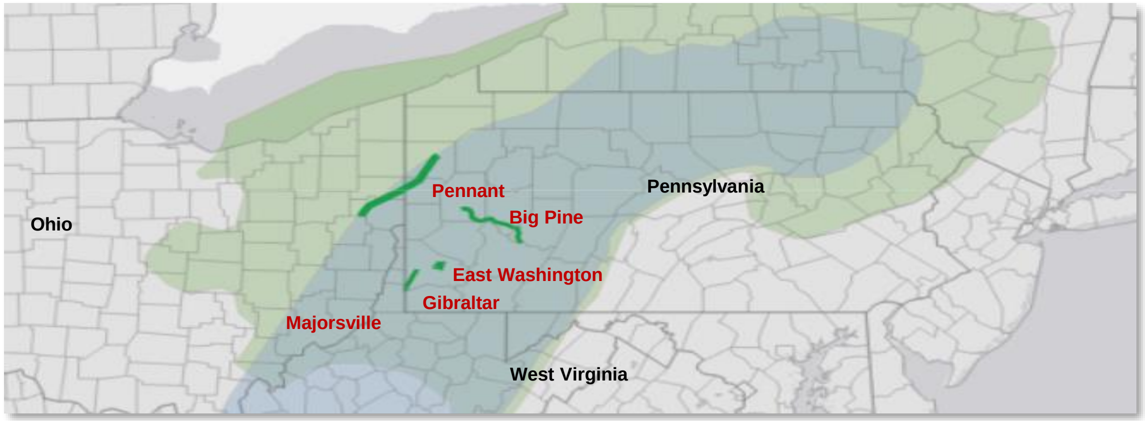
2019E Contract Profile



2019E Contract Tenor



Systems located in the core regions of the Appalachian Basin



Source: Company filings and presentations.

CMG Acquisition Rationale

Establishes midstream platform with substantial scale	• Adds significant scale and scope of operations to UGI's existing natural gas midstream business in the Appalachian Basin • Expands base of quality business partners and customers • Provides UGI with a full suite of midstream services, including in-basin transportation, dry and wet gas gathering, and natural gas processing
Cash flows supported by take-or-pay contracts and acreage dedication	• Weighted average contract life of ~9 years; ~64% take-or-pay • Existing contracts with multiple producers backed by strong credit ratings and high quality acreage positions in Southwest Marcellus • Located in one of the most prolific natural gas basins with attractive well economics
Synergies with UGI subsidiaries	• Supply and Logistics: Creates wholesale opportunities to assist producers in optimizing their access to the highest value market • Retail Gas Marketing: Facilitates access to local supply sourced from producers shipping on the CMG gathering assets
Contracted growth opportunities	• Visible expansion projects supported by significant contracted cash flow component and attractive build multiples • Existing UGIES footprint, acquired CMG assets and future expansion projects drive deleveraging through strong free cash flow generation

Columbia Midstream Group System Summary

	Big Pine	Gibraltar	Majorsville	East Washington	Pennant[1]
Services Provided	Dry gas gathering	Dry gas gathering	Wet gas gathering	Infield gathering	Gas gathering and processing
Length (miles)	67	25	46	21	82
Diameter (in)	20, 24	36	16, 20	8, 12, 16	16, 20, 24
Capacity (MMBtu/d)	~425,000	~1,000,000	~350,000	~300,000	~600,000 (gathering) ~240,000 (processing)
LTM Volumes (MMBtu/d)			~1,054,000		
LTM Margin ($ in mm)			$113mm		
# of Shippers	4	3	6	1	3
Contract Type	MVC and Acreage Dedication	MVC and Usage / Interruptible	Demand Based (w/ ToP fee on Capacity) / Interruptible	Acreage Dedication with MVC component	MVC, AMI w/ Usage and Cost-of-Service
% of Take-or-Pay			~64%		
Weighted Average Contract Life			~9 years across all assets		
Key Customers	CNX, equinor, Chevron	HG Energy	Hilcorp, PennEnergy Resources, PinOak Energy Partners	Range Resources, Snyder Brothers Inc.	XTO Energy, SWN Southwestern Energy

(1) Reflects 100% capacity on the system. CMG owns a 47.025% joint venture interest in Pennant.

CMG System Summary

Big Pine System Description

- Big Pine's base system was completed in 2013 and originally consisted of ~57 miles of dry gas gathering capability
- An additional ~10 mile expansion was completed in 2016 for a total of ~67 miles
  - Included a connection to the Bluestone Gas Plant operated by MarkWest (MPLX affiliate) and additional compression
- The system is fully contracted and support by a mix of acreage dedications and take-or-pay commitments under long-term contracts
  - Anchor shipper contract underpinned by large acreage dedication
- Bowser meter expansion and recently installed producer gathering lines completed 1H 2019

System Details	• In-service date: 2013 • ~425,000 MMBtu/d capacity
Compression	• One 4,000 HP compressor station
Receipt Points	• Various gathering connections from gas producers • XTO processing plant • Bluestone processing plant (MarkWest)
Delivery Points	• DTI, TCO[1], TETCO
Contract Summary	• MVC and Acreage Dedication

Gibraltar System Summary

- The Gibraltar system was placed into service in late 2017 to transport dry gas through Washington County, PA
- Runs adjacent to CMG's Majorsville pipeline and provides access to Columbia Gas Transmission's XPress pipeline grid with ~1.8Bcf/d of receipt takeaway capacity at TCO Pool and downstream markets
- Underpinned by three producer contracts with the anchor shipper having backstopped the project with a MVC of 300,000 MMBtu/d; increasing to 400,000 MMBtu/d in December 2019
- Receives gas from direct producer connections and from the Houston gas processing plant
- The Houston plant is operated by MarkWest and was upgraded in 2018 to 720 MMcf/d of total capacity

System Details	• In service late 2017 • ~1,000,000 MMBtu/d capacity • 25 miles of 36 inch dry gas gathering system
Compression	• One 10,000 HP compressor station with expandability
Receipt Points	• Dry gas from direct connections to producers • Tailgate volumes from Houston gas plant (MarkWest)
Delivery Points	• TCO, TETCO / Nexus
Contract Summary	• MVC and Usage / Interruptible

Source: Company filings and presentations.
(1) TCO delivery point currently inactive.

CMG System Summary (Cont'd)

Majorsville System Description

- The Majorsville system is located on top of core Marcellus wet gas drilling activity
- Provides access to two processing plants
  - Majorsville: Operated by MarkWest with 1.3 Bcf/d of processing capacity (additional 200 MMcf/d of capacity added in 2018)
  - Ft. Beeler: Operated by Williams with 0.5 Bcf/d of capacity
- Four segments of pipe, including two wet gas gathering lines and two residue gas outlets from the Majorsville processing plants
- Contracts in place with six different area producers, which have allowed the system to operate near capacity since 2017
- A substantial portion of their volumes come from demand based contracts, which earn a take-or-pay fee on capacity, plus incremental fees for actual throughput volumes

Line 1758 ~300,000 MMBtu/d	• High pressure, 21 miles, 20 inch pipe • Gathers wet gas from Victory Storage area and other receipts for delivery into the Majorsville plant
Line 1360 ~88,000 MMBtu/d	• Low pressure, 21 miles, 16 inch pipe • Gathers west gas from MarkWest Liberty System • Delivery into MarkWest Majorsville plant
Line 1758 ~338,000 MMBtu/d	• Residue outlet, 4 miles, 16 inch pipe • Receives gas from Majorsville plant and Gibraltar • Provides deliveries into TETCO / Nexus
TCO Meter	• Residue outlet • Delivers gas into Columbia Gas Line 1758
Contract Summary	• Demand Based (w / ToP fee on Capacity)

East Washington System Summary

- East Washington gathering system constructed to service a single system producer (Ba2 / BB+)
- Take-or-pay demand based contract of 100,000 MMBtu/d, as well as an acreage dedication for the additional capacity of the system
- At Producer's discretion, CMG would be obligated to add compression to the system; Producer pays an incremental fee on the rated capacity of the compression facility over a ten years
- Tie-in gathering lines to new wells pads are built by the shipper
- Delivery points are TCO (Line 1570) and Equitrans, with the majority of volumes being delivered to Equitrans
- Producer recently came to an agreement with Equitrans for additional takeaway from the area increasing optionality and throughput for the gathering system

System Details	• In service date: 2015 • Constructed to service a single customer • ~300,000 MMBtu/d capacity • 21 miles of 8', 12' and 16' pipe
Compression	• None
Receipt Points	• Various producer delivery points across the system
Delivery Points	• TCO • Equitrans
Contract Summary	• Acreage Dedication with MVC component

Source: Company filings and presentations.

Pennant System Summary

System Description

- 47.025% ownership in a JV with Harvest Pipeline, a subsidiary of Hilcorp Energy Company ("Hilcorp") and Three Rivers Midstream (affiliate of Williams)
- CMG is operator of the system, which was completed and placed in-service mid-2014 with AMI consisting of six counties
- Gathers wet gas in Ohio and Pennsylvania for delivery into the Hickory Bend processing plant in Mahoning County (plant 100% owned by the joint venture)
  - Wet gas gathering and processing volumes are under a MVC contract with one primary customer
- Additional dry gas gathering and processing contracts are under acreage dedication with cost-of-service rate of return / usage fees

System Details	• Cryogenic gas processing plant • ~240,000 MMBtu/d capacity
Wet Gas Header	• 43 mile, 20 and 24 inch pipe
Y-Grade Line	• 38 mile, 16 and 20 inch pipe
Y-Grade Outlets	• Harrison Hub Fraction Facility Scio
Residue Outlets	• Dominion East Ohio • TGP
Contract Summary	• MVC, AMI w/ Usage and Cost-of-Service

Source: Company filings and presentations.

