

**COMMONWEALTH OF KENTUCKY**  
**CASE NO: 2021-00193**

**REPORT OF ACTION**  
**Prepared August 10, 2022**

Reference is made to the order entered into on May 26, 2021, which requires the Company to make a report to the Commission within ten days after filing its 10Q or 10K filing with the SEC regarding the issuance of securities under the \$5,000,000,000 universal shelf registration.

**Atmos Energy Corporation hereby reports:**

**Atmos Energy Corporation At-The-Market (ATM) Equity Distribution Agreement**

On March 23, 2022, Atmos Energy Corporation (“Atmos Energy”) entered into an equity distribution agreement (the “Equity Distribution Agreement”) with the Managers (the “Managers”) and Forward Purchasers (the “Forward Purchasers”) named in Schedule A thereto and with respect to the offering and sale from time to time through the Managers, as Atmos Energy’s sales agents, of shares of Atmos Energy’s common stock, no par value, having an aggregate offering price of up to \$1,000,000,000 (including shares of common stock that may be sold pursuant to the forward sale agreements described below, the “Shares”). This ATM equity sales program replaced our previous ATM equity sales program, filed on June 29, 2021, which was exhausted during our second fiscal quarter. Sales of the Shares, if any, will be made by means of ordinary brokers’ transactions through the facilities of the New York Stock Exchange at market prices, in block transactions or as otherwise agreed between Atmos Energy and the Managers. Under the terms of the Agreement, Atmos Energy may also sell Shares from time to time to a Manager as principal for its own account at a price to be agreed upon at the time of sale. The Agreement provides that each Manager, when it is acting as Atmos Energy’s sales agent, will be entitled to a commission of 1.00% of the gross offering proceeds of the Shares sold through such Manager. Atmos Energy has no obligation to offer or sell any Shares under the Agreement, and may at any time suspend offers and sales under the Agreement.

The Equity Distribution Agreement provides that, in addition to the issuance and sale of shares by Atmos Energy to or through the Managers, Atmos Energy may enter into forward sale agreements under the master forward sale confirmations (the “Master Forward Sale Confirmations”) dated March 23, 2022 between Atmos Energy and each Forward Purchaser and the related supplemental confirmations to be entered into between Atmos Energy and the relevant Forward Purchaser. In connection with each such forward sale agreement, the relevant Forward Purchaser will, at Atmos Energy’s request, borrow from third parties and, through the relevant Manager, sell a number of Shares equal to the number of Shares underlying the particular forward sale agreement to hedge the forward sale agreement (each such Manager, when acting as agent for a Forward Purchaser, a “Forward Seller”).

Atmos Energy will not initially receive any proceeds from the sale of borrowed shares of Atmos Energy’s common stock by a Forward Seller. Atmos Energy expects to receive proceeds from the sale of Shares by a Forward Seller upon future physical settlement of

the relevant forward sale agreement with the relevant Forward Purchaser on dates specified by Atmos Energy on or prior to the maturity date of the relevant forward sale agreement. If Atmos Energy elects to cash settle or net share settle a forward sale agreement, Atmos Energy may not (in the case of cash settlement) or will not (in the case of net share settlement) receive any proceeds, and Atmos Energy may owe cash (in the case of cash settlement) or shares of common stock (in the case of net share settlement) to the relevant Forward Purchaser. In connection with each forward sale agreement, the relevant Forward Seller will receive, in the form of a reduced initial forward sale price payable by the relevant Forward Purchaser under its forward sale agreement, a commission of 1.00% of the volume weighted average of the sales prices of all borrowed shares of common stock sold during the applicable period by it as a Forward Seller.

During the nine months ended June 30, 2022, we executed forward sales under our ATM equity sales program with various forward sellers who borrowed and sold 10,308,214 shares of our common stock at an aggregate price of \$1.1 billion. During the nine months ended June 30, 2022, we also settled forward sale agreements with respect to 6,932,722 shares that had been borrowed and sold by various forward sellers under the ATM program for net proceeds of \$675.3 million.

