AMERIGAS PROPANE, INC.

CHARTER of the CORPORATE GOVERNANCE COMMITTEE of the BOARD OF DIRECTORS

AmeriGas Propane, Inc. (the "Company") is the general partner of AmeriGas Partners, L.P. and AmeriGas Propane, L. P. (the "Partnerships"). The Board of Directors of AmeriGas Propane, Inc. 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 on an annual basis by the shareholder of the Company, 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 Partnerships' 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 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. The Committee shall review with the Board the appropriate skills and characteristics required of Board members based upon the Partnerships' Principles of Corporate Governance and applicable laws and regulations;

- review with the Board periodically policies applicable to the non-management Directors regarding Common Unit ownership and hedging of AmeriGas Partners, L.P. Common Units;

- 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;

- 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 Partnerships. 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 Partnerships' compliance with the 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 Partnerships' 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;

- in consultation with the Chairman, develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its Committees;

- conduct an annual performance self-evaluation of the Committee and report to the Board the results of that self-evaluation;

- oversee the annual evaluation of the performance of the Board and communicate the results to the non-management Directors;

- 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 following the end of each fiscal year;

- monitor compliance with the Partnerships' general code of conduct, including reviewing the adequacy and effectiveness of procedures to ensure proper compliance, to the extent not otherwise required to be reviewed by the Audit Committee. The Committee shall also recommend to the Board such modifications of the Partnerships' 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;

- 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 with management periodically, and in consultation with the Audit Committee, the Company's directors' and officers' insurance coverage and the indemnification obligations set forth in the Company's by-laws;

- in consultation with the Chief Executive Officer, develop such opportunities for orientation and continuing education of the Company's Directors as the Committee deems appropriate; 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 April 28, 2003.
As Amended by the Board of Directors on April 26, 2004.
As Amended by the Board of Directors on July 26, 2004.
As Amended by the Board of Directors on April 28, 2009.

As Amended by the Board of Directors on April 27, 2011.