UGI Energy Services

Columbia Midstream Group Contract Summary

	Big Pine		Gibraltar		Majorsville			East Washington	Pennant[1]	
Contract Type	Take-or-pay	Acreage dedication	Take-or-pay	Interruptible	Take-or-pay	Demand / Usage	Interruptible	Acreage dedication	Take-or-pay (Gathering)	Take-or-pay (Processing)
Contracted Capacity (MMBtu/d)	~175,000	~240,000	~525,000[2]	NA	~150,000[3]	~175,000	~25,000	~300,000	~200,000	~175,000
Expiration	~9 years across all assets									
Renewal Terms	Annual evergreen / five year evergreen	Annual evergreen	Annual evergreen	Annual renewal	Annual evergreen	None	None	Five year renewal with annual evergreens	Five year evergreens (x2)	Five year evergreens (x2)

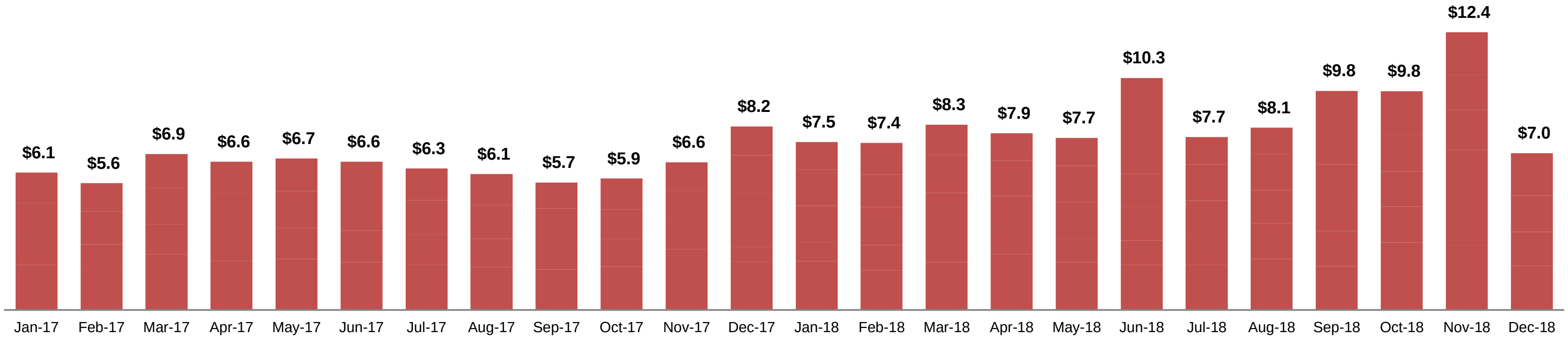
Source: Company filings and presentations.
(1) Reflects 100% capacity on the system.
(2) Gibraltar contracted capacity based off of existing MVC of 300,000 MMBtu/d increasing to 400,000 MMBtu/d in December 2019 and with the MRC dropping from 300,000 MMBtu/d to 121,000 MMBtu/d at the time.
(3) Shipper has the option to flow volumes of 150,000 MMBtu/d across either the Gibraltar or Majorsville system.

UGI Energy Services

Columbia Midstream Group

Historical Margin

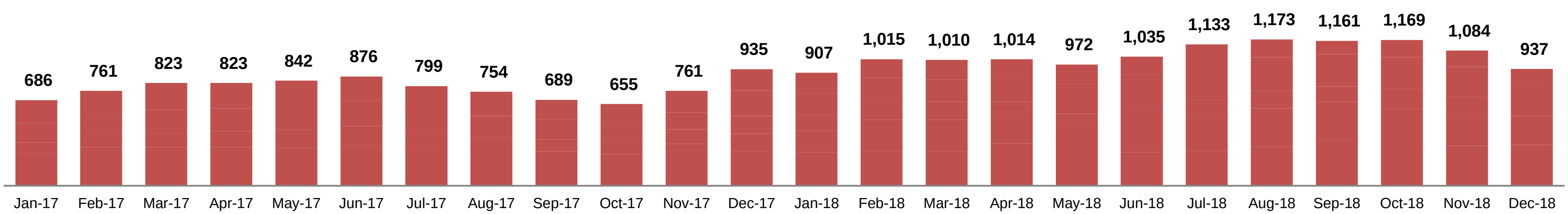
($ in mm)



Historical Volume

Existing capacity:
~2,675,000 MMBtu/d

('000s MMBtu/d)



Source: Company filings and presentations.

UGI Energy Services

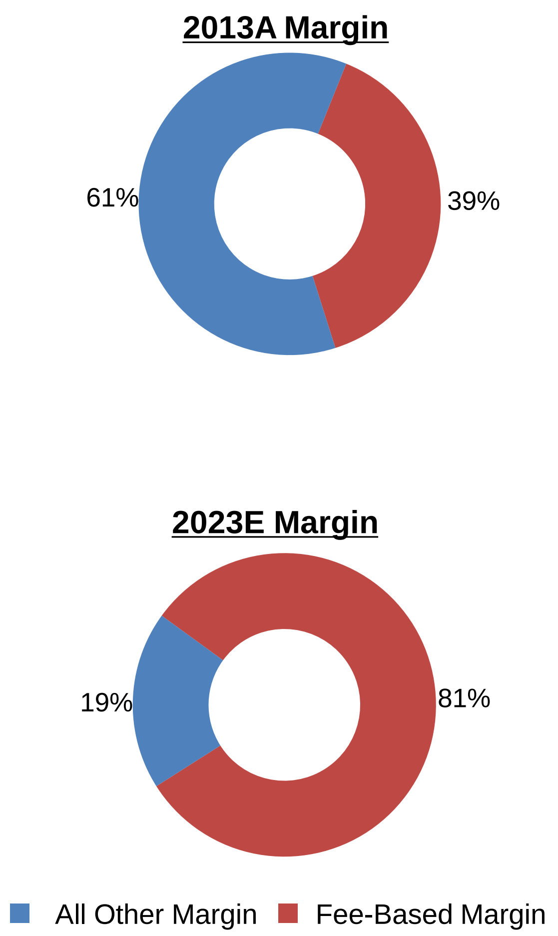
Pro Forma

Transformative acquisition enhances business portfolio mix and scale

Creates contracted natural gas portfolio of scale

- CMG acquisition rebalances UGI toward highly-contracted natural gas assets with fee-based margins and take or pay components
  - Cash flows supported by long-term contract structure with creditworthy customer base and a large take-or-pay component
- Development projects further enhance stability of cash flows, with PennEast being fully subscribed with 15 year contracts
- Pro forma system capacity of ~4.0 Bcf/d approaching scale of blue-chip investment-grade competitors
- Geographic synergies and complementary assets provide increased access to long-haul pipelines and facilitate future expansion

Increasing Fee-Based Margin[1]



(1) Margin is a non-GAAP measure. See appendix for reconciliation.

Summary of Growth Projects

Major Capital Projects

Asset	Description	Net Capex
PennEast	Long-haul pipeline delivering natural gas to key utilities in PA & NJ with construction type activities expected to begin in 2020	$200mm
Columbia Midstream Group	Trunkline expansion	$300mm - $500mm
	In-field gathering build-out	
	Compression addition	

- UGIES has identified capital investment opportunities in both legacy and CMG portfolio at estimated build multiples of 5.0x – 7.0x
- Growth projects underwritten by attractive contracts with existing customers
- PennEast development represents highly-contracted cash flow profile at ~90% subscription
  - Anticipated to execute non-recourse project financing upon completion of the project
- Remaining capital expenditure program funded through operating cash flow

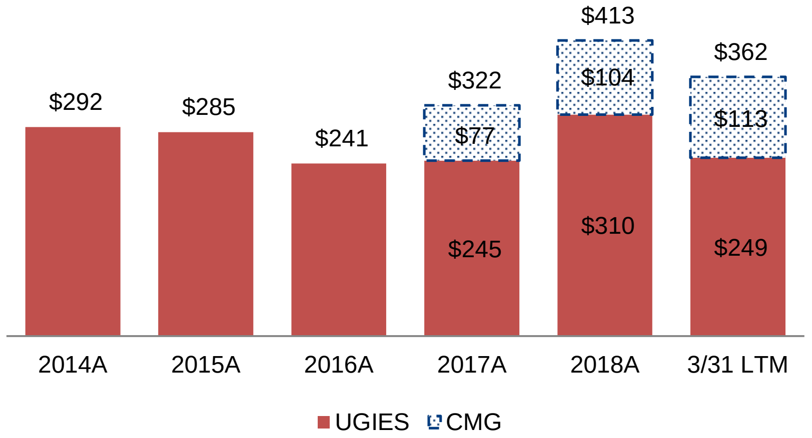
PennEast (Under Development)

Hickory Bend Gathering & Processing

UGIES + CMG Pro Forma Business

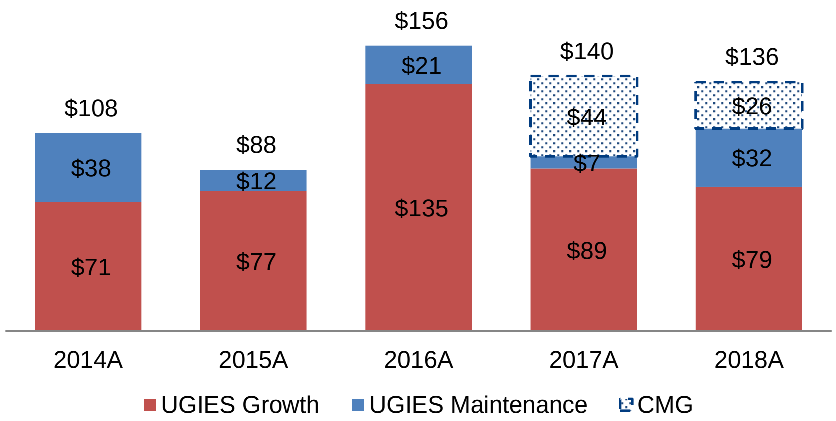
Historical Margin[1]

($ in mm)