As of June 30, 2022, \$663.0 million of equity was available for issuance under our existing ATM program. Additionally, as of June 30, 2022, we had \$700.9 million in proceeds from executed forward sale agreements available through December 29, 2023. Atmos Energy intends to use the net proceeds received upon the issuance and sale of shares of Common Stock to fund capital spending primarily to enhance the safety and reliability of our system and for general corporate purposes.

#### **\$5B Shelf Registration**

On June 29, 2021, we filed a shelf registration statement with the Securities and Exchange Commission (SEC) that allows us to issue up to \$5.0 billion in common stock and/or debt securities, which expires June 29, 2024. This shelf registration statement replaced our previous shelf registration statement which was filed on February 11, 2020. As of June 30, 2022, \$2.2 billion of securities were available for issuance under this shelf registration statement. Please refer to the SEC website for confirmed copies of the registration statement and prospectus supplements to complete our filing requirements.

Atmos Energy Corporation



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Jason Schneider  
Assistant Treasurer

Managers

BNP Paribas Securities Corp.  
787 Seventh Avenue  
New York, NY 10019

BofA Securities, Inc.  
One Bryant Park  
New York, NY 10036

CIBC World Markets Corp.  
300 Madison Avenue, 5th Floor  
New York, NY 10017

Credit Agricole Securities (USA) Inc.  
1301 Avenue of the Americas  
New York, NY 10019

Fifth Third Securities, Inc.  
424 Church Street, Suite 600  
Maildrop: UTFC6B  
Nashville, TN 37219

Goldman Sachs & Co. LLC  
200 West Street  
New York, NY 10282

J.P. Morgan Securities LLC  
383 Madison Avenue  
New York, NY, 10179

Mizuho Securities USA LLC  
1271 Avenue of the Americas  
New York, NY 10020

MUFG Securities Americas Inc.  
1221 Avenue of the Americas, 6th Floor  
New York, NY 10020

Regions Securities LLC  
615 South College Street, Suite 600  
Charlotte, NC 28202

Truist Securities, Inc.  
3333 Peachtree Road NE, 11<sup>th</sup> Floor  
Atlanta, GA 30326

TD Securities (USA) LLC  
1 Vanderbilt Avenue  
New York, NY 10017

Wells Fargo Securities, LLC  
500 West 33rd Street, 14th Floor  
New York, New York 10001

Forward Purchasers

BNP Paribas  
787 Seventh Avenue  
New York, NY 10019

Bank of America, N.A.  
One Bryant Park  
New York, NY 10036

Canadian Imperial Bank of Commerce  
300 Madison Avenue, 5th Floor  
New York, NY 10017

Crédit Agricole Corporate and  
Investment Bank c/o Credit Agricole  
Securities (USA) Inc., as Agent  
1301 Avenue of the Americas  
New York, NY 10019

Goldman Sachs & Co. LLC  
200 West Street  
New York, NY 10282

JPMorgan Chase Bank, National  
Association, New York Branch  
383 Madison Avenue  
New York, NY 10179

Mizuho Markets Americas LLC  
c/o Mizuho Securities USA LLC  
1271 Avenue of the Americas  
New York, NY 10020

MUFG Securities EMEA plc  
Ropemaker Place, 25 Ropemaker Street  
London EC2Y 9AJ, United Kingdom

Schedule A

The Toronto-Dominion Bank  
c/o TD Securities (USA) LLC, as agent  
1 Vanderbilt Avenue  
New York, NY 10017

Truist Bank  
3333 Peachtree Road NE, 11<sup>th</sup> Floor  
Atlanta, GA 30326

Wells Fargo Bank, National Association  
c/o Wells Fargo Securities, LLC  
500 West 33rd Street, 14th Floor  
New York, New York 10001