NYSE: WMB | williams.com

WE MAKE ENERGY HAPPEN

August 1, 2019

Williams 2nd Quarter 2019 Earnings Call

Strong 2Q year-to-date and quarterly results

Significant financial performance improvement across all key metrics	2Q 2019	2Q 2018	% Change	2Q YTD 2019	2Q YTD 2018	% Change
Cash Flow from Operations	$1,069	$891	**20%**	$1,844	$1,585	**16%**
Adjusted EBITDA	$1,241	$1,110	**12%**	$2,457	$2,245	**9%**
Adjusted Earnings per Share	$0.26	$0.17	**53%**	$0.48	$0.36	**33%**
Distributable Cash Flow	$867	$637	**36%**	$1,647	$1,360	**21%**
Distributable Cash Flow per Share(1)	$0.71	$0.53	**34%**	$1.36	$1.12	**21%**
Dividend Coverage Ratio	1.88x	1.44x	**31%**	1.79x	1.54x	**16%**
Substantially lower total Capital Expenditures; Generating free cash flow; Lower leverage						
Debt-to-Adjusted EBITDA(2)	4.43x	4.66x	**(5%)**			
Total Capital Expenditures(3)	$702	$1,000	**(30%)**	$1,219	$1,955	**(38%)**

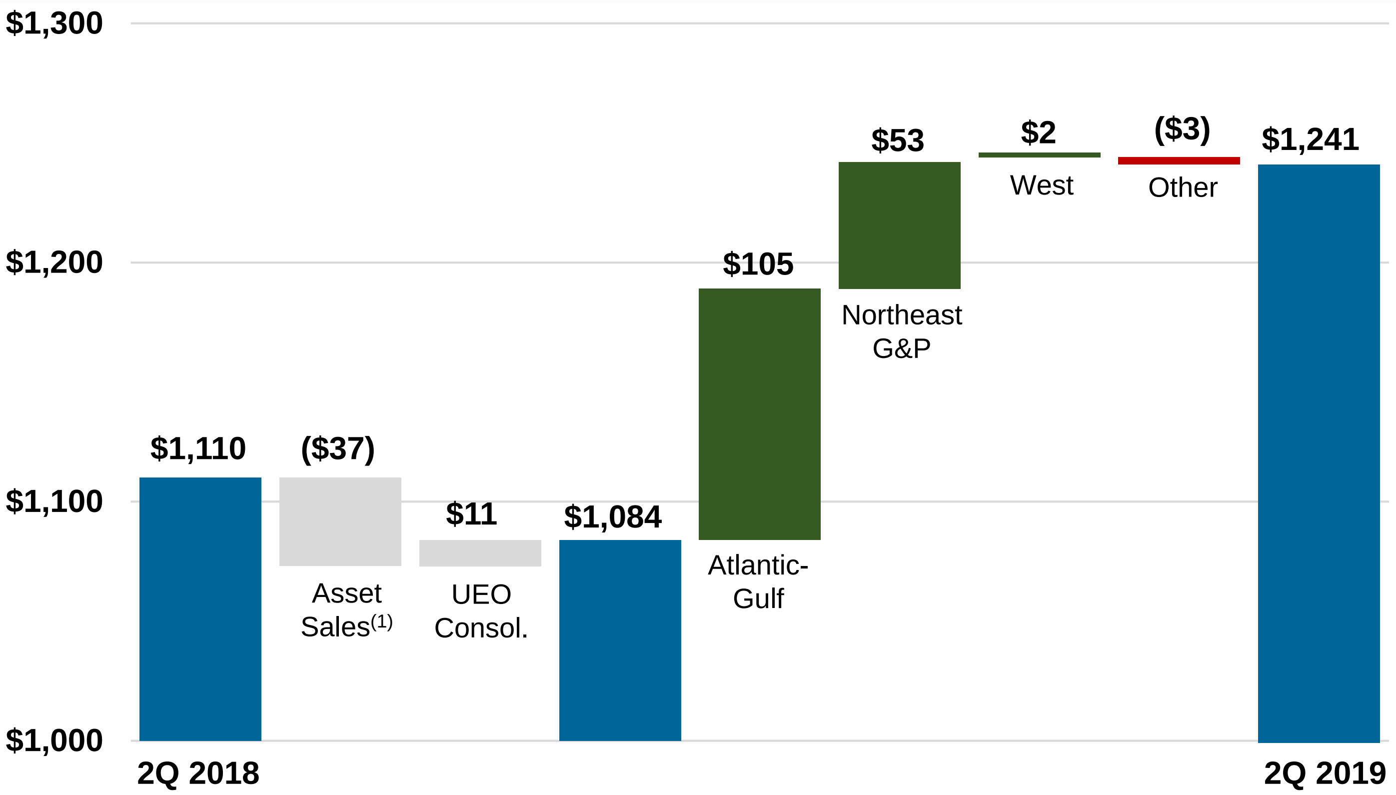
(1) 2Q 2018 and 2QYTD 2018 DCF/Share is calculated using the post WPZ/WMB merger outstanding share count.
(2) Debt-to-Adjusted EBITDA ratio does not represent leverage ratios measured for WMB credit agreement compliance or leverage ratios as calculated by the major credit ratings agencies. Debt is net of cash on hand, and Adjusted EBITDA reflects the sum of the last four quarters.
(3) Includes increases to property, plant and equipment; purchases of businesses net of cash acquired; and purchases of and contributions to equity-method investments. YTD 2019 excludes $727 million (net of cash acquired) for the purchase of the remaining 38% of UEOM as this amount was provided for at the close of the new Northeast JV by our JV partner, CPPIB, in June 2019.

Note: In $ millions except for ratios and per-share amounts. This slide contains non-GAAP financial measures. A reconciliation of all non-GAAP financial measures used in this presentation to their nearest GAAP comparable financial measures are included at the back of this presentation.

© 2019 The Williams Companies, Inc. All rights reserved.

WMB 2Q year-over-year results

WMB ADJUSTED EBITDA ($MM): 2Q 2018 VS. 2Q 2019



ADJUSTED EBITDA DRIVERS

> **ATLANTIC-GULF $559MM, up 23%:** Increased revenues driven primarily by Atlantic Sunrise and Gulf Connector expansion projects

> **NORTHEAST G&P $319MM, up 20%:** Increased revenues on 17% higher gathering volumes and higher rates

> **WEST $356MM, stable:** Higher G&P revenues, higher Conway frac and storage revenues, and higher JV EBITDA from Rocky Mountain Midstream offset by lower commodity margins