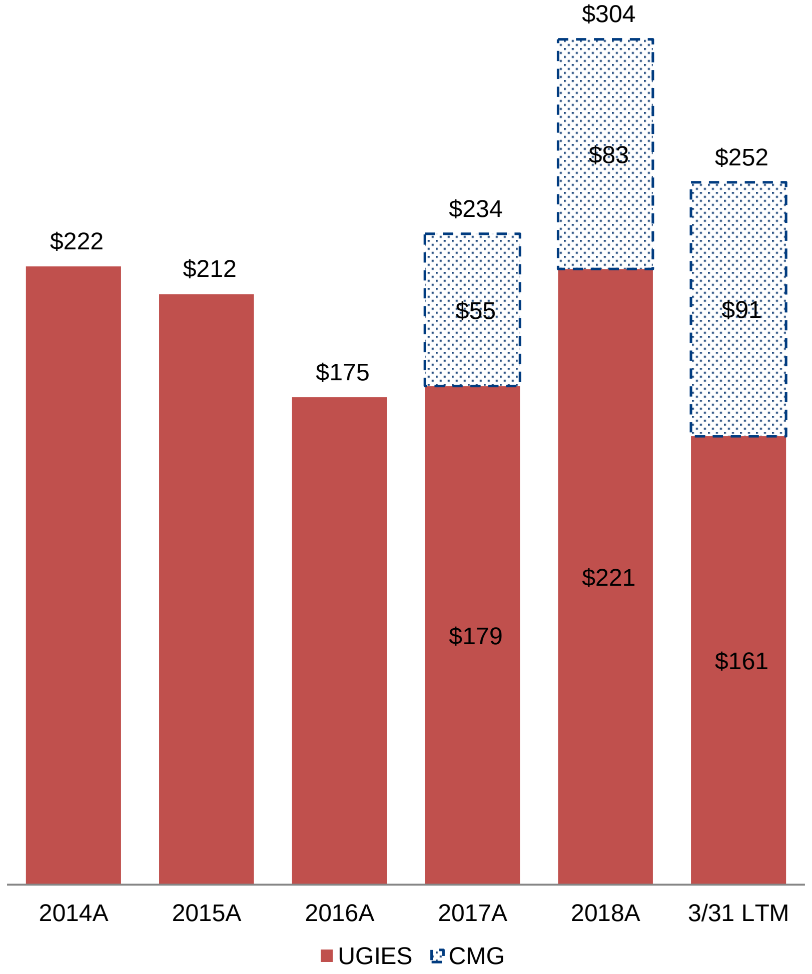
Capital Expenditures

($ in mm)



EBITDA[1][2]

($ in mm)



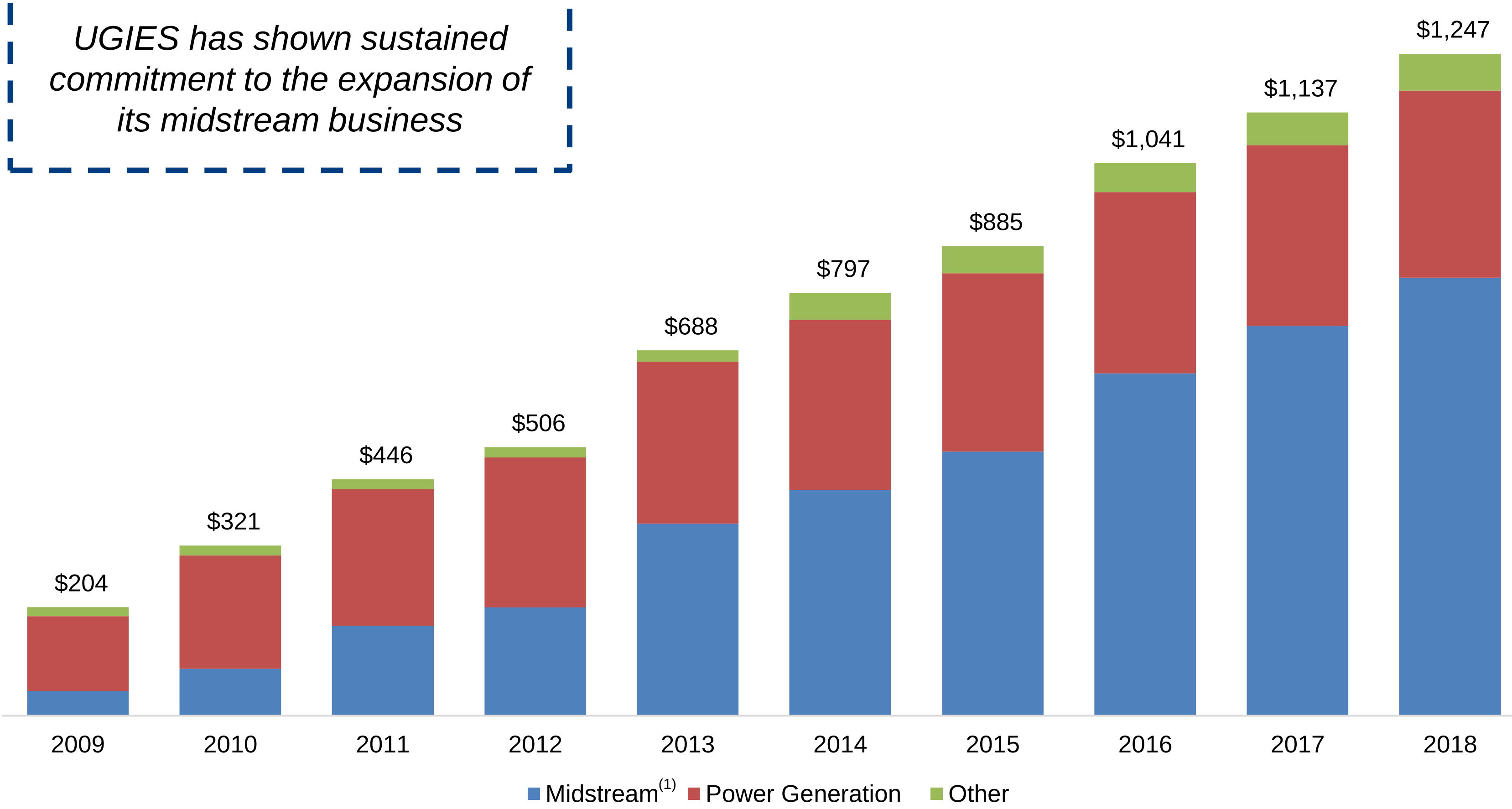
Source: Company filings and presentations.
Note: Fiscal year end of September 30. CMG data reflective of calendar year end. CMG reflects Adjusted EBITDA.
(1) EBITDA and Margin are non-GAAP measures. See GAAP reconciliation in the appendix.
(2) CMG EBITDA adjusted for loss on sale of miscellaneous assets and allocated parent overhead expenses.

Significant Capital Investment to Date

UGIES Cumulative Capital Expenditure

($ in mm)

UGIES has shown sustained commitment to the expansion of its midstream business



(1) Includes LNG Peak Shaving.

3. Key Credit Highlights

Key Highlights

1. Critical midstream infrastructure serving high-demand markets
2. Strategically located in the core regions of the Marcellus & Utica
3. Stable cash flows derived from long-term contracts with substantial take-or-pay component
4. Diverse customer base of high quality, well-capitalized producers and end users of scale
5. Low opening leverage when in comparison to industry peers
6. Strategic relationship with UGI family of companies
7. Experienced management team with proven track record

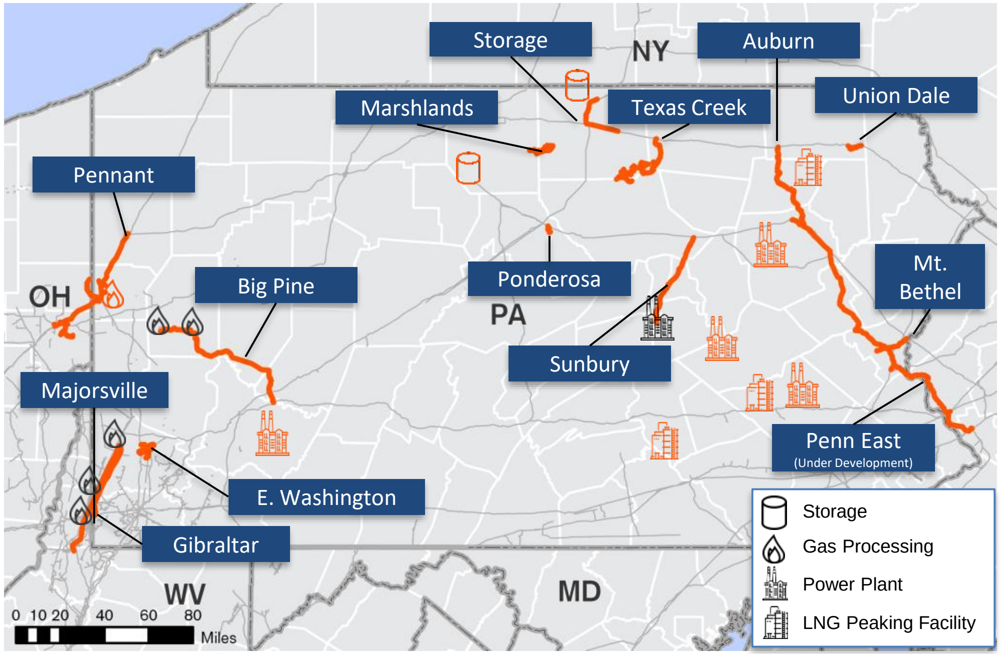
Critical midstream infrastructure serving high-demand markets

1

Asset Highlights

- UGIES pipelines serve some of the basin's largest public and private oil and gas producers
  - Legacy business provides dry gas gathering and storage services to key shippers in NE Pennsylvania
  - Critical gas supplier for LDCs serving large population centers along the East Coast
  - CMG acquisition diversifies into wet-gas gathering and processing in SW Marcellus with attractive growth potential
- Midstream system functions as an intra-basin transportation system, connecting critical pieces of infrastructure
- LNG peaking provides steady & predictable stream of cash flows with A-rated counterparty
- Power generation assets include baseload capacity in the PJM market

Pro Forma Asset Footprint



UGIES operates a diversified, integrated midstream platform with complementary businesses across the energy value chain

Note: Orange color denotes UGIES owned assets, black denotes 3rd party assets

1 Critical midstream infrastructure serving high-demand markets

UGIES assets are located strategically close to low-cost supply and demand centers

