

**UGI CORPORATION**

**CHARTER of the**  
**CORPORATE GOVERNANCE COMMITTEE**  
**of the BOARD OF DIRECTORS**

The Board of Directors of UGI Corporation (the "Company") has determined that the Corporate Governance Committee of the Board shall assist the Board in fulfilling certain of the Board's oversight responsibilities. The Board hereby adopts this charter to establish the governing principles of the Corporate Governance Committee.

***Membership of the Corporate Governance Committee***

A. The Board shall appoint the members of the Corporate Governance Committee at the Board's annual organizational meeting 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 Corporate Governance Committee shall be composed of not less than three members who are neither officers nor employees of the Company or any of its affiliates. 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. Members of the Corporate Governance Committee shall also meet any additional requirements of applicable law and of the principal market or transaction reporting system on which the Company's securities are traded or quoted (i.e., New York Stock Exchange).

***Meetings of the Corporate Governance Committee***

The Corporate Governance Committee shall hold at least two regular meetings annually. In addition, the Committee shall hold other meetings at such times and places as the Chair and the members of the Committee may deem appropriate. The Committee shall report periodically, but no less than once annually, to the Board concerning the deliberations at its meetings.

***Responsibilities of the Corporate Governance Committee***

The Corporate Governance Committee is to act on behalf of the Board in fulfilling the following responsibilities of the Board:

- identify and recommend to the Board nominees for election or re-election to the Board at each annual meeting of shareholders, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Principles of Corporate Governance and this Charter. In fulfilling this responsibility with respect to independent Director candidates, the Committee will obtain the opinion of the General Counsel of the Company that there is no reason to believe that the candidate for membership is not independent within the meaning of applicable laws and the Listing Standards of the New York Stock Exchange. The Committee shall also consider nominations for the Board received from shareholders

in accordance with the Company's by-laws. The invitation to join the Board shall be extended by the Chair of the Board;

- review with the Board, on an annual basis, the current composition of the Board in light of the factors of independence, knowledge, judgment, character, leadership skills, education, experience, financial literacy, standing in the community and ability to foster a diversity of backgrounds and views and to complement the Board's existing strengths. The Committee will also take into consideration the recommendations of the New York Stock Exchange concerning the ability of Directors to serve on the boards and committees of multiple public companies and will monitor the membership of Directors on the boards of other public companies to avoid conflicts of interest and ensure that simultaneous service on multiple boards of directors will not impair a Director's ability to contribute meaningfully to the Board. The Committee shall review with the Board the appropriate skills and characteristics required of Board members based upon the Company's Principles of Corporate Governance and applicable laws and regulations;
- consider and recommend to the Board whether to accept the resignation of any Director submitted pursuant to any Company policy, including resignations submitted following an incumbent Director's failure to obtain a majority of votes cast as provided in the Bylaws, and upon a significant change in a Director's principal occupation, review, as appropriate and in light of the then current Board policies as reflected in the Principles of Corporate Governance, the continued Board membership of such Director;
- identify and recommend to the Board the names of Directors to serve as members of Committees of the Board. In addition, the Committee shall recommend to the Board a member of each Committee to serve as Chair;
- review periodically the Board's leadership structure, including whether the same individual should serve as both Chair of the Board and Chief Executive Officer of the Company, and the role of the Presiding Director;
- identify and recommend to the Board the name of a Director to serve as Presiding Director;
- develop and recommend to the Board a set of corporate governance principles applicable to the Company. In addition, the Committee shall advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with its Principles of Corporate Governance and make recommendations to the Board on such matters of corporate governance as the Committee may deem appropriate. In particular, the Committee shall recommend to the Board such modifications of the Company's Principles of Corporate Governance as the Committee may deem appropriate. Any such modifications approved by the Board will be disclosed publicly if required by law;
- review and make recommendations to the Board with regard to shareholder proposals for inclusion in the Company's proxy statement and the results of shareholder advisory votes;

- establish criteria and processes for, and provide guidance to the Board and each Committee of the Board in, their annual performance self-evaluations. Each performance self-evaluation shall be discussed with the Board and each Committee following the end of each fiscal year;
- conduct an annual performance self-evaluation of the Committee and report to the Board the results of that self-evaluation;
- monitor compliance with the Company's general code of conduct, including reviewing the adequacy and effectiveness of the Company's procedures to ensure proper compliance, to the extent not otherwise required to be reviewed by the Audit Committee. The Committee shall recommend to the Board such modifications of the Company's general code of conduct as the Committee may deem appropriate. The Committee shall also act on any request for a waiver of compliance with the code, except to the extent otherwise required to be acted upon by the Audit Committee. Any such modifications or waivers approved by the Board or the Committee, respectively, will be disclosed publicly if required by law;
- review and oversee the Company's policy prohibiting non-management directors and executive officers from hedging securities of the Company or AmeriGas Partners, L.P., holding such securities in margin accounts or pledging such securities;
- periodically, but not less frequently than every three years, review with management the Company's practices with respect to non-employee Director compensation (including compensation of Committee members) in comparison with a peer group of companies and recommend to the Board any changes to those compensation practices the Committee deems appropriate;
- review and oversee compliance with the Company's stock ownership guidelines for non-management directors;
- review with management periodically the Company's directors' and officers' insurance coverage and the indemnification obligations set forth in the Company's by-laws;
- review and oversee orientation and continuing education programs that familiarize new Directors with the Company and which assist the new Directors in developing and maintaining the skills and knowledge necessary in order to perform their duties, including participating in formal orientation programs within one year of their election to the Board, which introduces them to the Company's strategic plans, financial statements, policies and practices, and key executives, and supporting director attendance by current Directors at continuing education programs for directors and providing in-house management presentations and Company updates; and
- review and assess the adequacy of this Charter periodically and recommend any changes to the Board.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate.

The Committee shall have the sole authority to retain search firms to identify Director candidates and to review and approve the fees and other retention terms for and to terminate such firms. In addition, the Committee shall have the sole authority to retain consulting firms with respect to Director compensation and to review and approve the fees and other retention terms for and to terminate such firms. The Committee may also retain counsel or other advisors, as it deems appropriate.

Approved by the Board of Directors on February 24, 2004.  
As Amended by the Board of Directors on July 27, 2004.  
As Amended by the Board of Directors on April 29, 2009.  
As Amended by the Board of Directors on April 28, 2011.  
As Amended by the Board of Directors on July 30, 2012.  
As Amended by the Board of Directors on July 30, 2013.  
As Amended by the Board of Directors on July 29, 2014.  
As Amended by the Board of Directors on July 26, 2016.