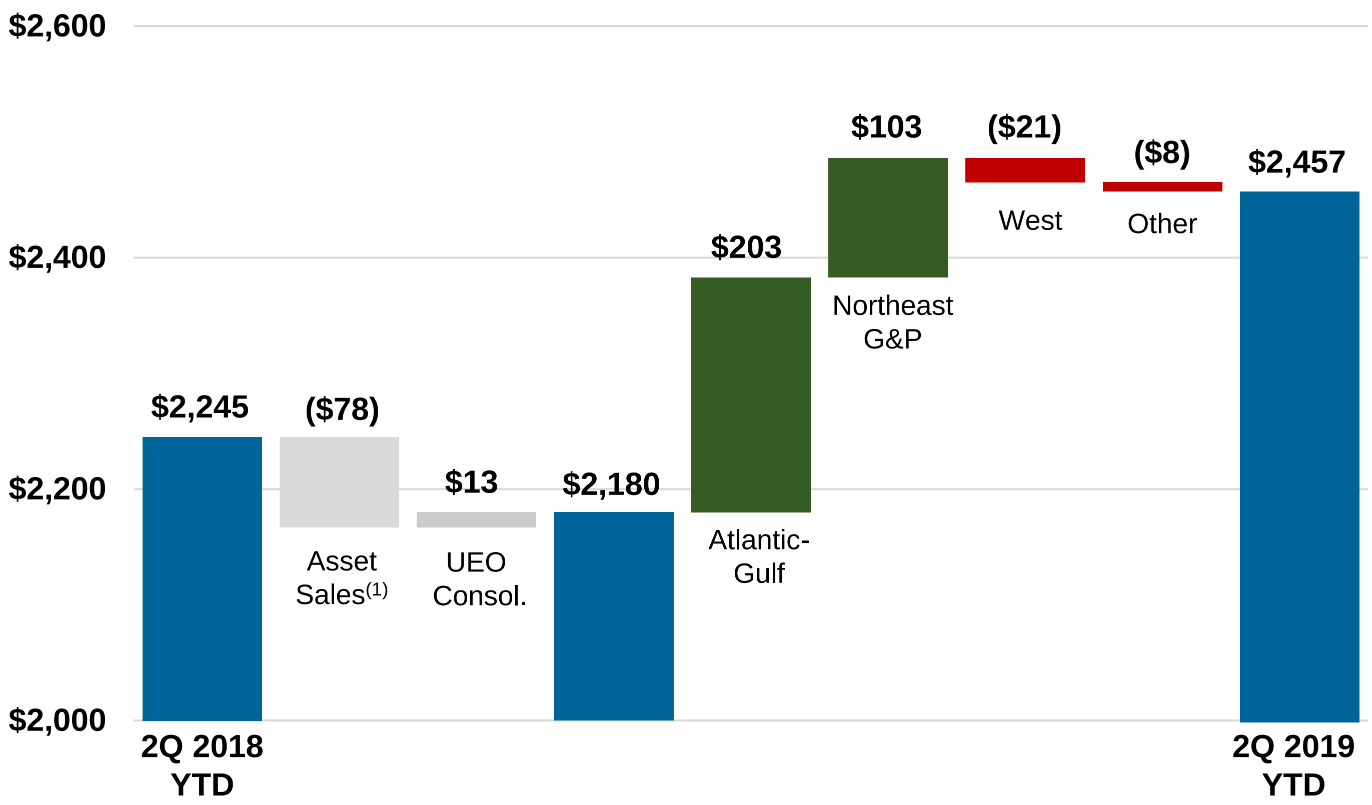
(1) Includes Adjusted EBITDA effects from assets that were sold during 3Q 2018 - 2Q 2019 including Four Corners assets, Jackalope assets and certain Gulf Coast area pipelines. The adjustment also includes the contribution of our Permian assets to the Brazos JV in the West Operating Area during 2018. The gain on deconsolidation of our Permian assets in 2018 included the accelerated recognition of certain deferred revenue amounts otherwise expected to be recognized in the first half of 2019.

Note: This slide contains non-GAAP financial measures. A reconciliation of all non-GAAP financial measures used in this presentation to their nearest GAAP comparable financial measures are included at the back of this presentation.

© 2019 The Williams Companies, Inc. All rights reserved.

WMB 2Q year-to-date-results

WMB Adjusted EBITDA ($MM): 2Q YTD 2018 vs. 2Q YTD 2019



ADJUSTED EBITDA DRIVERS

> **ATLANTIC-GULF $1,119MM, up 21%:** Increased revenues driven primarily by Atlantic Sunrise and Gulf Connector expansion projects

> **NORTHEAST G&P $621MM, up 20%:** Increased revenues on 16% higher gathering volumes and higher rates

> **WEST $702MM, down 3%:** Lower commodity margins and lower G&P volumes offset by higher G&P rates, higher Conway frac and storage revenues, and higher JV EBITDA from Rocky Mountain Midstream

(1) Includes Adjusted EBITDA effects from assets that were sold during 3Q 2018 - 2Q 2019 including Four Corners assets, Jackalope assets and certain Gulf Coast area pipelines. Includes Adjusted EBITDA effects from the contribution of our Permian assets to the Brazos JV in the West Operating Area during 2018. The gain on deconsolidation of our Permian assets in 2018 included the accelerated recognition of certain deferred revenue amounts otherwise expected to be recognized in the first half of 2019.

Note: This slide contains non-GAAP financial measures. A reconciliation of all non-GAAP financial measures used in this presentation to their nearest GAAP comparable financial measures are included at the back of this presentation.

© 2019 The Williams Companies, Inc. All rights reserved.