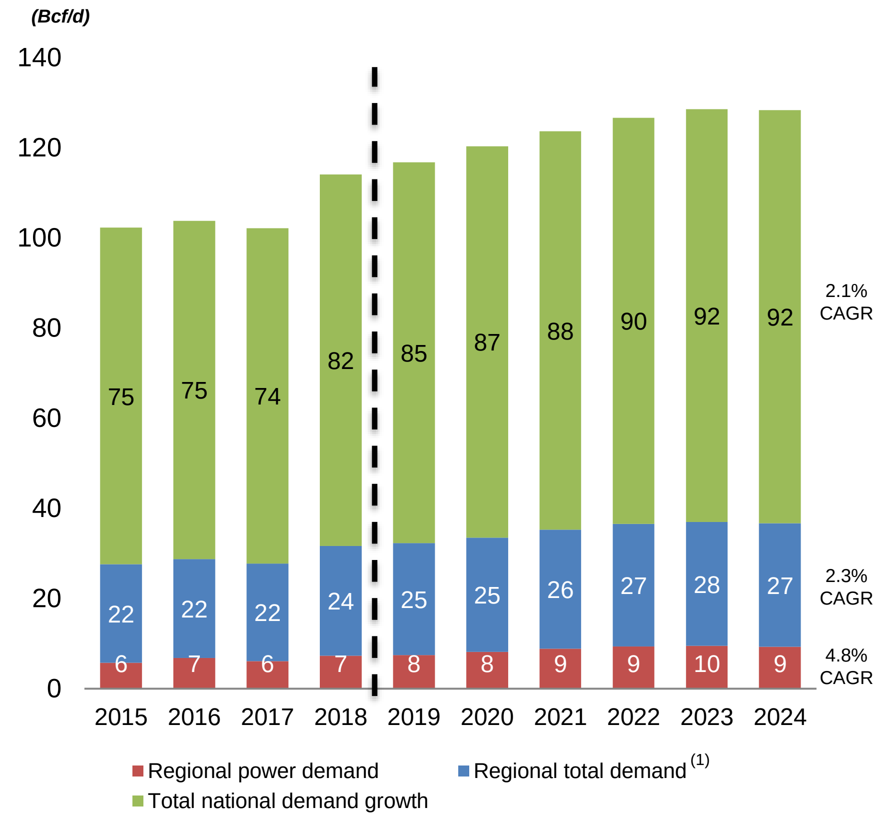
Low cost supply:

- UGIES assets are located in the core region of the Appalachian Basin, with volumes supported by long-lived, low-cost resources
  - Production from the Appalachian region has grown at a CAGR of 14% from 2014
  - Projections show Marcellus and Utica will account for 32% of U.S. gas production by 2024

Growing regional and national demand:

- Natural gas demand is poised to continue growing in the U.S. and especially in the regions served by the assets
  - U.S. demand set to grow 1.9% to 2024, with the NE growing at 2.5%
  - National demand growth is supported by increasing long-haul takeaway capacity to serve growing Gulf Coast demand
  - Regional demand story driven by proximity to major population centers and a major transition of the Northeastern power generation fleet from coal to gas

Natural gas demand projections

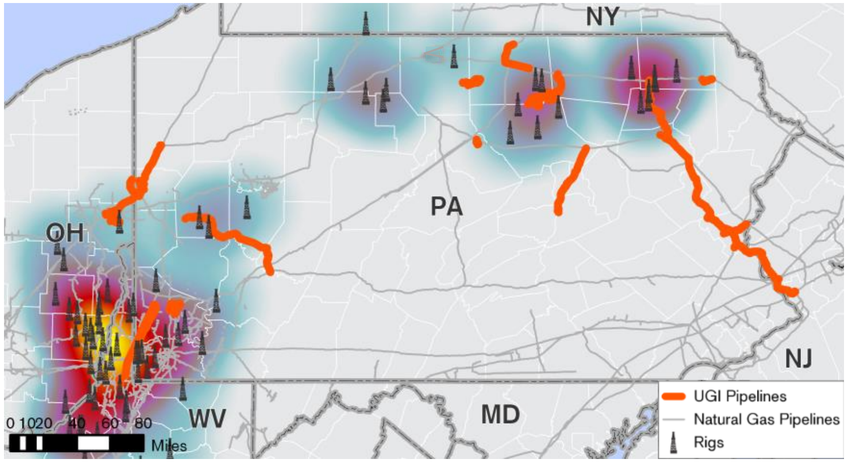


Source WoodMackenzie, Company information.
(1) Includes Illinois, Michigan, Delaware, Ohio, District of Columbia, Maryland, Virginia, West Virginia, New Jersey, New York, and Pennsylvania.

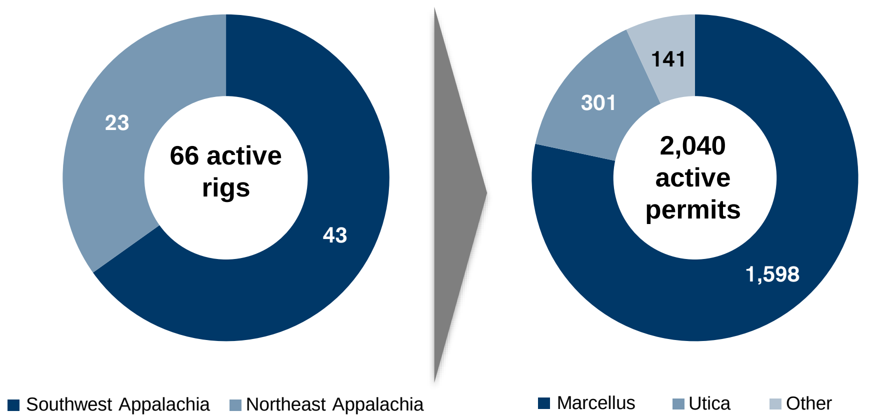
2 Strategically located in the core regions of the Marcellus & Utica

- UGIES pipelines are located in one of North America's most prolific natural gas producing basins
- Activity has increased to drive both SW Appalachia & NE Appalachia production
  - Approximately 65% and 35% of rigs are located in SW Appalachia & NE Appalachia, respectively
- Both sub-regions of the Appalachia have improved drilling & completions costs, creating one of the most economic gas basins, driving significant production growth

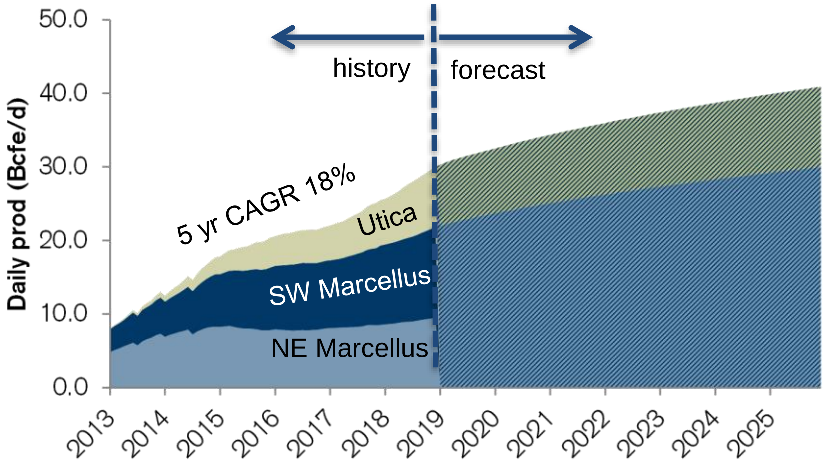
Active Rig Footprint in Core of Basins



Active Rigs & Permits



Historical & Projected Production



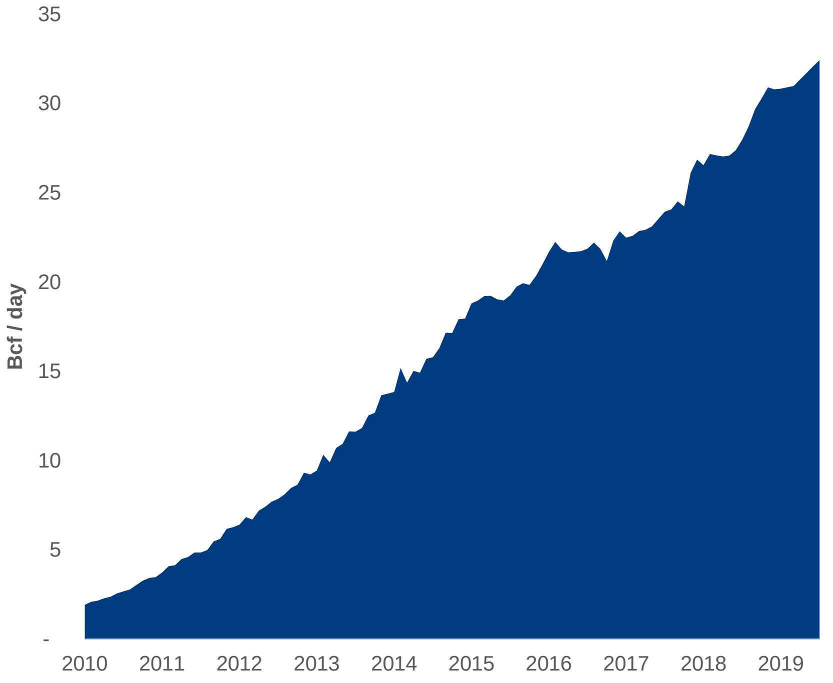
Source RSEG, WoodMackenzie, and DrillingInfo.

Appalachian basin continues to see growth

2

New-well Gas Production per Rig

Appalachian Natural Gas Production



Rig count has stabilized in the Appalachia Region; production per rig and total production has continued to increase

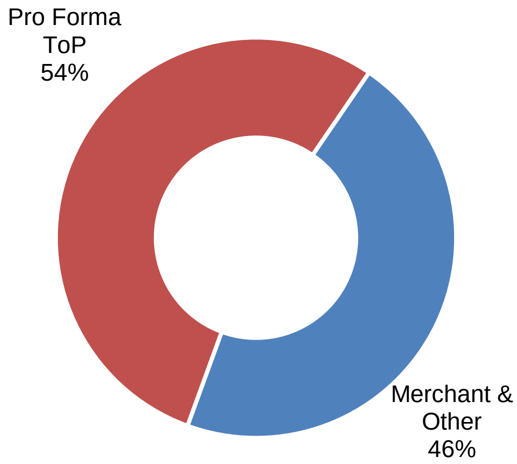
Source: EIA June 2019 Appalachian Basin Drilling Productivity Report.

3 Stable cash flows derived from long-term contracts with take-or-pay component

Cash Flow Highlights

- UGIES operates a diverse asset portfolio with limited direct commodity exposure
- Columbia Midstream Group average remaining contract life of ~9 years, with UGIES remaining average contract life of ~18 years
- Stable base business supports leverage profile
- Growth and expansion plans are underpinned by take-or-pay contract component

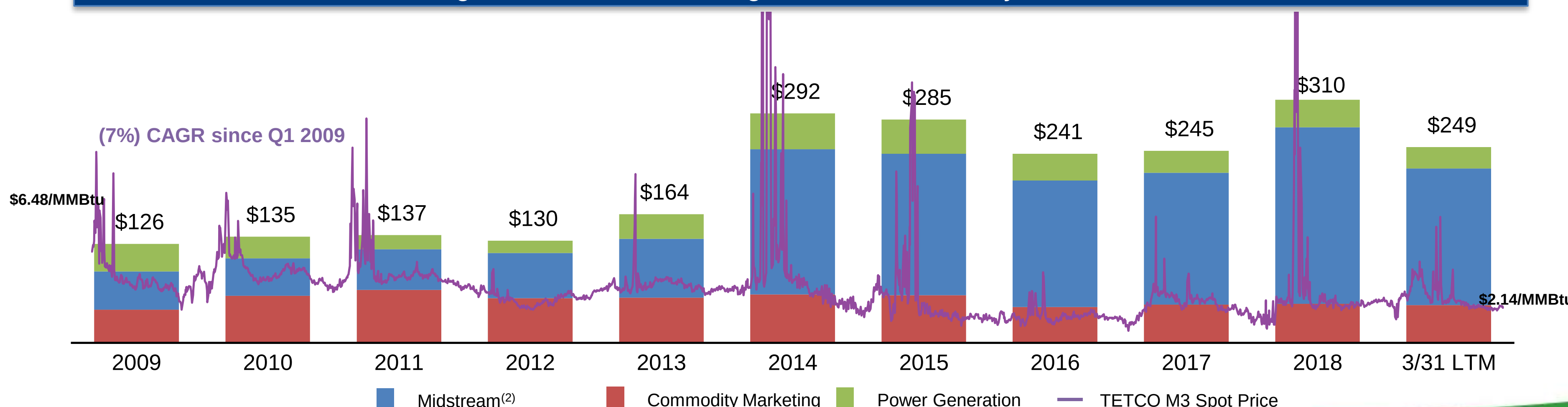
Pro Forma Take or Pay Margin(1)



Expect greater future take-or-pay contribution from:

- Contracted growth projects
- MVC step-ups with existing customers
- Increased demand for LNG capacity

Stable Margin Performance During Volatile Commodity Price Environment(2)



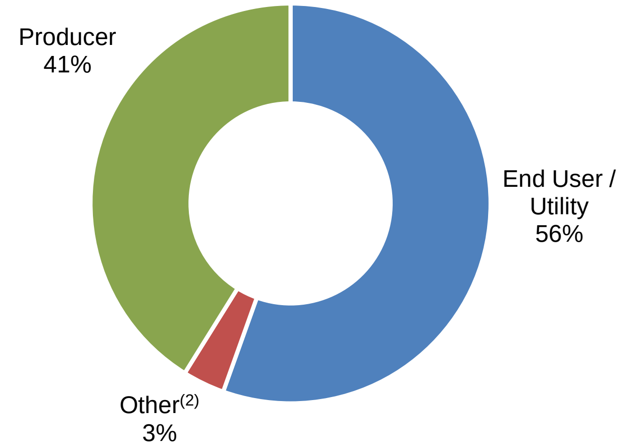
(1) Represents weighted average ToP percentage based on ~50% of UGIES $249mm LTM margin and 64% of CMG $113mm LTM margin.
(2) Includes LNG / Peak Shaving. Margin is a non-GAAP measure. See GAAP reconciliation in the appendix.

4 Diverse customer base of high quality, well-capitalized producers and end users

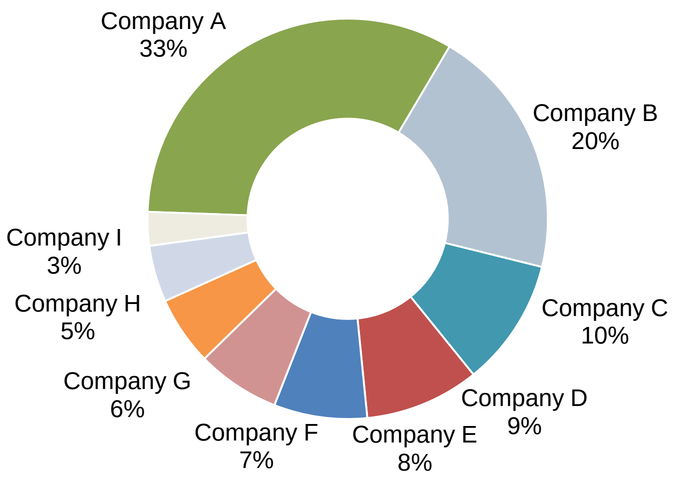
Customer Diversification

- Pro forma for the acquisition, UGIES expands the size and scope of its customers to a variety of producers and end users
  - Adds 10 incremental customers with an average credit rating of BB+; CMG producer customers include top-tier Marcellus operators
- Pro forma customer allocation evenly distributed across both producers & end users (e.g. UGI Utilities)
- UGI connects its producers to additional markets; access to propane distribution and natural gas end-users creates strategic differentiation

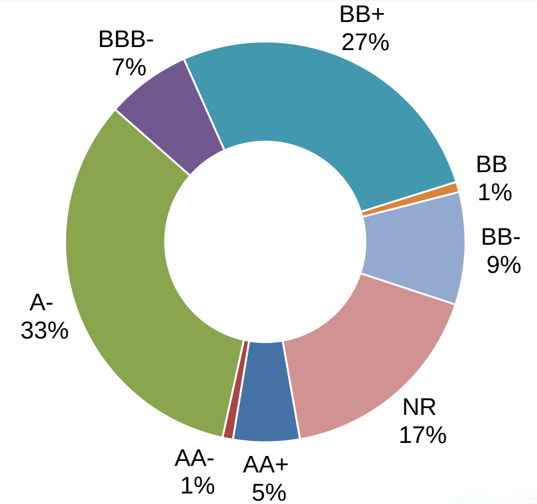
Pro Forma Customer Profile Allocation



Pro Forma Customer Concentration



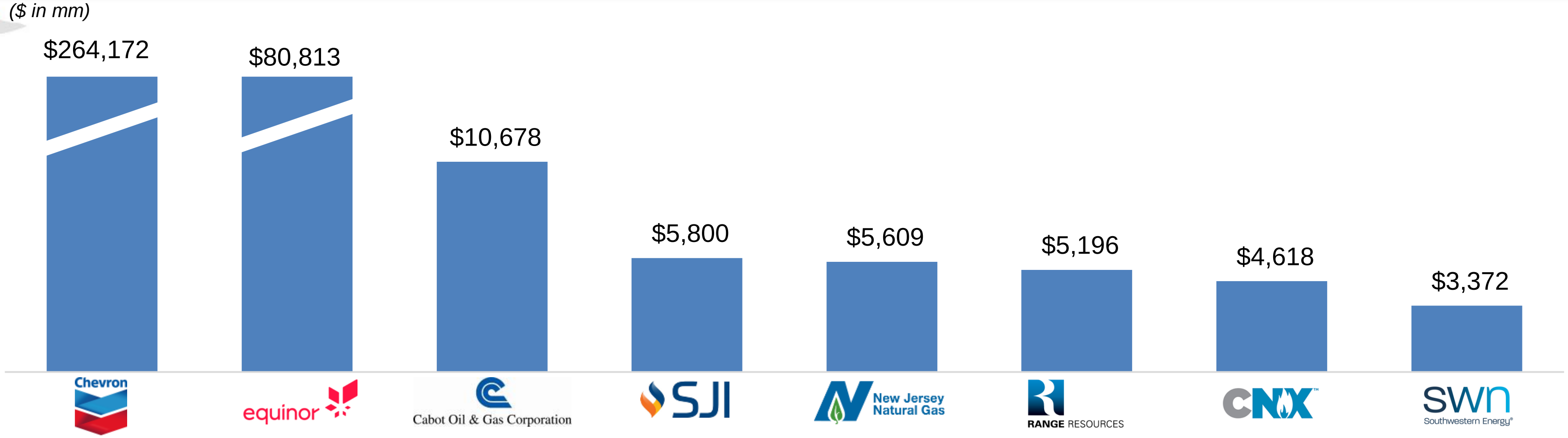
Pro Forma Customer Credit Ratings[1]