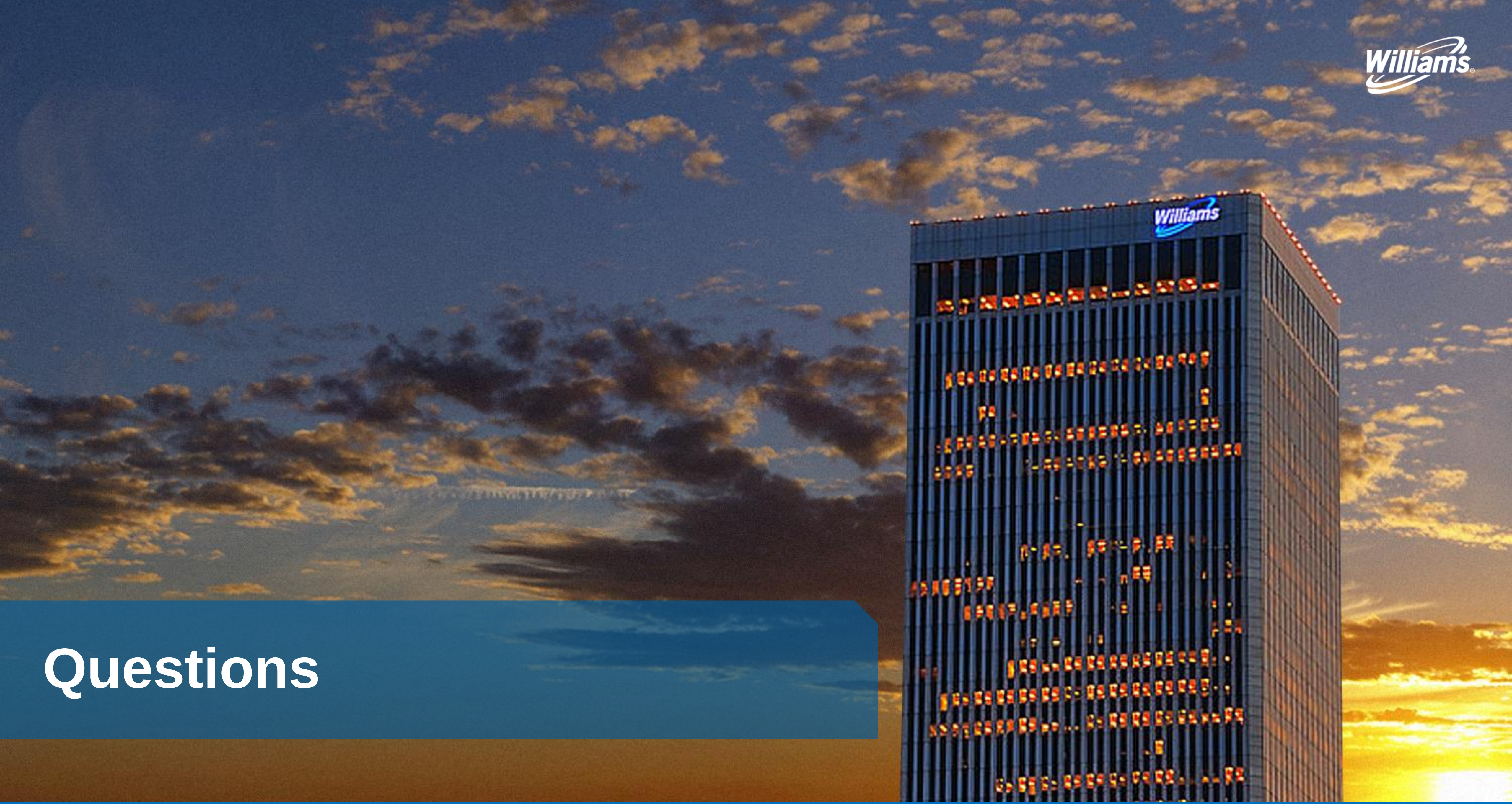
Key investor focus areas

GUIDANCE/ DELEVERAGING[1]	> Reaffirming 2019 Guidance and 5-7% EBITDA growth expected longer-term > 2Q '19 Debt-to-Adjusted EBITDA is 4.43x and '19 year-end expected to be <4.5x > Progressing toward long-term Debt-to-Adjusted EBITDA target of 4.2x > Recent positive rating agency actions: S&P changed outlook from Negative to Stable BBB and Fitch changed outlook from Positive to Rating Watch Positive BBB- > Continue to evaluate opportunistic transactions to further improve leverage metrics
NORTHEAST GROWTH	> Long-term volume growth will be driven by natural gas demand growth > Producer customers responding appropriately to current low natural gas prices > '19 current forecast is 13% gathering volume and 19% Adjusted EBITDA growth to ~$1.3B > '20 current forecast is 5.5% gathering volume and 11% Adjusted EBITDA growth to ~$1.45B > Capturing opportunities for capital avoidances and operational synergies
TRANSCO GROWTH	> Confidential settlement negotiations underway for rate case; resolution could extend into 2020 > Received Notice of Complete Application for New York and New Jersey Water Quality Permits for NESE project; confident in a winter '20/'21 in-service date > Rivervale South to Market ahead of schedule and achieved early revenues; Hillabee Phase 2 ahead of schedule > Pending approval for Southeastern Trail FERC certificate > Submitted FERC application for the Leidy South project > Concluded open season for Regional Energy Access expansion; Finalizing shipper commitments
DEEPWATER	> Acquired the Norphlet Pipeline for $200 million following first gas production in late June > Discovery volumes up from Hadrian North and Buckskin tiebacks > Opportunities include Whale, Blacktip, Anchor, Shenandoah, Katmai, North Platte and Ballymore discoveries

(1) Book Debt-to-Adjusted EBITDA ratio does not represent leverage ratios measured for WMB credit agreement compliance or leverage ratios as calculated by the major credit ratings agencies. Consolidated debt is net of cash on hand.

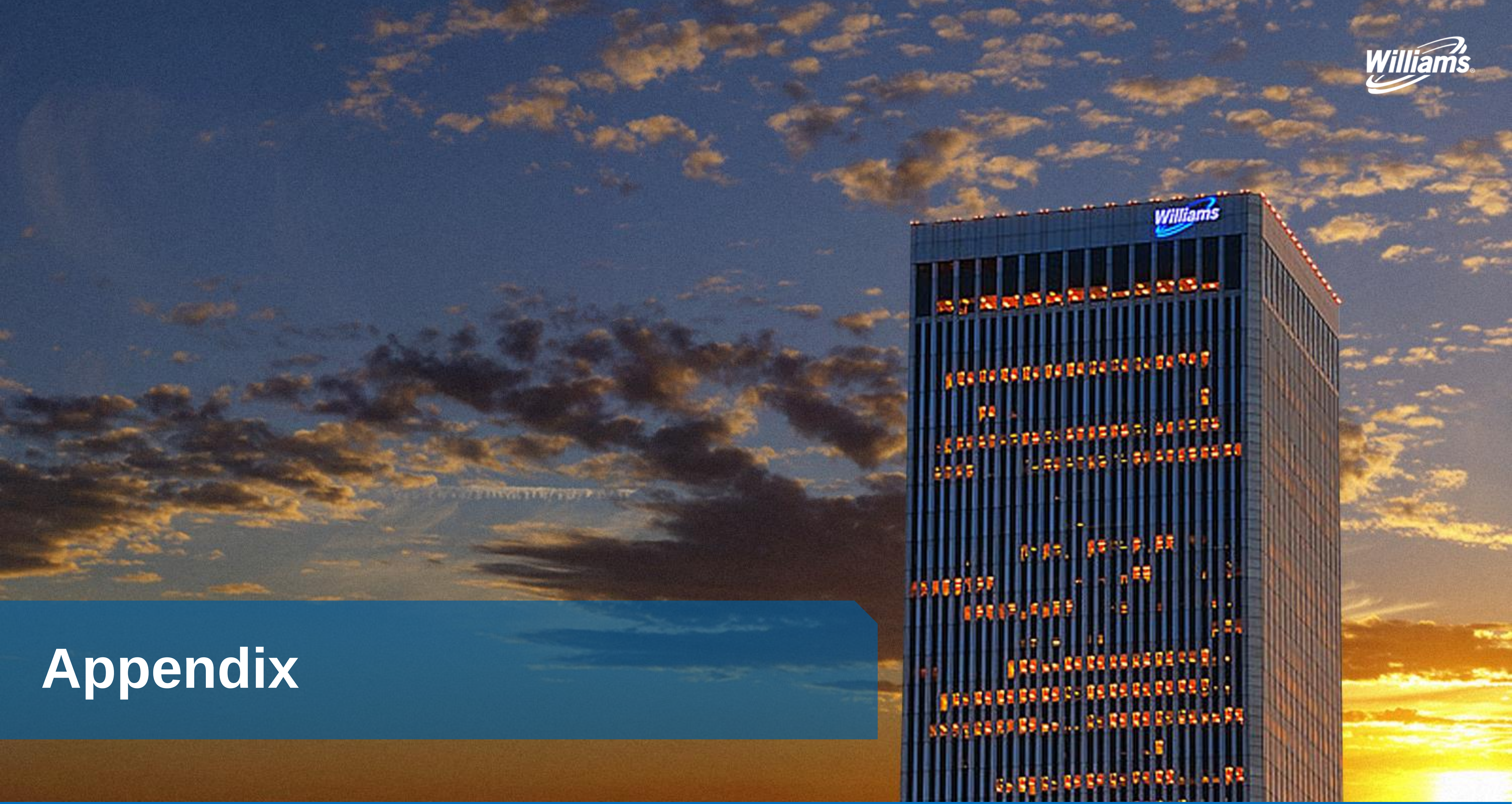
Note: This slide contains non-GAAP financial measures. A reconciliation of all non-GAAP financial measures used in this presentation to their nearest GAAP comparable financial measures are included at the back of this presentation.