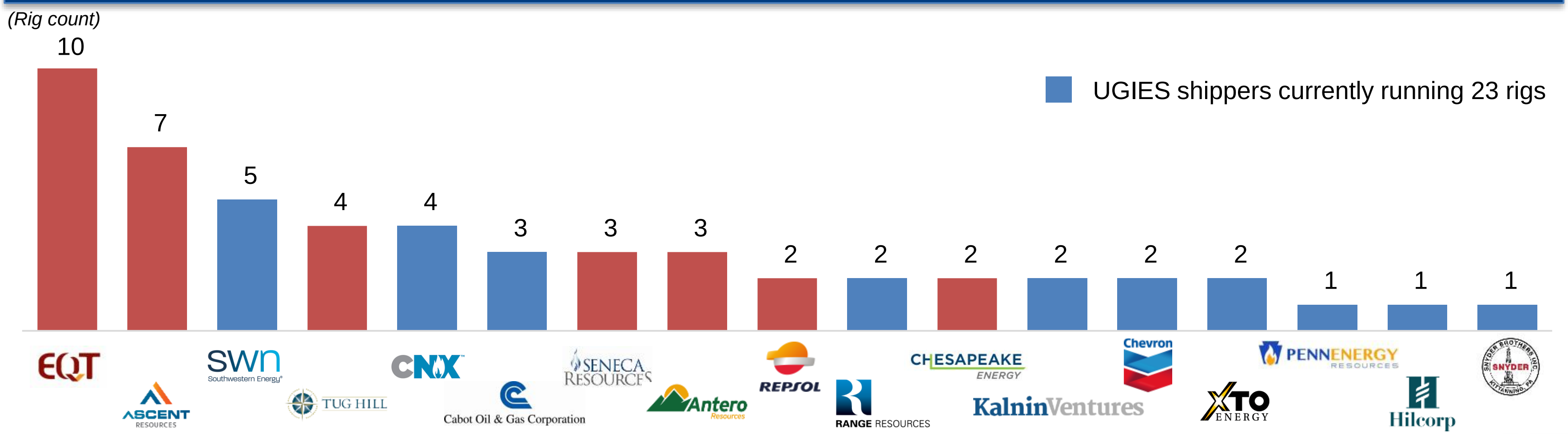
Note: Customer allocation based on margin.
(1) Excludes Commodity Marketing, merchant Power Generation, and merchant LNG / Peak Shaving.
(2) Includes capacity management and other ancillary business units.

4 Diverse customer base of high quality, well-capitalized producers and end users

Customer & End User Enterprise Value



UGIES Customers Continue to be Active Across the Basin



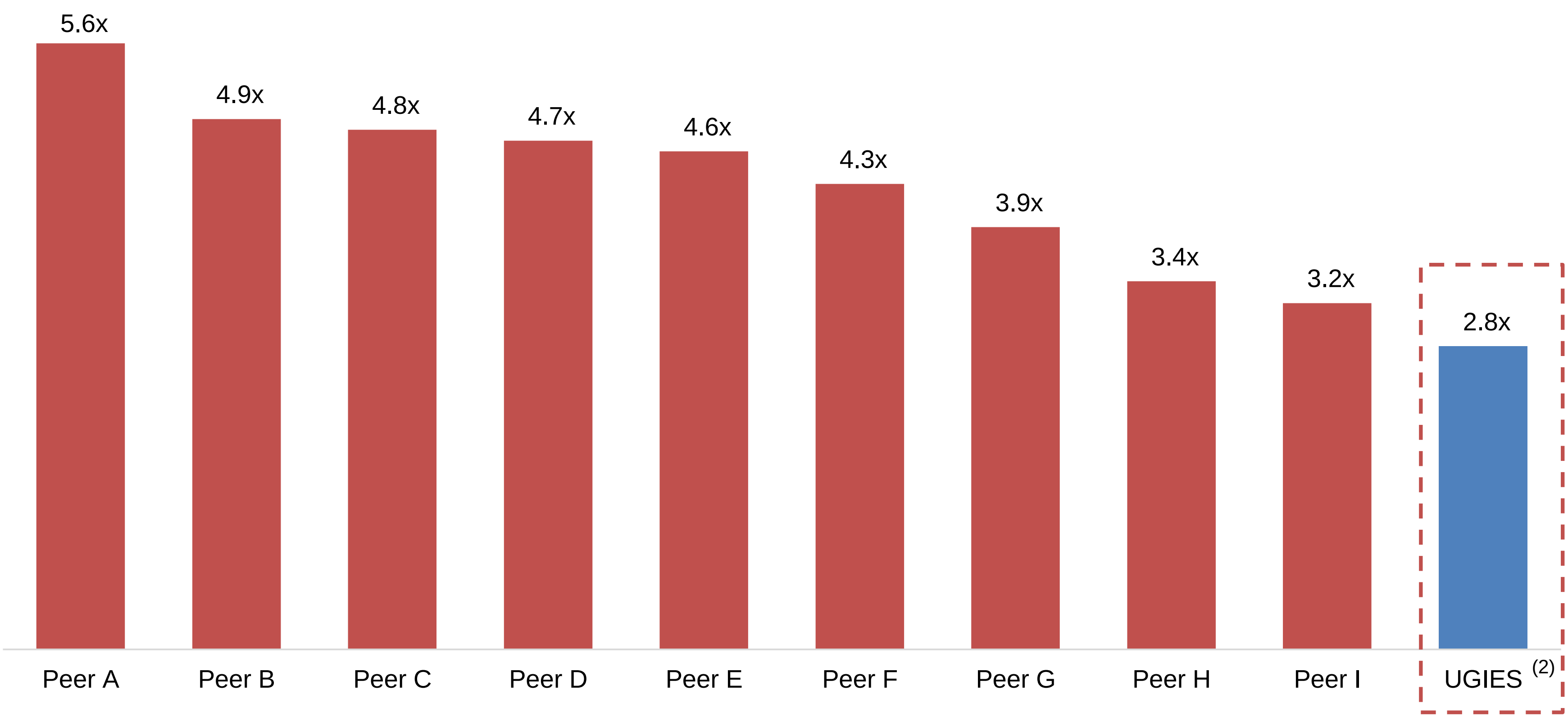
Source: RigData and FactSet as of 7/16/19.

5 Low opening leverage when in comparison to industry peers

2019E Total Leverage[1]

Credit Rating (Moody's / S&P):

Peer A	Peer B	Peer C	Peer D	Peer E	Peer F	Peer G	Peer H	Peer I	UGIES
Ba3 / BB	**Ba1 / BB+**	**Ba2 / BB+**	**Ba1 / BBB-**	**Ba3 / BB-**	**Ba3 / BB-**	**Baa3 / BBB-**	**Ba2 / BB+**	**B1 / BB-**	**TBD**



Source: Wall Street Research and company filings. Peer group consists of AM, CEQP, CNXM, DCP, ENBL, ENLC, EQM, SMLP, and TRGP. Credit Rating based on corporate family rating.
(1) Rating agency leverage that reflects adjustments made to total debt and EBITDA that Moody's typically applies.
(2) Represents leverage based on LTM pro forma Adjusted EBITDA.

UGIES Supported by Strong Relationships Across UGI Businesses

6

UGIES is a key strategic priority for UGI and benefits from the support of both the corporate entity and other UGI businesses, together a ~$17bn company (1)

- UGIES has been a critical driver of growth for UGI Corp and is a focus of UGI Corp's natural gas business growth strategy
- UGI has a demonstrated track record of investment in its midstream business, which it has grown both organically and through M&A with total cumulative capital investment of over $1.2 billion from $135mm in annual margin in 2010 to $310mm in 2018

UGIES benefits from strong relationships with UGI family of companies

UGI Corp is a strong source of capital to fund UGIES's growth

- UGI Corp committed to $3.7 billion of capex across the company through 2022, 70% of which will be dedicated UGIES and Utilities

Strong contractual relationships with UGI Utilities

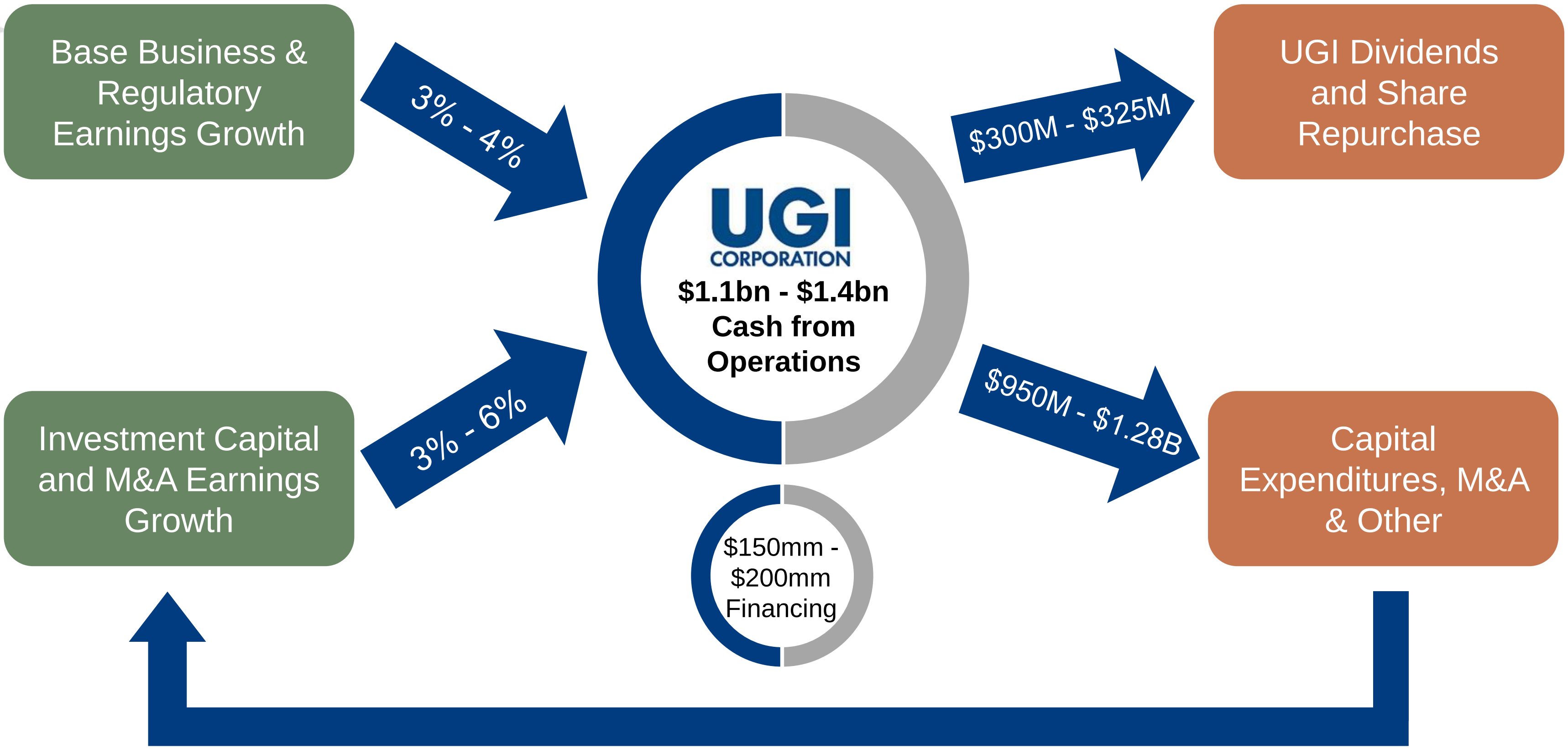
- UGI Utilities is the primary counterparty for UGIES's LNG / Peak Shaving business as well as a key end user on the Auburn pipeline
- UGIES provides a source of competitive low-cost supply to the UGI Utilities, creating a synergistic relationship which helps add new customers to the UGI Utilities network
- New CMG assets will provide additional retail marketing opportunities