© 2019 The Williams Companies, Inc. All rights reserved.



Questions

© 2019 The Williams Companies, Inc. All rights reserved.

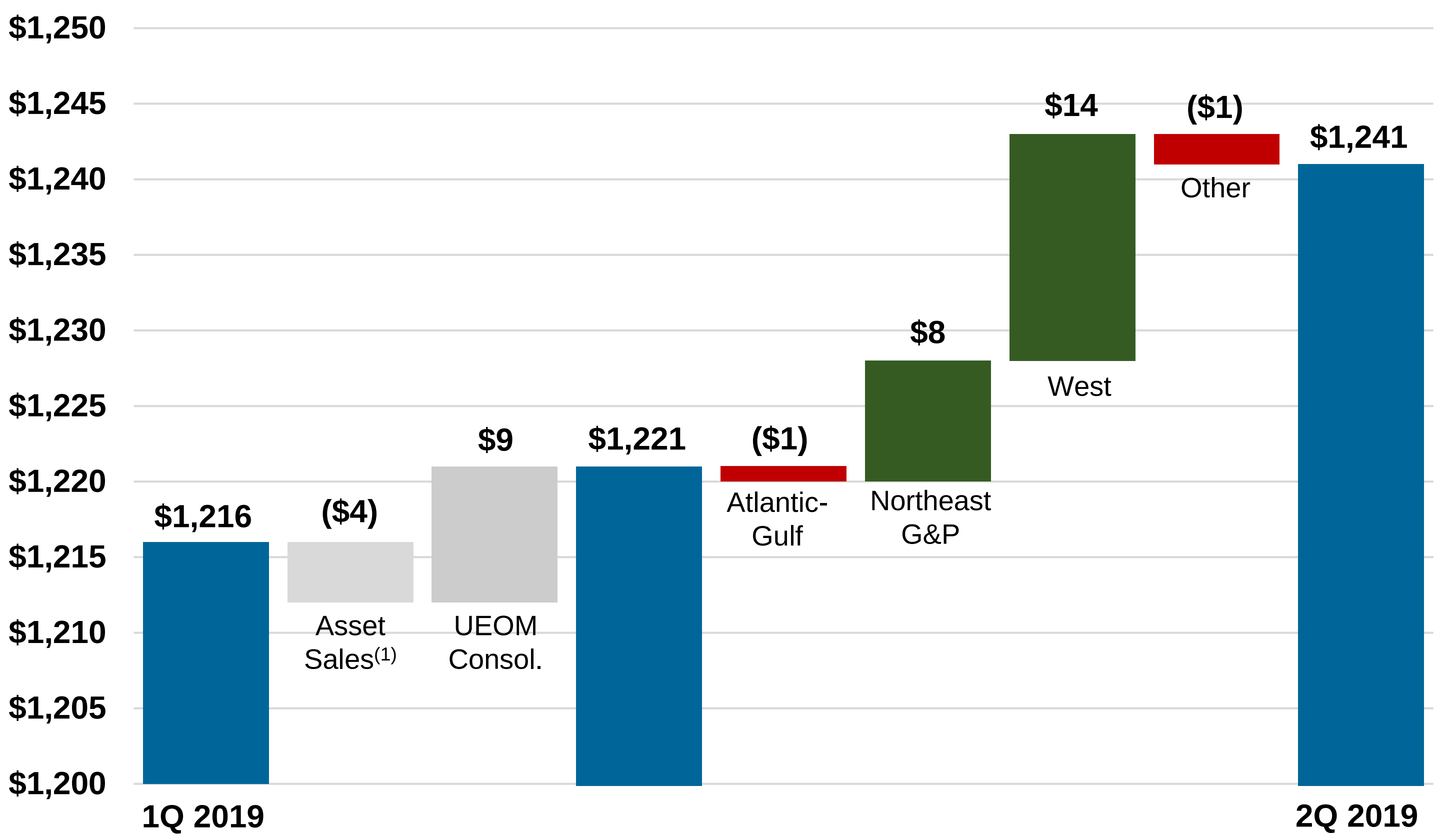


Appendix

© 2019 The Williams Companies, Inc. All rights reserved.

WMB sequential quarter-over-quarter results

WMB Adjusted EBITDA ($MM): 1Q 2019 vs. 2Q 2019



ADJUSTED EBITDA DRIVERS

> **ATLANTIC-GULF $559MM, stable:** Lower offshore service revenues due to increased maintenance downtime offset by favorable expenses

> **NORTHEAST G&P $319MM, up 2%:** Increased revenues on gathering volume and higher rates

> **WEST $356MM, up 4%:** Higher G&P revenue and higher JV EBITDA from Rocky Mountain Midstream

(1) Includes Adjusted EBITDA effects from the Jackalope asset sale in 2Q '19

Note: This slide contains non-GAAP financial measures. A reconciliation of all non-GAAP financial measures used in this presentation to their nearest GAAP comparable financial measures are included at the back of this presentation.

© 2019 The Williams Companies, Inc. All rights reserved.

Recent accomplishments

WMB	**Sustainability Report**	Published a 2018 Sustainability Report in June, providing a comprehensive review of the company's environmental, social and governance programs and initiatives
WMB	**ONE Future**	Joined Our Nation's Energy Future Coalition (ONE Future), a natural gas industry-led organization dedicated to voluntarily achieving meaningful reductions in methane emissions
Transco	**Rivervale South to Market**	Commenced partial in-service of a 190 MMcf/d project to provide additional service to natural gas consumers in New Jersey and New York City in time for the 2019/2020 winter heating season
Transco	**Regional Energy Access**	Concluded the open season for a Transco expansion serving Northeast markets; Finalizing shipper commitments
Transco	**Northeast Supply Enhancement**	Received Notice of Complete Application for New York and New Jersey Water Quality Permits for NESE project; Confident that the project will be completed in time for 2020/2021 winter season
Northeast G&P	**Ohio Valley Midstream JV**	Completed formation of a $3.8 Billion strategic joint venture partnership in the Marcellus/Utica Basins with the Canada Pension Plan Investment Board
Northeast G&P	**Oak Grove TXP II**	Placed into service the 200 MMcf/d TXP II expansion of Oak Grove processing capacity; Harrison Hub C3+ pipeline expected to come on line in August 2019
Atlantic-Gulf-Deepwater	**Discovery Tiebacks**	Brought on line Buckskin and Hadrian North tiebacks to the Lucius platform, adding a combined 100 Bcf of gas reserves
Atlantic-Gulf-Deepwater	**Norphlet Project**	Completed Norphlet Pipeline purchase option in July as Shell brought on line first gas production in June; Serving Shell's Appomattox dedication with expected reserves of 650 MMboe
West G&P	**Rocky Mountain Midstream**	Ft. Lupton processing plant volumes exceeded 200 MMcf/d in 2Q; Keenesburg I plant expansion of 225 MMcf/d expected to come on line 3Q '19

© 2019 The Williams Companies, Inc. All rights reserved.