CMG acquisition drives potential for stronger relationships with AmeriGas & International

- CMG's access to wet gas processing will open up propane supply opportunities
- This new propane source could be an attractive and cost effective supply alternative for AmeriGas and UGI International
- Could also eliminate the need for AmeriGas to utilize 3rd party marketers to source propane

(1) Pro forma for AmeriGas Partners, L.P ("APU") buy-in simplification transaction by UGI, where UGI will issue 34.6mm shares to APU unit holders and pay $7.63 per APU unit. UGI consolidates 100% of APU EBITDA currently. Pro forma for CMG acquisition. Assumes pro forma share count of 208.8mm UGI shares, $6,641mm total debt, and $363mm cash as of 7/16/2019.
(2) Represents multi-year average targets.

6 Strategic relationship with UGI family of companies



CMG acquisition illustrates UGI Corporation’s commitment to utilizing FCF to invest in Midstream & Marketing

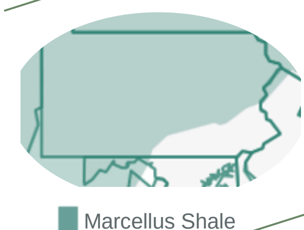
Note: All figures represent multi-year average targets.

UGI Energy Services

7 Experienced Management with Proven Track Record

Joe Hartz UGIES Chief Executive Officer	• Oversees all operations of UGIES including Human Resources, Sales and Marketing, Finance, Business Development, Gas Supply, Customer Scheduling, Information Technology, Plant Operations, Construction and Engineering • Has been with UGI for over thirty years, ten years at the Utilities division before moving to UGIES • Holds a B.S. in Accounting from Pennsylvania State University • Completed the Advanced Management Program at MIT
Ann Doerries UGIES Chief Financial Officer	• Responsible for all financial and risk management activities including accounting, financial planning and analysis, risk and internal control and credit • Previously held positions at Kinder Morgan, LyondellBasell, Deloitte Consulting, Reliant Energy, and Baker Hughes • Holds a BBA in Accounting and Marketing from the University of Texas at Austin and is a Certified Public Accountant
Dante D'Alessandro UGIES VP of Engineering and Operations	• Oversees the development of all new infrastructure projects through their entire life cycle, which includes engineering and design, land acquisition, permitting, procurement and construction, and responsible for all asset operations • Holds a B.S. in Mechanical Engineering from Pennsylvania State University and is a licensed Professional Engineer in the Commonwealth of Pennsylvania
Matthew Dutzman UGIES VP of Business Development & Power	• Responsible for all corporate development activities for midstream and marketing, including the companies' capital project development and M&A activity. Also, oversees power generation and marketing • Previously held positions with Southern California Gas Company, Brentwood Resources, Arthur D. Little, and Consolidated Edison • Holds an MBA from the University of Southern California and a B.S. from Pennsylvania State University
Michael Gibbs UGIES VP of Commodity Marketing	• Responsible for the overall strategic and tactical management of commodity sales & marketing • Previously held positions with TXU Energy, Enserch Energy Services, and Direct Gas Supply Corp. • Graduate of the New York City College of Technology of the City University of NY

7 Management has Successfully Built an Appalachian Business



2010
- Announced $300mm in Marcellus Development Projects

2011-2012
- Acquired 15MM Dths of storage
- Announced $150mm Auburn expansion
- Completed 4-fold expansion of Temple LNG facility

2013 -2014
- Completed 1st phase of Auburn expansion
- Announced Union Dale lateral, PennEast Pipeline project, and Temple liquefaction expansion

2015-2016
- Initiated construction of Manning and Steelton LNG facilities
- Announced Sunbury Pipeline

2017-2018
- Acquired Texas Creek and Ponderosa Gathering Systems
- Announced Bethlehem LNG
- Received FERC Certificate for PennEast

2019
- Acquired Columbia Midstream Group, strategically creating pan-Appalachia G&P system

4. Syndication Details

Senior Secured Term Loan B

Borrower:	• UGI Energy Services, LLC ("UGIES" or the "Company")
Facility:	• $700 million Senior Secured Term Loan B (the "TLB")
Tenor:	• 7 years (2026)
Use of Proceeds:	• Net proceeds will be used to finance the purchase of Columbia Midstream Group, LLC (the "Target") and associated transaction fees & expenses
Indicative Rate / Floor / OID:	• TBD
Amortization:	• 1.0% per annum
Incremental:	• $150 million fixed dollar basket plus additional amounts subject to closing date senior secured net leverage; 50 bps MFN for life
Call Protection:	• 101 soft call for 6 months
Guarantors:	• Each of the Company's material domestic restricted subsidiaries (10% or greater of EBITDA or total assets) excluding any receivables entities, subject to customary exceptions and limitations
Security:	• First priority perfected security interest in, and mortgages on, substantially all tangible and intangible assets of the Company and subsidiary guarantors (including equity interests held by the Company and subsidiary guarantors (limited to 2/3rds in the case of first tier foreign subsidiaries)), subject to certain exceptions and limitations
Mandatory Prepayments:	• Customary for facilities of this type, including but not limited to: • Excess Cash Flow – 75% with step-downs to 50% and 0% based on achievement of 4.0x and 2.375x total net leverage, respectively, subject to customary exceptions and limitations • 100% of net cash proceeds from asset sales, subject to customary reinvestment rights • 100% of net cash proceeds from certain non-permitted debt issuances
Affirmative Covenants:	• Customary for facilities of this type
Negative Covenants:	• Customary for facilities of this type and including limitations on indebtedness, liens, mergers and acquisitions, asset sales, restricted payments, repayments of junior indebtedness, transactions with affiliates, and investments including but not limited to: • General restricted payment basket not to exceed $25 million • Restricted payments not in excess of the retained portion of cumulative excess cash flow subject to no event of default and pro forma compliance with the Financial Covenant
Financial Covenant:	• Minimum Debt Service Coverage Ratio of 1.10x

UGI Energy Services

Preliminary Financing Timeline

July 2019

S	M	T	W	T	F	S
	1	**2**	3	**4**	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	**25**	26	27
28	29	30	31			

August 2019

S	M	T	W	T	F	S
				1	2	3
4	5	6	**7**	**8**	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

Bank holiday

Key date

July 2nd, 2019	• Announce definitive agreement for UGIES to acquire CMG
July 25th, 2019	• Launch TLB via Bank Meeting in New York
Week of August 5th	• Commitments due (8/7) • Price and allocate TLB (8/8)
Mid August 2019	• Close & fund transaction concurrent with M&A closing

Appendix

UGI Energy Services

Senior Secured Revolving Credit Facility

Borrower:	• UGI Energy Services, LLC (“UGIES” or the “Company”)
Facility:	• $200 million Revolving Credit Facility (reduced from $240 million)
Administrative Agent:	• JPMorgan Chase Bank, N.A.
Joint Lead Arrangers:	• JPMorgan Chase Bank, N.A., PNC Capital Markets LLC and Wells Fargo Securities, LLC.
Maturity:	• March 1, 2021
Rate / Commitment Fee:	• L+225 bps / 40 bps, currently (subject to ratings based grid, same as existing)
Incremental	• $60 million for incremental revolving commitments (same as existing)
Guarantors:	• Same as existing
Security:	• Shared on a pari passu basis with the Term Loan B, a first priority perfected security interest in, and mortgages on, substantially all tangible and intangible assets of the Company and subsidiary guarantors (including equity interests held by the Company and subsidiary guarantors (2/3rd in the case of first tier foreign subsidiaries)), subject to certain exceptions and limitations (currently unsecured)
Affirmative Covenants:	• Customary for facilities of this type (same as existing)
Negative Covenants:	• Customary for facilities of this type and including limitations on indebtedness, liens, guarantees, mergers and acquisitions, asset sales, restricted payments, transactions with affiliates, and investments (including permitting the incurrence of the TLB and other changes to be mutually agree, otherwise generally same as existing)
Financial Covenant:	• Maximum Leverage Ratio of 3.5x with step up to 4.0x during any two quarter period in which there is a purchase of assets with a value exceeding $250mm, subject to customary limitations and exceptions (currently 3.5x, only) • Minimum Interest Coverage of 3.5x (same as existing)

Non-GAAP Reconciliations (UGI Corporation Adjusted Earnings Per Share)

(Millions of dollars, except per share amounts)