Williams

Growth capital projects across the portfolio

	2018	2019	2020	2021	2022+
DEMAND DRIVEN	> Transco – Atlantic Sunrise 1.7 MMDth/d; $2.6B > Transco – Garden State 180 MDth/d; $116MM	> Northwest Pipeline – North Seattle Lateral Upgrade 159 MDth/d; $47MM > Transco – Gulf Connector 475 MDth/d; $167MM > Transco – St. James Supply 162 MDth/d; $34MM > Transco – Rivervale South to Market 190 MDth/d; $128MM – Partial in-service > Transco – Rate Case	> Transco – Hillabee Phase 2 206 MDth/d > Transco – Gateway 65 MDth/d: $85MM > Transco – Southeastern Trail 296 MDth/d: $405MM > Transco – Emissions Reduction Program; $1.2B over 5 years	> Transco – Emissions Reduction Program > Transco – Northeast Supply Enhancement 400 MDth/d: $927MM	> Transco – Leidy South 580 MDth/d > Transco – Pursuing 20+ expansion opportunities including “Project 1” from Analyst Day, Emissions Reduction Program, Regional Energy Access 1.0 MMDth/d > Gulfstream - Phase VI 78 MDth/d
SUPPLY DRIVEN	> Atlantic Gulf Deepwater – Stampede > Northeast G&P – Susquehanna Gathering Expansion 700 MMcf/d	> West – DJ Processing Plants – 425 MMcf/d (Ft. Lupton III – 200 & Keenesburg I – 225) > West – Wamsutter – High Point, Hansen Lake & Echo Springs G&P Expansions > Northeast G&P – Rich Gas Growth Driving Oak Grove Expansions & Harrison Hub C3+ Pipeline > Northeast G&P – Susquehanna Gathering Expansion 500 MMcf/d > Atlantic Gulf Deepwater – Norphlet Pipeline, Lucius-Hadrian North & Buckskin tiebacks	> Northeast G&P – Susquehanna Gathering Expansion 300 MMcf/d > Northeast G&P – Bradford Gathering Expansion 500 MMcf/d	> West – Bluestem NGL Pipeline > West – DJ Processing Plant 225 MMcf/d (Keenesburg II)	> West – DJ Processing Plants (Milton Complex) > Northeast G&P – Rich Gas Growth Driving Additional Oak Grove Expansions > Atlantic Gulf Deepwater – Additional Tiebacks: Whale, Ballymore, Tigris, Mexico Perdido & others

Green = In-service; Black = In Progress; Blue = Potential/Under Negotiation

Note: Project cost estimates per initial FERC filings

© 2019 The Williams Companies, Inc. All rights reserved.

Williams

Lowering Debt-to-Adjusted EBITDA guidance for 2019

In $Billions except for percentages, ratios and per share amounts	2019 GUIDANCE	
Net Income	$1.100 - $1.400	
Adjusted EPS	$0.83 - $1.07	
Adjusted EBITDA	$4.850 - $5.150	
Distributable Cash Flow (DCF)	$2.900 - $3.300	
DCF/share	$2.38 - $2.71	
Dividend Coverage Ratio	~1.7x Midpoint of Guidance	
Growth Capex	$2.3 - $2.5	Feb. 2019 Guidance was $2.7 - $2.9
Debt-to-Adjusted EBITDA[1]	<4.5x	Prior was <4.6x; initial guidance was <4.75x

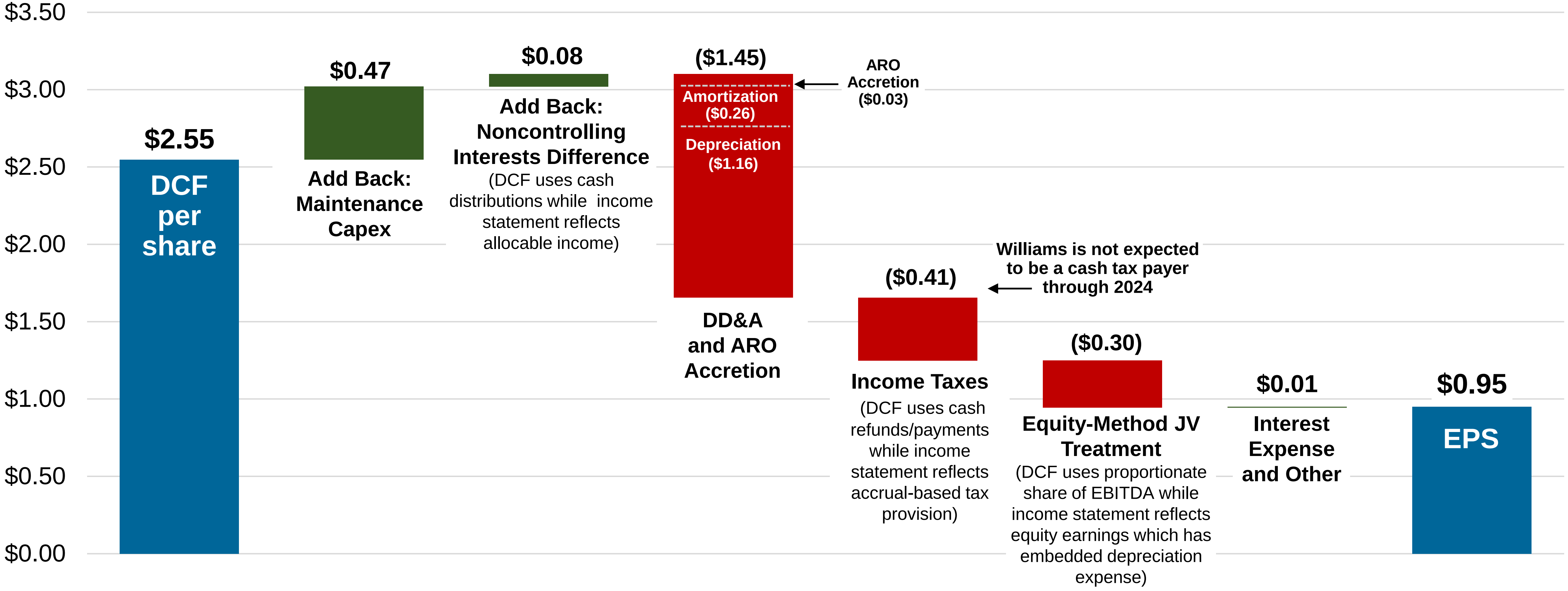
(1) Book Debt-to-Adjusted EBITDA ratio does not represent leverage ratios measured for WMB credit agreement compliance or leverage ratios as calculated by the major credit ratings agencies. Consolidated debt is net of cash on hand.

Note: This slide contains non-GAAP financial measures. A reconciliation of all non-GAAP financial measures used in this presentation to their nearest GAAP comparable financial measures are included at the back of this presentation.

© 2019 The Williams Companies, Inc. All rights reserved.

Full-year 2019 DCF per share vs. Adjusted EPS

Earnings per share (EPS) includes large, non-cash charges



Note: This slide contains non-GAAP financial measures. A reconciliation of all non-GAAP financial measures used in this presentation to their nearest GAAP comparable financial measures are included at the back of this presentation.

© 2019 The Williams Companies, Inc. All rights reserved.

Forward Looking Statements

© 2019 The Williams Companies, Inc. All rights reserved.

Forward-looking statements

> **The reports, filings, and other public announcements of The Williams Companies, Inc. (Williams) may contain or incorporate by reference statements that do not directly or exclusively relate to historical facts. Such statements are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (Exchange Act). These forward-looking statements relate to anticipated financial performance, management's plans and objectives for future operations, business prospects, outcome of regulatory proceedings, market conditions, and other matters. We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included herein that address activities, events or developments that we expect, believe or anticipate will exist or may occur in the future, are forward-looking statements. Forward-looking statements can be identified by various forms of words such as "anticipates," "believes," "seeks," "could," "may," "should," "continues," "estimates," "expects," "forecasts," "intends," "might," "goals," "objectives," "targets," "planned," "potential," "projects," "scheduled," "will," "assumes," "guidance," "outlook," "in-service date" or other similar expressions. These forward-looking statements are based on management's beliefs and assumptions and on information currently available to management and include, among others, statements regarding:**

- Levels of dividends to Williams stockholders;
- Future credit ratings of Williams and its affiliates;
- Amounts and nature of future capital expenditures;
- Expansion and growth of our business and operations;
- Expected in-service dates for capital projects;
- Financial condition and liquidity;
- Business strategy;
- Cash flow from operations or results of operations;
- Seasonality of certain business components;
- Natural gas and natural gas liquids prices, supply, and demand;
- Demand for our services.

© 2019 The Williams Companies, Inc. All rights reserved.

Forward-looking statements (cont'd)

> **Forward-looking statements are based on numerous assumptions, uncertainties and risks that could cause future events or results to be materially different from those stated or implied herein. Many of the factors that will determine these results are beyond our ability to control or predict. Specific factors that could cause actual results to differ from results contemplated by the forward-looking statements include, among others, the following:**

- Whether we are able to pay current and expected levels of dividends;
- Whether we will be able to effectively execute our financing plan;
- Availability of supplies, market demand, and volatility of prices;
- Inflation, interest rates, and general economic conditions (including future disruptions and volatility in the global credit markets and the impact of these events on customers and suppliers);
- The strength and financial resources of our competitors and the effects of competition;
- Whether we are able to successfully identify, evaluate and timely execute our capital projects and investment opportunities;
- Our ability to acquire new businesses and assets and successfully integrate those operations and assets into existing businesses as well as successfully expand our facilities, and to consummate asset sales on acceptable terms;
- Development and rate of adoption of alternative energy sources;
- The impact of operational and developmental hazards and unforeseen interruptions;
- The impact of existing and future laws and regulations, the regulatory environment, environmental liabilities, and litigation, as well as our ability to obtain necessary permits and approvals, and achieve favorable rate proceeding outcomes;
- Our costs and funding obligations for defined benefit pension plans and other postretirement benefit plans;
- Changes in maintenance and construction costs as well as our ability to obtain sufficient construction related inputs including skilled labor;
- Changes in the current geopolitical situation;
- Our exposure to the credit risk of our customers and counterparties;
- Risks related to financing, including restrictions stemming from debt agreements, future changes in credit ratings as determined by nationally recognized credit rating agencies and the availability and cost of capital;
- The amount of cash distributions from and capital requirements of our investments and joint ventures in which we participate;

© 2019 The Williams Companies, Inc. All rights reserved.

Forward-looking statements (cont'd)

  - Risks associated with weather and natural phenomena, including climate conditions and physical damage to our facilities;
  - Acts of terrorism, cybersecurity incidents, and related disruptions;
  - Additional risks described in our filings with the Securities and Exchange Commission (SEC).

- **Given the uncertainties and risk factors that could cause our actual results to differ materially from those contained in any forward-looking statement, we caution investors not to unduly rely on our forward-looking statements. We disclaim any obligations to and do not intend to update the above list or announce publicly the result of any revisions to any of the forward-looking statements to reflect future events or developments.**
- **In addition to causing our actual results to differ, the factors listed above and referred to below may cause our intentions to change from those statements of intention set forth herein. Such changes in our intentions may also cause our results to differ. We may change our intentions, at any time and without notice, based upon changes in such factors, our assumptions, or otherwise.**
- **Because forward-looking statements involve risks and uncertainties, we caution that there are important factors, in addition to those listed above, that may cause actual results to differ materially from those contained in the forward-looking statements. For a detailed discussion of those factors, see Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K filed with the SEC on February 21, 2019.**

© 2019 The Williams Companies, Inc. All rights reserved.

Non-GAAP Reconciliations

© 2019 The Williams Companies, Inc. All rights reserved.

Non-GAAP Disclaimer

> This presentation may include certain financial measures – adjusted EBITDA, adjusted income (“earnings”), adjusted earnings per share, distributable cash flow and dividend coverage ratio – that are non-GAAP financial measures as defined under the rules of the Securities and Exchange Commission.

> Our segment performance measure, modified EBITDA is defined as net income (loss) before income (loss) from discontinued operations, income tax expense, net interest expense, equity earnings from equity-method investments, other net investing income, remeasurement gain on equity-method investment, impairment of equity investments and goodwill, depreciation and amortization expense, and accretion expense associated with asset retirement obligations for nonregulated operations. We also add our proportional ownership share (based on ownership interest) of modified EBITDA of equity-method investments.

> Adjusted EBITDA further excludes items of income or loss that we characterize as unrepresentative of our ongoing operations. Management believes this measure provides investors meaningful insight into results from ongoing operations.

> Distributable cash flow is defined as adjusted EBITDA less maintenance capital expenditures, cash portion of net interest expense, income attributable to or dividends/distributions paid to noncontrolling interests and cash income taxes, and certain other adjustments that management believes affects the comparability of results. Adjustments for maintenance capital expenditures and cash portion of interest expense include our proportionate share of these items of our equity-method investments. We also calculate the ratio of distributable cash flow to the total cash dividends paid (dividend coverage ratio). This measure reflects Williams’ distributable cash flow relative to its actual cash dividends paid.

> This presentation is accompanied by a reconciliation of these non-GAAP financial measures to their nearest GAAP financial measures. Management uses these financial measures because they are accepted financial indicators used by investors to compare company performance. In addition, management believes that these measures provide investors an enhanced perspective of the operating performance of assets and the cash that the business is generating.

> Neither adjusted EBITDA, adjusted income, nor distributable cash flow are intended to represent cash flows for the period, nor are they presented as an alternative to net income or cash flow from operations. They should not be considered in isolation or as substitutes for a measure of performance prepared in accordance with United States generally accepted accounting principles.

© 2019 The Williams Companies, Inc. All rights reserved.