	Year Ended September 30,								
	2010	2011	2012	2013	2014	2015	2016	2017	2018
Non-GAAP Reconciliation:									
Adjusted net income attributable to UGI Corporation:									
Net income attributable to UGI Corporation	$251.8	$245.4	$210.2	$278.1	$337.2	$281.0	$364.7	$436.6	$718.7
Net losses (gains) on commodity derivative instruments not associated with current-period transactions (net of tax of $(5.8), $11.5, $6.3, $3.1, $(4.5), $(30.9), $13.5, $31.9, and $26.7 respectively)	8.2	(17.4)	(8.9)	(4.3)	6.6	53.3	(29.9)	(51.2)	(68.1)
Integration and acquisition expenses associated with Finagaz acquired on May 29, 2015 (net of tax of $0, $0, $0, $0, $(2.2), $(7.7), $(10.6),$(13.7), and$(13.7) respectively)					4.3	14.9	17.3	26.2	18.5
Unrealized losses (gains) on foreign currenct derivative instruments (net of tax of $(9.9) and $9.3 in 2017 and 2018, respectively)	–	–	–	–	–	–	–	13.9	(19.6)
Loss on extinguishments of debt (net of tax of $0, $0, $(1.4), $0, $0, $0, $(5.0),$(6.1), and $0 respectively)			2.2		–	–	7.9	9.6	–
Costs associated with extinguishment of debt (net of tax of $0, $(6.6), $0, $0, $0, $(5.7), $0, $0, and $0 respectively)	–	10.4	–	–	–	4.6	–	–	–
Impact of retroactive change in French tax law	–	–	–	–	5.7	–	–	–	–
Integration and acquisition expenses associated with the retail propane businesses of Energy Transfer Partners, L.P. (“Heritage Propane”) acquired by the Partnership on January 12, 2012 (net of tax of $0, $0, $(5.6), $(2.8), $0, $0, $0, $0, and $0 respectively)	–	–	8.8	4.4	–	–	–	–	–
Impairment of Partnership tradenames and trademarks (net of tax of $(5.8) in 2018)	–	–	–	–	–	–	–	–	14.5
Impact from change in French tax rate	–	–	–	–	–	–	–	(29.0)	(12.1)
Remeasurement impact from TCJA	–	–	–	–	–	–	–	–	(166.3)
Gain on sale of Atlantic Energy (net of tax of $19.3 in 2010)	(17.2)	0.0	–	–	–	–	–	–	–
Adjusted net income attributable to UGI Corporation	**$242.8**	**$238.4**	**$212.3**	**$278.2**	**$353.8**	**$353.8**	**$360.0**	**$406.1**	**$485.6**
Adjusted diluted earnings per common share attributable to UGI stockholders:									
UGI Corporation earnings per share - diluted	$1.52	$1.45	$1.24	$1.60	$1.92	$1.60	$2.08	$2.46	$4.06
Net losses (gains) on commodity derivative instruments not associated with current-period transactions	0.05	(0.10)	(0.05)	(0.02)	0.04	0.30	(0.17)	(0.29)	(0.39)
Integration and acquisition expenses associated with Finagaz acquired on May 29, 2015	–	–	–	–	0.03	0.08	0.10	0.15	0.10
Unrealized (gains) losses on foreign currency derivative instruments	–	–	–	–	–	–	–	0.08	(0.11)
Loss on extinguishments of debt	–	0.06	0.01	–	–	–	0.04	0.05	–
Costs associated with extinguishment of debt	–	–	–	–	–	0.03	–	–	–
Impact from change in French tax rate	–	–	–	–	0.03	–	–	(0.16)	(0.07)
Integration and acquisition expenses associated with the retail propane businesses of Energy Transfer Partners, L.P. (“Heritage Propane”) acquired by the Partnership on January 12, 2012	–	–	0.05	0.03	–	–	–	–	–
Impairment of Partnership tradenames and trademarks	–	–	–	–	–	–	–	–	0.08
Remeasurement impact from TCJA	–	–	–	–	–	–	–	–	(0.93)
Gain on sale of Atlantic Energy	(0.11)	–	–	–	–	–	–	–	–
Adjusted diluted earnings per share	**$1.46**	**$1.41**	**$1.25**	**$1.61**	**$2.02**	**$2.01**	**$2.05**	**$2.29**	**$2.74**

Non-GAAP Reconciliations (UGI Corporation Free Cash Flow)

(Millions of dollars, except otherwise noted)

	Year Ended September 30,										
	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008
Net Cash Provided by Operating Activities	**$178.5**	**$141.9**	**$132.7**	**$203.5**	**$247.5**	**$249.1**	**$260.7**	**$437.7**	**$279.4**	**$456.2**	**$464.4**
Less: Expenditures for property, plant, and equipment	(69.2)	(70.2)	(71.0)	(78.0)	(94.7)	(100.9)	(133.7)	(158.4)	(191.7)	(223.1)	(232.1)
Free Cash Flow Before Distributions on AmeriGas Partners Publicly Held Common Units	**$ 109.3**	**$ 71.7**	**$ 61.7**	**$ 125.5**	**$ 152.8**	**$ 148.2**	**$ 127.0**	**$ 279.3**	**$ 87.7**	**$ 233.1**	**232.3**
Less: Distributions on AmeriGas Partners Publicly Held Common Units	(39.0)	(39.0)	(39.1)	(44.3)	(53.5)	(56.4)	(62.4)	(66.6)	(73.6)	(85.0)	(80.9)
UGI Free Cash Flow After Distributions on AmeriGas Partners Publicly held Common Units	**$ 70.3**	**$ 32.7**	**$ 22.6**	**$ 81.2**	**$ 99.3**	**$ 91.8**	**$ 64.6**	**$ 212.7**	**$ 14.1**	**$ 148.1**	**151.4**

	Year Ended September 30,									
	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018
Net Cash Provided by Operating Activities	**$665.0**	**$598.8**	**$554.7**	**$707.7**	**$801.5**	**$1,005.4**	**$1,163.8**	**$969.7**	**$964.4**	**$1,085.3**
Less: Expenditures for property, plant, and equipment	(301.8)	(347.3)	(360.7)	(339.4)	(486.0)	(456.8)	(490.6)	(563.8)	(638.9)	(574.9)
Free Cash Flow Before Distributions on AmeriGas Partners Publicly Held Common Units	**$ 363.2**	**$ 251.5**	**$ 194.0**	**$ 368.3**	**$ 315.5**	**$ 548.6**	**$ 673.2**	**$ 405.9**	**$ 325.5**	**$ 510.4**
Less: Distributions on AmeriGas Partners Publicly Held Common Units	(90.4)	(89.1)	(93.7)	(181.7)	(226.5)	(237.7)	(248.9)	(257.3)	(261.6)	(263.0)
UGI Free Cash Flow After Distributions on AmeriGas Partners Publicly held Common Units	**$ 272.8**	**$ 162.4**	**$ 100.3**	**$ 186.6**	**$ 89.0**	**$ 310.9**	**$ 424.3**	**$ 148.6**	**$ 63.9**	**$ 247.4**

Non-GAAP Reconciliations (UGI Energy Services Margin)

(Millions of dollars, except otherwise noted)

	Year Ended September 30,										
	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	LTM 3/31/19
Total Revenues - Midstream & Marketing	$1,309.5	$1,222.6	$1,155.9	$942.2	$1,122.8	$1,473.7	$1,181.4	$876.6	$1,121.2	$1,421.7	$1,530.3
Total Cost of Sales - Midstream & Marketing[(1)]	(1,147.8)	(1,055.5)	(986.5)	(779.7)	(927.3)	(1,149.8)	(872.4)	(612.2)	(856.7)	(1,090.8)	(1,260.0)
Margin - Midstream & Marketing	161.7	167.1	169.4	162.5	195.5	323.9	309.0	264.4	264.5	330.9	270.3
Less: HVAC Margin	(35.5)	(31.8)	(32.0)	(32.1)	(31.5)	(31.6)	(24.4)	(23.4)	(19.8)	(21.2)	(20.9)
UGI Energy Services Margin	**$126.2**	**$135.3**	**$137.4**	**$130.4**	**$164.0**	**$292.3**	**$284.6**	**$241.0**	**$244.7**	**$309.7**	**$249.4**
Add: CMG Margin									77.2	103.7	112.8
Pro Forma UGI Energy Servcies Margin									**$ 321.9**	**$ 413.4**	**$ 362.2**

Margin Breakdown:

	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	LTM 3/31/19
Commodity Marketing	$42.2	$60.2	$67.5	$56.9	$57.6	$61.9	$60.6	$45.7	$48.8	$49.8	$48.1
Midstream	49.0	47.4	51.7	57.5	74.9	184.9	180.4	161.1	168.0	225.0	173.9
Power Generation	35.0	27.7	18.2	16.0	31.5	45.5	43.6	34.2	27.9	34.9	27.4
UGI Energy Services Margin	**$126.2**	**$135.3**	**$137.4**	**$130.4**	**$164.0**	**$292.3**	**$284.6**	**$241.0**	**$244.7**	**$309.7**	**$249.4**
Add: CMG Margin									77.2	103.7	112.8
Pro Forma UGI Energy Servcies Margin									**$ 321.9**	**$ 413.4**	**$ 362.2**

Note: Midstream & Marketing is a reportable segment of UGI Corporation.

(1) Total cost of sales excludes changes in unrealized gains and losses on commdity derivative instruments. No depreciation is included in cost of sales

Non-GAAP Reconciliations (UGI Energy Services EBITDA)

(Millions of dollars, except otherwise noted)

	Year Ended September 30,					
	2014	2015	2016	2017	2018	LTM 3/31/19
Net Income - Midstream & Marketing	$ 116.7	$ 107.5	$ 87.1	$ 86.9	$ 196.8	$ 77.3
Income tax expense (benefit)	77.2	73.0	57.5	54.5	(20.5)	33.2
Interest expense	2.9	2.1	2.1	2.1	2.4	1.8
Depreciation and amortization	24.2	28.0	30.6	35.4	43.5	45.6
EBITDA - Midstream & Marketing	**221.0**	**210.6**	**177.3**	**178.9**	**222.2**	**157.9**
Less: HVAC EBITDA	0.7	1.2	(2.4)	0.4	(1.2)	3.1
UGI Energy Services EBITDA	**$ 221.7**	**$ 211.8**	**$ 174.9**	**179.3**	**221.0**	**161.0**
Add: Adjusted LTM CMG EBITDA[(1)]				54.7	82.5	91.1
Pro Forma Adjusted UGI Energy Services EBITDA				**$ 234.0**	**$ 303.5**	**$ 252.1**

Note: Midstream & Marketing is a reportable segment of UGI Corporation.

(1) CMG EBITDA adjusted for loss on sale of miscellaneous assets and allocated parent overhead expenses.