Reconciliation of Income (Loss) Attributable to The Williams Companies, Inc. to Adjusted Income

(Dollars in millions, except per-share amounts)	2018 1st Qtr	2018 2nd Qtr	2018 3rd Qtr	2018 4th Qtr	2018 Year	2019 1st Qtr	2019 2nd Qtr	2019 Year
Income (loss) attributable to The Williams Companies, Inc. available to common stockholders	$ 152	$ 135	$ 129	$ (572)	$ (156)	$ 194	$ 310	$ 504
Income (loss) - diluted earnings (loss) per common share (1)	$ .18	$ .16	$ .13	$ (.47)	$ (.16)	$ .16	$ .26	$ .41
Adjustments:								
Northeast G&P								
Expenses associated with new venture	$ —	$ —	$ —	$ —	$ —	$ 3	$ 6	$ 9
Settlement charge from pension early payout program	—	—	—	4	4	—	—	—
Severance and related costs	—	—	—	—	—	—	10	10
Total Northeast G&P adjustments	—	—	—	4	4	3	16	19
Atlantic-Gulf								
Constitution Pipeline project development costs	2	1	1	—	4	—	1	1
Settlement charge from pension early payout program	—	—	—	7	7	—	—	—
Regulatory adjustments resulting from Tax Reform	11	(20)	—	—	(9)	—	—	—
Benefit of regulatory asset associated with increase in Transco's estimated deferred state income tax rate following WPZ Merger	—	—	(3)	—	(3)	—	—	—
Share of regulatory charges resulting from Tax Reform for equity-method investments	2	—	—	—	2	—	—	—
Reversal of expenditures capitalized in prior years	—	—	—	—	—	—	15	15
Gain on sale of certain Gulf Coast pipeline assets	—	—	—	(81)	(81)	—	—	—
Gain on asset retirement	—	—	(10)	(2)	(12)	—	—	—
Severance and related costs	—	—	—	—	—	—	19	19
Total Atlantic-Gulf adjustments	15	(19)	(12)	(76)	(92)	—	35	35
West								
Impairment of certain assets	—	—	—	1,849	1,849	12	64	76
Settlement charge from pension early payout program	—	—	—	6	6	—	—	—
Regulatory adjustments resulting from Tax Reform	(7)	—	—	—	(7)	—	—	—
Charge for regulatory liability associated with the decrease in Northwest Pipeline's estimated deferred state income tax rates following WPZ Merger	—	—	12	—	12	—	—	—
Gain on sale of Four Corners assets	—	—	—	(591)	(591)	2	—	2
Severance and related costs	—	—	—	—	—	—	14	14
Total West adjustments	(7)	—	12	1,264	1,269	14	78	92

© 2019 The Williams Companies, Inc. All rights reserved.

Reconciliation of Income (Loss) Attributable to The Williams Companies, Inc. to Adjusted Income (con't)

(Dollars in millions, except per-share amounts)	2018 1st Qtr	2018 2nd Qtr	2018 3rd Qtr	2018 4th Qtr	2018 Year	2019 1st Qtr	2019 2nd Qtr	2019 Year
Other								
Loss on early retirement of debt	7	—	—	—	7	—	—	—
Impairment of certain assets	—	66	—	—	66	—	—	—
Settlement charge from pension early payout program	—	—	—	5	5	—	—	—
Regulatory adjustments resulting from Tax Reform	—	1	—	—	1	—	—	—
(Benefit) adjustment of regulatory assets associated with increase in Transco's estimated deferred state income tax rate following WPZ Merger	—	—	(45)	—	(45)	12	—	12
WPZ Merger costs	—	4	15	1	20	—	—	—
Gain on sale of certain Gulf Coast pipeline systems	—	—	—	(20)	(20)	—	—	—
Charitable contribution of preferred stock to Williams Foundation	—	—	35	—	35	—	—	—
Total Other adjustments	7	71	5	(14)	69	12	—	12
Adjustments included in Modified EBITDA	15	52	5	1,178	1,250	29	129	158
Adjustments below Modified EBITDA								
Gain on deconsolidation of Jackalope interest	—	(62)	—	—	(62)	—	—	—
Gain on deconsolidation of certain Permian assets	—	—	—	(141)	(141)	2	—	2
Impairment of equity-method investments	—	—	—	32	32	74	(2)	72
Gain on sale of equity-method investments	—	—	—	—	—	—	(122)	(122)
Allocation of adjustments to noncontrolling interests	(5)	21	—	—	16	—	(1)	(1)
	(5)	(41)	—	(109)	(155)	76	(125)	(49)
Total adjustments	10	11	5	1,069	1,095	105	4	109
Less tax effect for above items	(3)	(3)	(1)	(267)	(274)	(26)	(1)	(27)
Adjustments for tax-related items [2]	—	—	110	—	110	—	—	—
Adjusted income available to common stockholders	$ 159	$ 143	$ 243	$ 230	$ 775	$ 273	$ 313	$ 586
Adjusted diluted earnings per common share [1]	$ .19	$ .17	$ .24	$ .19	$ .79	$ .22	$ .26	$ .48
Weighted-average shares - diluted (thousands)	830,197	830,107	1,026,504	1,212,822	976,097	1,213,592	1,214,065	1,213,830

(1) The sum of earnings per share for the quarters may not equal the total earnings per share for the year due to changes in the weighted-average number of common shares outstanding.
(2) The third quarter of 2018 reflects tax adjustments driven by the WPZ Merger, primarily a valuation allowance for foreign tax credits.

© 2019 The Williams Companies, Inc. All rights reserved.

Reconciliation of Net Income to Modified EBITDA, Adjusted EBITDA and Distributable Cash Flow

	2018					2019		
(Dollars in millions, except coverage ratios)	*1st Qtr*	*2nd Qtr*	*3rd Qtr*	*4th Qtr*	*Year*	*1st Qtr*	*2nd Qtr*	*Year*
The Williams Companies, Inc.								
Reconciliation of GAAP "Net Income (Loss)" to Non-GAAP "Modified EBITDA", "Adjusted EBITDA" and "Distributable cash flow"								
Net income (loss)	$ 270	$ 269	$ 200	$ (546)	$ 193	$ 214	$ 324	$ 538
Provision (benefit) for income taxes	55	52	190	(159)	138	69	98	167
Interest expense	273	275	270	294	1,112	296	296	592
Equity (earnings) losses	(82)	(92)	(105)	(117)	(396)	(80)	(87)	(167)
Other investing (income) loss - net	(4)	(68)	(2)	(113)	(187)	73	(126)	(53)
Proportional Modified EBITDA of equity-method investments	169	178	205	218	770	190	175	365
Depreciation and amortization expenses	431	434	425	435	1,725	416	424	840
Accretion for asset retirement obligations associated with nonregulated operations	8	10	8	7	33	9	8	17
Modified EBITDA	1,120	1,058	1,191	19	3,388	1,187	1,112	2,299
EBITDA adjustments	15	52	5	1,178	1,250	29	129	158
Adjusted EBITDA	1,135	1,110	1,196	1,197	4,638	1,216	1,241	2,457
Maintenance capital expenditures (1)	(110)	(160)	(138)	(122)	(530)	(93)	(130)	(223)
Preferred dividends	—	—	—	(1)	(1)	(1)	—	(1)
Net interest expense - cash portion (2)	(276)	(279)	(274)	(299)	(1,128)	(304)	(302)	(606)
Cash taxes	(1)	(10)	(1)	1	(11)	3	85	88
Income attributable to noncontrolling interests (3)	(25)	(24)	(19)	(28)	(96)			
Dividend and distributions paid to noncontrolling interests						(41)	(27)	(68)
Distributable cash flow	$ 723	$ 637	$ 764	$ 748	$ 2,872	$ 780	$ 867	$ 1,647
Total cash distributed (4)	$ 438	$ 443	$ 412	$ 411	$ 1,704	$ 460	$ 461	$ 921
Weighted-average shares – diluted (thousands) (5)	1,210,000	1,210,000	1,210,000	1,210,000	1,210,000	1,213,592	1,214,065	1,213,830
Distributable cash flow / share	$ 0.60	$ 0.53	$ 0.63	$ 0.62	$ 2.37	$ 0.64	$ 0.71	$ 1.36
Coverage ratios:								
Distributable cash flow divided by Total cash distributed	1.65	1.44	1.85	1.82	1.69	1.70	1.88	1.79
Net income (loss) divided by Total cash distributed	0.62	0.61	0.49	(1.33)	0.11	0.47	0.70	0.58

(1) Includes proportionate share of maintenance capital expenditures of equity-method investments.
(2) Includes proportionate share of interest expense of equity-method investments.
(3) Excludes allocable share of certain EBITDA adjustments.
(4) Includes cash dividends paid on common stock each quarter by WMB, as well as the public unitholders share of distributions declared by WPZ for the first two quarters of 2018.
(5) Shares in the 2018 periods reflect the WMB common shares outstanding per the 9/30/18 Consolidated Balance Sheet following the WPZ Merger.

© 2019 The Williams Companies, Inc. All rights reserved.

Reconciliation of Modified EBITDA to Non-GAAP Adjusted EBITDA

	2018					2019		
(Dollars in millions)	*1st Qtr*	*2nd Qtr*	*3rd Qtr*	*4th Qtr*	*Year*	*1st Qtr*	*2nd Qtr*	*Year*
Net income (loss)	$ 270	$ 269	$ 200	$ (546)	$ 193	$ 214	$ 324	$ 538
Provision (benefit) for income taxes	55	52	190	(159)	138	69	98	167
Interest expense	273	275	270	294	1,112	296	296	592
Equity (earnings) losses	(82)	(92)	(105)	(117)	(396)	(80)	(87)	(167)
Other investing (income) loss - net	(4)	(68)	(2)	(113)	(187)	73	(126)	(53)
Proportional Modified EBITDA of equity-method investments	169	178	205	218	770	190	175	365
Depreciation and amortization expenses	431	434	425	435	1,725	416	424	840
Accretion expense associated with asset retirement obligations for nonregulated operations	8	10	8	7	33	9	8	17
Modified EBITDA	**$ 1,120**	**$ 1,058**	**$ 1,191**	**$ 19**	**$ 3,388**	**$ 1,187**	**$ 1,112**	**$ 2,299**
Northeast G&P	$ 250	$ 255	$ 281	$ 300	$ 1,086	$ 299	$ 303	$ 602
Atlantic-Gulf	451	475	492	605	2,023	560	524	1,084
West	413	389	412	(906)	308	332	278	610
Other	6	(61)	6	20	(29)	(4)	7	3
Total Modified EBITDA	**$ 1,120**	**$ 1,058**	**$ 1,191**	**$ 19**	**$ 3,388**	**$ 1,187**	**$ 1,112**	**$ 2,299**
Adjustments included in Modified EBITDA (1):								
Northeast G&P	$ —	$ —	$ —	$ 4	$ 4	$ 3	$ 16	$ 19
Atlantic-Gulf	15	(19)	(12)	(76)	(92)	—	35	35
West	(7)	—	12	1,264	1,269	14	78	92
Other	7	71	5	(14)	69	12	—	12
Total Adjustments included in Modified EBITDA	**$ 15**	**$ 52**	**$ 5**	**$ 1,178**	**$ 1,250**	**$ 29**	**$ 129**	**$ 158**
Adjusted EBITDA:								
Northeast G&P	$ 250	$ 255	$ 281	$ 304	$ 1,090	$ 302	$ 319	$ 621
Atlantic-Gulf	466	456	480	529	1,931	560	559	1,119
West	406	389	424	358	1,577	346	356	702
Other	13	10	11	6	40	8	7	15
Total Adjusted EBITDA	**$ 1,135**	**$ 1,110**	**$ 1,196**	**$ 1,197**	**$ 4,638**	**$ 1,216**	**$ 1,241**	**$ 2,457**

(1) Adjustments by segment are detailed in the "Reconciliation of Income (Loss) Attributable to The Williams Companies, Inc. to Adjusted Income," which is also included in these materials.

© 2019 The Williams Companies, Inc. All rights reserved.

Reconciliation of Income (Loss) Attributable to The Williams Companies, Inc. to Adjusted Income

Reconciliation of Net Income (Loss) to Adjusted Income

($ in millions, except per-share amounts)	2019 GUIDANCE Low	Mid	High
Net income (loss)	$1,100	$1,250	$1,400
Less: Net income (loss) attributable to noncontrolling interests	90	90	90
Less: Preferred stock dividends	3	3	3
Net income (loss) attributable to The Williams Companies, Inc. available to common stockholders	1,007	1,157	1,307
Adjustments:			
Adjustments included in Modified EBITDA (1)		39	
Adjustments below Modified EBITDA (2)		(44)	
Total adjustments		(5)	
Less tax effect for above items (3)		4	
Adjusted income available to common stockholders	1,006	1,156	1,306
Adjusted diluted earnings per common share	**$0.83**	**$0.95**	**$1.07**
Weighted-average shares - diluted (millions)	1,217	1,217	1,217

(1) Includes 1Q 2019 adjustments of $29 and anticipated future adjustments of $10
(2) Includes 1Q 2019 adjustments of $76 and anticipated gain on sale of Jackalope equity investment of ~($120)
(3) Includes 1Q 2019 tax effect for adjustments of ($26) and taxes on anticipated gain on sale of Jackalope equity investment of ~$30

© 2019 The Williams Companies, Inc. All rights reserved.

Reconciliation of Net Income to Modified EBITDA, Non-GAAP Adjusted EBITDA and Distributable Cash Flow (con't)

($ in millions, except per-share amounts and coverage ratios)	2019 GUIDANCE		
	Low	Mid	High
Net income (loss)	$1,100	$1,250	$1,400
Provision (benefit) for income taxes		425	
Interest expense		1,200	
Equity (earnings) losses		(410)	
Impairment of equity-method investments		74	
Estimated 2Q 2019 gain on sale of equity-method investment (Jackalope)		(120)	
Proportional Modified EBITDA of equity-method investments		780	
Depreciation and amortization expenses and accretion for asset retirement obligations associated with nonregulated operations		1,760	
Other		2	
Modified EBITDA	**$4,811**	**$4,961**	**$5,111**
EBITDA Adjustments [1]		39	
Adjusted EBITDA	**$4,850**	**$5,000**	**$5,150**
Net Interest expense - cash portion [2]		(1,210)	
Maintenance capital expenditures [2]	(625)	(575)	(525)
Cash taxes		75	
Dividends and distributions paid to noncontrolling interests and other [3]		(190)	
Distributable cash flow (DCF)	**$2,900**	**$3,100**	**$3,300**
--- Distributable Cash Flow per share [4]	**$2.38**	**$2.55**	**$2.71**
Dividends paid		(1,850)	
Excess cash available after dividends	$1,050	$1,250	$1,450
Dividend per share		$1.52	
Coverage ratio (Distributable cash flow / Dividends paid)	**1.57x**	**1.68x**	**1.78x**

(1) Includes 1Q 2019 adjustments of $29 and anticipated future adjustments of $10

(2) Includes proportionate share of equity investments

(3) Prior guidance was based on income allocable to noncontrolling interests but current guidance reflects projected cash distributions to consolidated joint venture partners

(4) Distributable cash flow / 1,217 million diluted weighted-average common shares

© 2019 The Williams Companies, Inc. All rights reserved.